

Board Procedural By-law Proposed Revisions

Date:	December 15, 2008
To:	Toronto Public Library Board
From:	City Librarian

SUMMARY

The purpose of this report is to support the Notice of Amendment to repeal the existing Toronto Public Library Board *Procedural By-law* with the intent of replacing it with a new *Procedural By-law* as provided in Attachment 1. The Notice of Amendment was provided to the Board at the October 20, 2008 Library Board Meeting. Approval of the new *Procedural By-law* is being requested following up on two information sessions provided to Board members on the proposed changes.

Toronto Public Library staff have undertaken a review over the past number of months of the Library Board *Procedural By-law* with the following objectives:

1. Ensuring that the Board *Procedural By-law* is consistent with existing statutes including the *Public Libraries Act*, *City of Toronto Act*, and *Municipal Freedom of Information and Protection of Privacy Act*;
2. Enhancing clarity and understanding of the by-law and Library governance practices for the Board, staff, and the public;
3. Continuing to support high quality public administration, transparent governance practices and informed decision making by the Library Board.

The by-law was also reviewed in the context of changes to City of Toronto *Council Procedures* that have been implemented as a result of the new *City of Toronto Act* coming into force. The Board's legal counsel has reviewed all proposed changes. Library staff also reviewed and considered the procedural by-laws of other major urban public libraries in Ontario as part of the review process.

The outcome of the review process is to recommend the existing *Procedural By-law* be replaced with a new *Procedural By-law*. The changes from the existing *Procedural By-law* are highlighted in Attachment 1 and summarized in greater detail with supporting rationale. A new *Procedural By-law* is recommended at this time primarily to enhance the broader goals of transparency, good governance and administration of meetings:

Increased Transparency

- Clarification of the process for introducing new business with a notice of motions process which ensures appropriate notice is given with the exception of urgent matters or new business that is approved by a majority of all Board members;
- Procedures for Informal Consideration allow the Board to engage in in-depth discussions on issues by removing normal limitations on the number of times members can speak in debate and enabling the Chair to participate in the discussion;
- Clarification of the procedures for public presentations to specify that requests which meet the agenda deadline will be placed on the first Board meeting's agenda following the request.

Good Governance and Administration

- Adopting *Robert's Rules of Order, Newly Revised* as a framework for the by-laws to be consistent with Council procedures;
- The Quorum procedures for waiting periods have been simplified to enhance clarity;
- The Procedures have been revised to allow the City Librarian to delegate clerk support-type functions to another Library staff member.

RECOMMENDATIONS

The City Librarian recommends that the Toronto Public Library Board:

1. approves the revisions to the Board Procedural By-law (Attachment 1).

Implementation Points

Subsequent to the tabling of a new *Procedural By-law* at the October 20, 2008 meeting, two information sessions for Library Board members were offered to review the proposed *Procedural By-law* revisions in detail on November 17 and December 3, 2008. Subsequently, the intent is to have a vote on the new *Procedural By-law* at the December 15, 2008 Board meeting.

Upon ratification, the *Procedural By-law* will be in effect as of December 16, 2008. It will be posted on the Library's website, and training sessions will be offered for Board members and staff.

FINANCIAL IMPACT

This report has no financial implications beyond what has already been approved in the current year's budget.

The Director, Finance and Treasurer has reviewed this Financial Impact Statement and is in agreement with it.

DECISION HISTORY

The Board *Procedural By-law* was originally approved by the Board at its meeting of January 15, 1998. Subsequently there were minor amendments such as: updates to quorum procedures, voting procedures, the motion to reconsider, the agenda and changes reflecting the closed meetings requirements of the *Public Libraries Act*. Amendments were approved on:

- March 30, 1998
- June 26, 2000
- November 19, 2001
- December 3, 2001
- December 9, 2002

ISSUE BACKGROUND

With only minor revisions to the Board *Procedural By-law* since its original approval, Toronto Public Library staff have undertaken a comprehensive review over the past number of months with the following objectives:

1. Ensuring that the Board *Procedural By-law* is consistent with existing statutes including the *Public Libraries Act*, *City of Toronto Act*, and *Municipal Freedom of Information and Protection of Privacy Act*;
2. Enhancing clarity and understanding of the by-law and Library governance practices for the Board, staff, and the public;
3. Continuing to support high quality public administration, transparent governance practices and informed decision making by the Library Board.

