

TORONTO PUBLIC LIBRARY PROCEDURAL BY-LAW

1. INTERPRETATION

Principles

- a. This By-law will be interpreted to be consistent with the following principles:
 - i. The majority of Members have the right to decide;
 - ii. The minority of Members have the right to be heard;
 - iii. All Members have the right to information to help make decisions, unless otherwise prevented by law;
 - iv. Members have a right to an efficient meeting;
 - v. All Members have the right to be treated with respect and courtesy; and
 - vi. All Members have equal rights, privileges and obligations, subject to additional rights, privileges and obligations granted to the Chair under this By-law.

Robert's Rules of Order

- b. The Chair, in consultation with the Secretary, may use the current edition of Robert's Rules of Order as an aid in ruling.

Written or In Writing

- c. A requirement in this By-law for an item to be "written" or "in writing" may be satisfied using electronic mail.

2. DEFINITIONS

Terms used in this By-law and their definitions:

- a. Act – Public Libraries Act, R.S.O. 1990, c. P.44
- b. Adjourn - To end the meeting.
- c. Agenda deadline – Seven business days before a regular scheduled meeting.
- d. Agenda distribution – Five business days before a regular scheduled meeting
- e. Board - The Toronto Public Library Board.
- f. Business Day – any day other than a Saturday, Sunday, or a holiday for which the Library is closed.
- g. City Librarian – the Chief Executive Officer of the Toronto Public Library
- h. Closed meeting - A meeting held in private in accordance with the Act, at which only Board Members and persons authorized by the Board may be present.
- i. Council - The Council of the City of Toronto.
- j. First meeting - The first meeting of the Board in the calendar year and after a municipal election, the first meeting of the new Board following the appointment of all Members by Council.
- k. Library - The Toronto Public Library.
- l. Motion - A formal proposal placed before the meeting by a Member, the mover of the Motion, for debate and decision.
- m. Quorum - The minimum number of Members who must be present at a meeting to make the proceedings valid.

- n. Resolution - A Motion that has been moved, seconded and carried.
- o. Robert's Rules of Order– the current edition of the book
- p. Ruling - A decision by the Chair on a matter of procedure
- q. Secretary – The City Librarian or delegate
- r. Urgent matter - Matters that cannot be delayed for reasons of health, safety, emergency, financial or legal deadline or prudent management.
- s. Unparliamentary language - Words or expressions which:
 - i. are disrespectful, abusive or offensive: or
 - ii. make unsubstantiated charges that a Member is being dishonest or attribute false or undeclared motives to a Member.

3. OFFICERS

The Board will have the following officers:

- a. Chair;
- b. Vice-Chair.

4. TERM OF CHAIR AND VICE-CHAIR

- a. The Chair and/or the Vice-Chair will each hold office for one year or until a successor is appointed.
- b. The Chair and Vice-Chair may be removed from office by a two-thirds majority vote of all Board Members (8 Members).
- c. If either the Chair or the Vice-Chair resigns or is removed from office, their successors will hold office for the balance of their term.

5. ELECTION OF CHAIR AND VICE-CHAIR

- a. The Board will elect a Chair and a Vice-Chair by majority vote at its First Meeting.
- b. The Secretary of the Board will conduct the election of the Chair. The Chair conducts the election of the Vice-Chair.
- c. Nominations must be:
 - i. moved and seconded;
 - ii. made with the consent of the member being nominated.
- d. A person who is not present at the meeting may be nominated, but must provide written consent to the Secretary in advance of the meeting.
- e. Nominations will be closed by motion.
- f. If there is only one nomination for Chair or Vice-Chair, that nominee will be elected by acclamation.
- g. If there are three or more nominations, and no nominee has the majority of votes, the person with the lowest number of votes will be dropped from voting and another vote is taken.

- h. If there is a tie between two nominees, the winner will be determined by a random draw.

