

Policy Type: **Governance**

Policy Number: **G-3**

Policy Title: **Board Composition Policy**

Policy Approved: November 2023

Effective: January 2024 - December 2026

1. PURPOSE

1.1 The Board Composition Policy establishes the framework and operations of the Windsor Public Library Board.

2. SCOPE

2.1 The Windsor Public Library Board, within the meaning of the [Public Libraries Act](#) as amended, provides governance and management of public library services in Windsor.

2.2 The Windsor Public Library Board supports the [Municipal Freedom-of-Information and Protection of Privacy Act \(MFIPPA\)](#), [Copyright Act](#), [Canadian Criminal Code](#), [Canadian Charter of Rights and Freedoms](#), and other laws governing intellectual property.

2.3 The Board Composition Policy applies to all Windsor Public Library Board members, employees, volunteers and agents; supports the principles of universal and equitable access and reflects the WPL Mission, Vision, Values and Customer Service Pledge:

WPL Mission Statement: "The mission of the WPL is to enrich our community by providing access to resources that inform and entertain." "We believe in the freedom to read, learn and discover."

3. NUMBER OF MEMBERS, APPOINTMENT OF BOARD MEMBERS AND DISQUALIFICATION OF BOARD MEMBERS

3.1 These are governed by the [Public Libraries Act](#).

4. ADMINISTRATIVE APPOINTMENTS

4.1 As per the Windsor Public Library / City Operating Agreement the Board shall appoint the:

- a) City Solicitor or designate as the Board Solicitor.
- b) City Treasurer or designate as the Board Treasurer.
- c) City Clerk as the Freedom of Information/ Protection of Privacy Officer.

5. BOARD OFFICERS

5.1 The Windsor Public Library Board will include a Chair and Vice Chair, and be supported by a Secretary, Treasurer, and Chief Executive Officer.

5.2 The Chair and the Vice Chair shall be elected annually from among its members.

6. RESPONSIBILITIES OF:

6.1 Board Chair

- a) Leads the Board, ensuring the proper conduct of Board business.

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- b) Shall not commit the Board to any course of action in the absence of the specific authority of the Board.
- c) Act as the authorized signing officer of all documents.
- d) Speak on behalf of the Board re: Board discussions, planning and policies.
- e) Shall vote on all questions.
- f) The Chair may be removed from the office of Chair by a two-thirds vote of the Board.
- g) As per the *Public Libraries Act section 14 (4)*, in the absence, resignation or removal of the Chair, the Board may appoint one of its members as Acting Chair. The Acting Chair has all the responsibilities of the Chair.

6.2 Vice Chair

- 6.2.1 In the absence of the Chair, the Vice Chair shall assume all responsibilities of the Chair.

6.3 Secretary

- 6.3.1 As per the *Public Libraries Act section 15 (3) and (5)*, the Board shall annually appoint a Secretary. The Secretary shall be responsible to:
 - a) Prepare and distribute Board agendas, minutes, and reports.
 - b) Maintain policies, minutes, and official records.
 - c) Advise the Chair on meeting agendas and procedures.
 - d) Be present at all meetings of the Board.

6.4 Treasurer

- 6.4.1 As per *Public Libraries Act section 15* and the Operating Agreement (10), the Treasurer shall:
 - a) Receive and account for all Board funds.
 - b) Deposit all money received on the Board's behalf to the credit of those accounts.
 - c) Disburse funds as the Board directs.
 - d) Advise the Board concerning Windsor Public Library budgets and financial planning.
 - e) Act as an authorized Signing Officer of all documents pertaining to the financial business of the Board.

7. BOARD MEMBER DUTIES

- 7.1 All Windsor Public Library Board members shall:
 - a) Attend Board meetings having reviewed the Board package.
 - b) Participate in Board discussions and decision making.
 - c) Advocate and champion the Windsor Public Library.
 - d) Participate in Windsor Public Library fundraising activities.

8. BOARD MEMBERS' CODE OF CONDUCT

- 8.1 A Board member will be courteous to all members, delegations, volunteers and employees; and will not:
 - a) Engage in any action or conduct which disturbs a Board meeting.

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- b) Use unparliamentarily, inappropriate or offensive language or actions.
- c) Make any disturbance that disrupts or prevents others from participating in the meeting.
- d) Interrupt a speaker, except to raise a Matter of Privilege or a Point of Order.
- e) Disobey a decision of the Chair on questions of order, practice or on the interpretation of the rules of the Board.
- f) The Chair may :
 - Deny a member the right to speak if the member is disruptive.
 - Expel a member from the meeting who disregards the rulings from the Chair.

8.2 All Board members shall adhere to the City of Windsor *Code of Conduct for members of Council and Local Boards*.