Additionally, On January 1, 2007, the new *City of Toronto Act* came into force and, as a result, City of Toronto Council adopted new procedures (*Council Procedures*). The new *City of Toronto Act* recognizes that Toronto is the economic engine of both Ontario and of Canada and provides Toronto with broader general powers to support the City in achieving its goals. One of the City's first uses of the new powers was in governance reform where new accountability measures and new Council procedures were introduced. Library staff have reviewed the Board's *Procedural By-law* in the context of new Council Procedures and met with City Clerk staff for greater understanding of the procedures.

The review was also an opportunity to ensure that the *Procedural By-law* continues to be in accordance with other applicable statutes including the *Public Libraries Act* and the *Municipal Freedom of Information and Protection of Privacy Act*. Additionally, the by-law's review focused on enhancing clarity and understanding of the by-law and Library governance practices for the Board, staff and the public to continue promoting high quality public administration and transparent governance practices.

COMMENTS

As reference points for the review process, Library staff consulted the procedural by-laws from other urban and large public libraries in Ontario, the City of Toronto's updated *Council Procedures* and applicable statutes. While not as formal as Council Procedures, the new *Procedural By-law* provided in Attachment 1 has been developed in consultation with the Board's Legal Counsel. The changes from the existing *Procedural By-law* have been highlighted in Attachment 1 with specific details and supporting rationale regarding the revisions. The amendments have also been summarized in the chart below.

Corresponding Revision No. in Attachment 1	Revised By-law Section	Summary of Amendments
A.	Section 1 Definitions (p.4)	The existing by-law had two sections devoted to Definitions and a Ready Reference Guide which have been merged to create a single Definitions section for ease of reference and consistency with Council's procedures.
L.	Section 12 Secretary (p.11)	The by-law has been revised to allow the Chief Executive Officer to delegate the function of Secretary to a Library employee who may in turn designate another Library employee to perform some of the Secretary's functions. In practice, this allows the City Librarian to delegate clerk support type functions to another library staff member as needed.
M.	Section 14 Rules of order for meetings (p.12)	Changing the Rules of Order for Meetings to <i>Robert's Rules of Order, Newly Revised</i> which is consistent with Council's Procedures as well as many Ontario public library boards. The Library's current aid in ruling is the <i>Standing Orders of the Legislative Assembly of Ontario</i> which is more suited to large assemblies, whereas <i>Robert's Rules of Order</i> is more flexible in offering procedures for boards of various sizes.
P.	Section 19 Adding New Business to Library Board Meetings (p.14)	Revision to the process for introducing new business to Library Board meetings with a notice of motions process similar to Council's. The new procedures in Section 19 represent a simplified version based on Council's procedures that is more suited to a public library board. The adoption of a notice of motions process helps to ensure that Library Board members have appropriate notice to consider and make decisions about new business items. The proposed procedures recognize for urgent matters that it may not be possible to provide a notice of motion. The procedures identify how the Library Board treats new business from Library officials, Board members and members of the public. It also outlines the procedures for treating both Notices of Motions which applies to new