6. DUTIES OF THE CHAIR, VICE-CHAIR AND ACTING CHAIR

- a. The Chair:
 - i. Represents the interests and decisions of the Board to outside parties at Library, government and community events;
 - ii. serves as an member of all Committees by right of office;
 - iii. will not commit the Board to any course of action unless directed by the Board;
 - iv. establishes the Board agenda in consultation with the Secretary;
 - v. will ensure the Board behaves consistently within its own rules;
 - vi. will rule whether a motion or proposed amendment is in order;
 - vii. will ensure meeting discussion content will be on those issues within the Board's jurisdiction;
 - viii. will ensure deliberation will be fair, open and thorough, but also timely, orderly and kept to the point.
- b. The Vice-Chair:
 - ii. Represents the interests and decisions of the Board to outside parties at Library, government and community events in the absence of the Chair;
 - ii. Presides at Board if the Chair is absent from the meeting, or for periods during which the Chair is present at the meeting but temporarily leaves the chair; and
 - iii> will have all rights and duties and responsibilities of the Chair while presiding at Board meetings.
- c. An Acting Chair will be selected to preside at Board meetings:
 - i. if both the Chair and the Vice-Chair are absent or are unable to take the chair;
 - ii. the Secretary will conduct the election;
 - iii. the Acting Chair will have all the rights, duties and responsibilities of the Chair while presiding at Board meetings.

7. CITY LIBRARIAN AND SECRETARY OF THE BOARD

In accordance with the Act, the Board will appoint the City Librarian, who will also be concurrently deemed appointed to the position of Secretary of the Board.

- a. The City Librarian will supervise and direct the operations of the Library and its staff,
- b. The City Librarian may delegate some or all of the functions of the Secretary of the Board to Library employees who may, in turn, designate other Library employees to perform some of the Secretary's functions.
- c. The Secretary or his or her designate will:
 - i. prepare, publish and distribute the agenda for regular meetings of the Board;
 - ii. be present at all meetings of the Board and its Committees;

- iii. maintain the Board's By-laws, policies, minutes, correspondence, lists of Members, meeting schedules and other official records;
- iv. advise the Chair on the Procedural By-law and the Act;
- v. facilitate meeting arrangements;
- vi. keep minutes of every Board and Committee meeting;
- vii. give notice of Board and Committee meetings.

8. SCHEDULED MEETINGS OF THE BOARD

- a. The Board will hold at least ten scheduled regular meetings over the year. The meetings will be held from January to June and from September to December.
- b. The schedule of Board meetings for the year, including the dates, time and locations, will be approved at the First Meeting.
 - i. If the appointment of all Board Members following a general municipal election does not occur before the end of the calendar year in which the election occurred, the Board may choose to schedule meetings on a month to month basis.
- c. Any change in the date, time or location of any meeting must be approved by the Chair or by Board resolution.
- d. The meeting schedule and approved revisions will be posted on the Library's website.

9. SPECIAL MEETINGS

- a. Special meetings of the Board may be held at any time:
 - i. at the call of the Chair; or
 - ii. at the call of the City Librarian subsequent to receipt of a petition signed by a majority of the Members requesting a special meeting.
- b. There must be at least 24 hours' notice from issuance of the notice of special meeting and the time of the meeting.
- c. Notice to Members will be given by the Secretary in writing.
- d. The purpose of the special meeting must be stated in the notice and no other business will be transacted at that special meeting except in accordance with sections 15(b) or 16(b) and (c) of this By-law.
- e. Notice of special meetings will be posted on the Library's website.

10. MEETINGS OPEN TO THE PUBLIC.

- a. All meetings are open to the public, except for meetings or portions of meetings that satisfy the requirements of the Act for closed meetings.

11. CLOSED MEETINGS

- a. The Board or a Committee may close a meeting in accordance with section 16.1 of the Act.
- b. No person will disclose the deliberations or discussions that occurred at a closed meeting unless the Board has authorized that disclosure.

12. QUORUM

- a. The quorum for Board meetings is a majority of the Members.
- b. A meeting will be cancelled if:
 - i. no quorum is present within thirty minutes after the time fixed for a meeting, or the continuation of a meeting after a recess; or
 - ii. if quorum is lost for thirty consecutive minutes
- c. If a meeting is cancelled due to lack of quorum:
 - i. the Secretary will record the names of the Members present; and
 - ii. the meeting will be considered adjourned until the next scheduled meeting or until the Chair calls a special meeting.
- d. If a quorum is not possible because of declared conflicts of interest under the Municipal Conflict of Interest Act, the remaining Members will constitute a quorum provided that quorum is never less than two Members.

13. NOTIFICATION OF ABSENCE

- a. Members will notify the Secretary if they:
 - i. will not be attending;
 - ii. will be arriving late for; or
 - iii. will be leaving early from any meeting of the Board or a Committee.
- b. The Secretary will advise the Board of any Member who has been or will be absent from meetings of the Board for three consecutive months and advise the Board of the explanation provided by the Member, if any. The Board will then decide whether to authorize the Member's absence by a Board resolution.
- c. In accordance with section 13 of the Act, the Board will notify City Council of a vacancy if any Member is absent from Board meetings for three consecutive months without authorization of the Board.

14. AGENDA

- a. The agenda will include:
 - i. call to order;
 - ii. declarations of conflicts of interest;
 - iii. approval of agenda;
 - iv. confirmation of minutes;

- v. public presentations;
 - vi. considerations of communications and reports;
 - vii. consideration of new business from Library officials;
 - viii. notices of Motion;
 - ix. Motions without notice;
 - x. and adjournment.
- b. Matters proposed for closed meeting consideration will be identified on the public agenda.
 - c. The order of business set out in the agenda may be changed only by Board resolution.
 - d. Items appearing on a meeting agenda which are not dealt with by the Board at that meeting will be deferred to the next meeting, or removed from the agenda by Board resolution.

15. NEW BUSINESS FROM CITY LIBRARIAN

- a. The City Librarian may add new business to a meeting agenda before the agenda deadline;
- b. The City Librarian may also add new business to the agenda after the agenda deadline if it relates to an Urgent Matter and two thirds of all Board Members present approve of its introduction.

16. NEW BUSINESS FROM BOARD MEMBERS

A member who wishes to add new business to a meeting agenda brings a Main Motion before the Board and will provide the Board with notice as follows:

- a. Notices of Motion by Board Members submitted before the Agenda Deadline must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email.
- b. Notice of Motion by Board Members after the Agenda Deadline, but before the Board meeting:
 - i. must be in writing and in a form that the Secretary approves and be signed by the Board member moving it and the Board member who seconds it. No signatures are required for notices received via email, but the seconder's name must be included in the correspondence and the seconder must be copied on the email;
 - ii. must relate to an Urgent Matter as determined by the Secretary and the Chair

If the Secretary and Chair do not agree that the Motion deals with an Urgent Matter, the Secretary will refer it to the next Board meeting and present a list of these Motions to the Board for information only.

A Motion that fails to comply with the notice requirements in subsections (b) (i) and (ii) may be considered by the Board if a two-thirds majority of the Members present vote in favour of its introduction.

- c. Motion without Notice during a Board meeting:
 - i. a Member may make a Motion without notice during a meeting if it complies with the requirements outlined in sections 16 (b) (i) and (ii);
 - ii. the Chair reviews it in advance and the Chair agrees that it concerns an Urgent Matter and allows the Member to ask the Board's permission to introduce the Motion without notice; and
 - iii. two thirds of all Board Members (8 members) vote in favour of its introduction.

17. CONFLICT OF INTEREST DISCLOSURE

- a. Members must observe the requirements of the Municipal Conflict of Interest Act by declaring any conflict of interest they have, directly or indirectly, in any matter before the Board.
- b. A Member must declare any conflict of interest at the beginning of the meeting, on arrival at the meeting, or if not present at the meeting, at the next meeting attended.
- c. A Member who has declared a conflict of interest in a matter must not take part in the discussion, must not vote, and must not try to influence the voting, on the matter.
- d. If the discussion takes place in a closed meeting, the Member must leave the room.
- e. All declarations of conflict of interest are recorded in the public minutes. Declarations of conflict of interest made in public must also specify the general nature of the interest declared.