Corresponding Revision No. in Attachment 1	Revised By-law Section	Summary of Amendments
		business that is received by the agenda deadline and Motions without Notice which are received after the agenda deadline or are made during a meeting.
U.	Section 27 Quorum (p.19)	Clarification of the procedures for quorum related to waiting periods.
W.	Section 36 Motion to Reconsider (p.24)	Updates to the Motion to Reconsider to clarify the process in cases where there was no recorded vote.
X.	Section 40 New Matters (p. 26)	The New Matters section has been updated to clarify that requests for public presentations which meet the agenda deadline will be placed on the agenda of the first Board meeting following the request.
Z.	Section 45 Informal Consideration (p.30)	The Committee of the Whole procedures are replaced with Informal Consideration procedures which are more suited to smaller assemblies according to Robert's Rules of Order. Informal Consideration allows for more informal discussion regarding an item and simply removes the normal limitations on the number of times members can speak in debate and allows the Chair to remain in the chair.
A2.	Section 47 Types of Motions (p.31)	The types of motions section has been updated to delete motions that have never been used by the Board and had the potential to create confusion with motions more commonly used. The revisions are consistent with Council's Procedures.

Two briefings were held to offer Board members the opportunity to discuss the details of the proposed changes. The following issues were raised at the sessions:

1. Voting (Section 34, page 23)
There are no proposed changes to voting. It was noted that abstentions are counted as a negative vote. This ensures motions are passed/defeated by all members in attendance and avoids situations where motions are passed by a minority of votes.
If the <i>Procedural By-law</i> is revised to allow abstentions and not count them as a negative vote, the following changes would be required:
<ul style="list-style-type: none"> Revise 34.1 by replacing it with "All matters will be decided by a majority vote (deleting the reference to "all members present"), except for a matter that requires a two-thirds majority vote as a result of the requirements of this By-law." Revise section 34.4 by replacing it with "All Members present when the question is put shall vote, unless prohibited by statute or a Member chooses to abstain."

2. Public Presentations on New Matters (Section 40, page 26, Revision X)

The current and revised *Procedural By-law* allows public presentations on new matters. Committees of Council and Council do not allow public presentations on new matters.

If the *Procedural By-law* is revised to restrict public presentations on new matters, the following changes are required:

- Delete section 40 New Matters
- Renumber the remaining sections of the By-law and the table of contents
- Delete section 19.5
- Revise section 39 because it was originally written as one of two ways the public could address the Board. With the deletion of the New Matters section, there is only one way to address the Board and the language needs to specify this.

3. Motion to End Debate (Section 47, page 32, Revision A2)

The current and revised *Procedural By-law* allows motions to end debate with the provision that debate continues until all members who wish to speak have spoken once. Committees of Council and Council end debate immediately when a motion to end debate is passed. *Robert's Rules of Order* also suggests debate is immediately closed when a motion to end debate is passed.

If the *Procedural By-law* is revised so debate ends immediately when a motion to end debate is passed, the following change is required:

- Revise Section 47 End Debate by deleting "Debate continues until all Members who wish to speak have spoken once."

A related issue raised is the notification period for the Board agenda and reports. Adequate notification for agendas and reports is important to the goals of good governance and transparency and has to be balanced by the Board's ability to advance its business in a timely manner and the increased potential for tabled reports, the latter of which negates the notification period. The annual schedule of Board meetings is approved at the January meeting and the year's schedule is posted for the public. The current practice for distributing and posting agendas and reports is three clear days for Board members and two to three clear days for the public. Staff will undertake a review of the production process for agendas and reports with a view to increasing the notification period by one clear day each for Board members and the public.

CONTACT

Karl Druckman; Solicitor, Municipal Law, City of Toronto Legal Division;

Tel: 416-392-4520; Fax: 416-397-5624; E-mail: kdruckma@toronto.ca

Jane Pyper; City Librarian, Board Secretary; Tel: 416-393-7032; Fax: 416-393- 7083;

E-mail: jpyper@torontopubliclibrary.ca

Vickery Bowles; Acting Director, Corporate & Service Planning, Policy, Projects and City-wide Services; Tel: 416-395-5602; Fax: 416-393-7229;

E-mail: ybowles@torontopubliclibrary.ca

SIGNATURE

Jane Pyper
City Librarian

ATTACHMENTS

Attachment 1: Revised Procedural By-law (changes highlighted)