18. MINUTES

- a. The Secretary will keep minutes of all Board and Committee meetings.
- b. The minutes will record:
 - i. the place, time and date of the meeting;
 - ii. the name of the Chair, the Members present, and the Members absent;
 - iii. any correction to, and the adoption of, the minutes of the previous meeting;
 - iv. all resolutions;

- v. any declarations of a conflict of interest, including the Member's name and the reason for the conflict of interest.
- c. Reference will be made in the minutes to an agenda item discussed in a closed meeting and the reason why the discussion was closed to the public
- d. The minutes will record that a Motion was carried or defeated, with no count of the vote, unless the vote was recorded. For recorded votes, the Members' name and corresponding vote will be recorded in the minutes after the Chair has announced the results.
- e. The minutes of the previous meeting will be considered at the next meeting and, after the minutes have received approval, or approval as amended, by the majority of the Members present, they will be signed by the Chair or the appropriate Committee chair.

19. CONDUCT OF MEMBERS AT MEETINGS

- a. A Member will be courteous and will not engage in actions which disturb the meeting.
- b. Members will inform the Chair each time they leave or re-enter the meeting.
- c. A Member will not:
 - i. use unparliamentary or offensive language;
 - ii. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - iii. interrupt another Member who is speaking, except to raise a Matter of Privilege or a Point of Order;
 - iv. disobey the rules of the Board, or disobey a decision of the Chair or the Board on questions of order, practice, or on the interpretation of the rules of the Board.
- d. The Chair may exclude a Member from the meeting who has been given a warning but continues to disregard the Chair's rulings by the following process:
 - i. the Chair shall without debate put the question, "Should the Member be ordered to leave his or her seat for the duration of the meeting?"
 - ii. If the Board votes in the affirmative, the Chair will order the Member to leave his or her seat for the duration of the meeting.
 - iii. If the Member apologizes, the Chair, with the approval of the Board, may permit him or her to resume his or her seat.

20. CONDUCT OF THE PUBLIC AT MEETINGS

- a. Members of the public will be courteous and will not engage in any action which disturbs the meeting.
- b. Members of the public will not:

- i. make any noise or disturbance that prevents Members from being able to participate in the meeting;
 - ii. address the Board without permission;
 - iii. use unparliamentary or offensive language; or
 - iv. display signs or placards.
- c. The Chair may exclude any person from the meeting for improper conduct.

21. RULES OF DEBATE

- a. The Chair will preside at all meetings of the Board, maintain order, decide whether Motions are in order and rule on all procedural matters.
- b. The Chair will maintain a list of Members who have signaled to the Chair that they wish to speak and recognize Members in the order in which they signaled that they wish to speak.
- c. A Member who wishes to speak will signal the Chair by a raised hand and will wait for recognition by the Chair.
- d. A Member who has already spoken may speak again only after all other Members have been given the opportunity to speak.
- e. A Member may not speak more than twice on an issue without the approval of the Board.
- f. The Chair will not put any matter to the vote, nor will any Member move a procedural motion to have the vote taken, until every Member who wishes to speak has spoken at least once.
- g. The Chair may place time limits on speeches. The time limit must be announced before the debate begins and must be the same for all Members.
- h. The Chair will not take part in the discussion of any item while in the chair. The Chair will ask the Vice-Chair to preside while the Chair participates in the discussion.
- i. The Chair's rulings on order or procedure are not debatable,
- j. Any of the Chair's ruling may be appealed by any Member by a Motion to Appeal a Ruling of the Chair under subsection 22(a).

22. PROCEDURAL RULINGS

The following procedural rulings may be requested at Board or Committee meetings:

- a. **Motion to Appeal a Ruling of the Chair**
Made to challenge the ruling of the Chair by having the matter decided by the Board.
 - i. The Chair's ruling must be challenged immediately after it is stated.
 - ii. The Motion is not debatable.
 - iii. The Motion must be voted on immediately.
 - iv. If the Motion is carried, the Chair's decision is overturned.

b. Point of Order

Presented to point out a departure from the rules of procedure. A Point of Order:

- i. must be raised promptly;
- ii. may be made while interrupting another speaker;
- iii. must state the rule violated;
- iv. is not debatable;
- v. is decided by the Chair without debate.

c. Point Of Privilege

Presented to correct inaccuracies, or explain circumstances where a Member believes his or her reputation, or the Board's reputation, is negatively affected. A Point of Privilege:

- i. must be raised promptly;
- ii. may be made while interrupting another speaker;
- iii. is not debatable;
- iv. is decided by the Chair without debate.

23. MOTIONS

- a. All Board decisions will be made on the basis of Motions.
- b. A Motion will not be debated until it has been moved and seconded.
- c. A member may make a Motion that is Procedural or Substantive in accordance with this By-law.

24. TYPES OF MOTIONS

The following types of Motions may be made at a Board or Committee meeting:

a. MAIN MOTION

A substantive proposal for consideration and decision. Main Motions originate business, direct, authorize, adopt, approve, confirm or reject actions.

- i. Only one substantive Motion at a time is allowed.

b. MOTION TO AMEND

Made to alter the main Motion by adding, deleting or substituting words.

- i. A Motion to Amend must be relevant to the main Motion and may not negate it or materially alter its intent.
- ii. Amendments are voted on in reverse order of presentation.
- iii. The main Motion, as amended, is then voted on.

c. MOTION TO AMEND THE AMENDMENT

Made to alter the amendment by adding, deleting or substituting words in the amendment.

- i. This Motion is voted on before the original amendment.
- d. **MOTION TO REFER**
Made to send an issue to a Committee or to staff for study before the Board makes a decision, at a time specified by the Board.
- e. **MOTION TO DEFER**
Made to delay a decision on a matter by postponing consideration of the matter:
 - i. until, or within, some specified time or time period; or
 - ii. until a specified event happens; or
 - iii. until a report or communication is presented.Members may only debate the merits of deferring the matter and the time frame for deferral.
- f. **MOTION TO DIVIDE THE MOTION**
Made to allow a complicated Motion to be put to the vote in distinct parts.
 - i. The Motion being divided must contain distinct parts which can stand alone.
 - ii. The Motion may be divided at the discretion of the Chair.
- g. **MOTION TO RECONSIDER**
Made to re-examine a previous decision.
 - i. After the result of the vote is announced, any Member who voted with the presiding side may move a Motion to reconsider at the same meeting or at a subsequent meeting in accordance with section 16 of this By-law.
 - ii. In situations where there has been no recorded vote, the vote shall be deemed to have been unanimous in respect to all Members who participated in the vote
 - iii. No discussion of the matter will be allowed until the Motion to reconsider has carried.
 - iv. No matter will be reconsidered more than once in a twelve-month period, unless a new Board has been appointed following the previous decision.
- h. **MOTION TO WITHDRAW**
Made to remove a Motion from consideration of the meeting.
 - i. Only the original mover and seconder may propose this Motion.
- i. **MOTION TO RECEIVE**
Made to receive a report or other information without taking any action on it.
- j. **MOTION TO ADJOURN**
Made to end the meeting
 - i. This Motion is not debatable.
 - ii. If carried, any unfinished business is automatically placed on the agenda for the next meeting.

k. MOTION TO EXTEND THE TIME LIMIT FOR THE MEETING

Made to allow the meeting to continue past the time set for adjournment

- i. This Motion is not debatable except for an amendment as to time.
- ii. This Motion requires a two-thirds majority of the Members present to be adopted.

l. MOTION TO RECESS

Made to take a short break during a meeting

- i. This Motion is not debatable.

m. MOTION TO WAIVE BY-LAW PROVISION(S)

- i. A Motion to waive any portion of the Procedural By-law on a one time basis will pass if a two-thirds majority of all Board Members (eight) vote for it, subject to the exceptions identified in subsection ii. below.
- ii. The Board cannot waive sections:

1 (a)	Principles
2	Definitions
3	Officers
4	Term of Chair and Vice Chair
5	Selection of Chair and Vice Chair
7	City Librarian and Secretary of the Board
8 (a)	Scheduled Meetings of the Board
9	Special Meetings
10	Meetings Open to the Public
11	Closed Meetings
12	Quorum
13	Notification of Absence
15	New Business from City Librarian
16	New Business from Board Members
17	Conflict of Interest Disclosure
22	Procedural Rulings
23	Motions
24 (m)	Motion to Waive By-Law Provisions
26	Voting on Motions
33	Amendment and Repeal

25. ORDER OF CONSIDERATION

Motions and other procedural rules shall be voted on in the following priority order:

- a. Adjourn
- b. Recess
- c. Point of privilege
- d. Point of order
- e. Appeal the ruling of the Chair
- f. Extend the time limit for the meeting
- g. Withdraw
- h. End debate
- i. Limit debate
- j. Refer
- k. Defer
- l. Receive
- m. Amendment to the amendment
- n. Amendments, in reverse order of presentation
- o. Divide the Motion
- p. Main Motion
- q. Reconsider

26. VOTING ON MOTIONS

- a. All matters will be decided by a majority vote of the Members present, except for a matter that requires a two-thirds majority vote as a result of the requirements of this By-law.
- b. A Member must be present when the Motion is put in order to vote.
- c. All Members present when the motion is put to the vote must vote, unless prohibited by statute, in which case it shall be so recorded. Any Member who refuses to vote is deemed to have voted against the Motion except where prohibited from voting by statute.
- d. The Chair or Acting Chair must vote with the other Members on all questions.
- e. Voting on all Motions will be by a show of hands.
- f. In the event of a tie vote the Motion is defeated.
- g. A Motion to reconsider is required to reopen a matter once the result of the vote is announced.

27. RECORDED VOTE

- a. The Chair will conduct a recorded vote if requested by any Member.
- b. The request must be made immediately before or after the taking of the vote.
- c. The Secretary will record the name and vote of every Member for the minutes and announce the results to the Chair.

- d. Results of the vote, including the name and vote of every Member, will be announced by the Chair immediately after the recorded vote has taken place.

28. LANGUAGE

The Board will conduct its meetings and business in English.

29. PUBLIC PRESENTATIONS

- a. Any person wishing to make a presentation to the Board regarding an item for action or information on the agenda, with the exception of the Chair's report, communications, and the Board Resolutions report, except as provided under section 29 (b), will be heard by the Board provided:
 - i. A request to make a presentation is made to the Secretary, in writing by 12:00 p.m. on the business day prior to the Board meeting.
 - ii. Include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
 - iii. Include an outline of the submission to be made, and any relevant documentation;
 - iv. The Chair in consultation with the Secretary may waive the above requirements if, in the Chair's opinion, there were extenuating circumstances or the presentation would no longer be relevant if made at another meeting.

- b. The Board may hear a presentation about a matter not on the agenda with the approval of the Chair in consultation with the Secretary. Any request to present to the Board on a matter not on the agenda must:
 - i. pertain to matters within the Board's jurisdiction
 - ii. be received prior to the Agenda Deadline;
 - iii. be in writing and sent to the Secretary;
 - iv. include the name, address, telephone number and electronic mail address of the person or organization wishing to address the Board;
 - v. include an outline of the submission to be made, and any relevant documentation.

The Chair and Secretary may agree to schedule the presentation on the agenda of the next Board meeting or another future meeting of the Board or a Committee of the Board. The Chair and Secretary may refer matters of Library administration or operations to the City Librarian.

- c. Each presentation is limited to five minutes (excluding questions from Board Members). This time may be reduced or extended at the discretion of the Chair.
- d. Presentations from groups or organizations shall have no more than three speakers. The number of speakers does not affect the total time limit for a presentation.
- e. Any person making a presentation to the Board shall
 - i. only speak on the subject(s) for which they have received approval

- ii. obey the rules of procedure and any decision of the Chair
- iii. refrain from using offensive language
- iv. refrain from speaking disrespectfully of another person
- f. Failure to abide by these rules is grounds for the Chair to conclude or curtail a presentation. If the Chair rules that the presentation is concluded, the person or persons appearing before the Board shall immediately withdraw.

30. COMMUNICATIONS

- a. Communications may be made in writing addressed to the Board, to the Chair or to the Secretary.
- b. Communications must:
 - i. pertain to matters over which the Board has jurisdiction;
 - ii. be in a legible hand-written or printed form;
 - iii. contain a name, address and/or telephone number, and an electronic mail address if delivered by electronic mail;
 - iv. contain a signature unless delivered by electronic mail;
 - v. not contain offensive language.
- c. All communications, including personal information and opinions contained in a communication, that the Board receives about a matter on the agenda becomes part of the public record, unless the Secretary determines the disclosure of personal information would contravene the *Municipal Freedom of Information and Protection of Privacy Act*.
Communications that form part of the public record are available to the Board and to the public and may be distributed prior to, or during, the Board or Committee meeting.
- d. Communications that the Board receives about a matter on the agenda may be provided to the Board if received by the Secretary by 12:00 p.m. on the business day prior to the Board meeting. The Chair in consultation with the Secretary may waive these requirements if, in the Chair's opinion, there were extenuating circumstances.
- e. For communications about matters not on the agenda the Chair, with the recommendation of the Secretary may:
 - i. put the communication before the Board,
 - ii. allow the City Librarian to consider the communication and to report to the Board, or to a Committee, in response to the communication, or
 - iii. allow the City Librarian to respond to the communication as the City Librarian deems appropriate.

31. COMMITTEE OF THE WHOLE

- a. The Board may resolve, by Motion, into a Committee of the Whole.
- b. The rules and procedures set out in this Procedural By-law apply to meetings of Committee of the Whole, except that:

- i. The Chair may participate in debate from the Chair;
- ii. Subject to subsection (iii), the number of times a member may speak on any matter is not limited;
- iii. Members may speak or ask questions only once each until every member who wishes to speak has done so; and
- iv. A Motion does not need to be seconded.

32. COMMITTEES OF THE BOARD

- a. The Board may establish Committees as it considers necessary.
- b. The rules applicable to Board meetings in this By-law apply to Committee meetings except that:
 - i. the quorum for a Committee will be set by the Board;
 - ii. there is no time limit for meetings;
 - iii. the rules of procedure for Committee of the Whole will apply.
- c. The Board will approve the terms of reference and Membership of all Committees. The terms of reference will include:
 - i. the Committee purpose;
 - ii. the time frame for undertaking its activities; and
 - iii. the requirements for quorum.
- d. Each Committee will select its Chair at its first meeting.
- e. All Board Members will be notified of, and may attend, but not participate in all Committee meetings.
- f. Committee decisions are not binding on the Board. A Committee will report on its activities and make recommendations to the Board.
- g. Minutes of Committee meetings will be kept in accordance with section 18 of this By-law.
- h. The Board will review the need for the continued existence and Membership of all Committees at its First Meeting.

33. AMENDMENT AND REPEAL

- a. This By-law may be amended or repealed at any regular or special meeting of the Board if:
 - i. notice of the proposed amendment or repeal was given in writing at the previous Board meeting; and
 - ii. the amendment is approved by a two-thirds majority of all Board Members (eight).

APPENDIX A

CLOSED MEETING PROVISIONS OF THE PUBLIC LIBRARIES ACT, R.S.O. 1990, CHAPTER P.44

Closed meetings

16.1 (4) A meeting or part of a meeting may be closed to the public if the subject matter being considered is,

- (a) the security of the property of the board;
- (b) personal matters about an identifiable individual;
- (c) a proposed or pending acquisition or disposition of land by the board;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a board or committee of a board may hold a closed meeting under another Act. 2002, c. 17, Sched. C, s. 24 (5).

Other criteria

(5) A meeting shall be closed to the public if the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act if the board or committee of the board is the head of an institution for the purposes of that Act. 2002, c. 17, Sched. C, s. 24 (5).

Resolution

(6) Before holding a meeting or part of a meeting that is to be closed to the public, a board or committee of the board shall state by resolution,

- (a) the fact of the holding of the closed meeting; and
- (b) the general nature of the matter to be considered at the closed meeting. 2002, c. 17, Sched. C, s. 24 (5).

Open meeting

(7) Subject to subsection (8), a meeting shall not be closed to the public during the taking of a vote. 2002, c. 17, Sched. C, s. 24 (5).

Exception

(8) A meeting may be closed to the public during a vote if,

(a) subsection (4) or (5) permits or requires the meeting to be closed to the public; and

(b) the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the board or committee of the board or persons retained by or under contract with the board. 2002, c. 17, Sched. C, s. 24 (5).