



# St. Catharines Public Library Board

By-Law Number 1

For the Operations and Regulation of the “Board”

Effective June 16, 2022

**ST. CATHARINES PUBLIC LIBRARY****BY-LAW NUMBER 1**Table of Contents

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## **BY-LAW NUMBER 1**

### **ST. CATHARINES PUBLIC LIBRARY BOARD**

#### **Preamble**

Whereas the St. Catharines Public Library Board, hereinafter called the "Board", is constituted and governed by the provisions of the *Public Libraries Act, 1990* of the Province of Ontario and Regulations made under this Act from time to time.

The Board is responsible for the provision of direct library services to the citizens of the City of St. Catharines in accordance with the *Public Libraries Act, 1990*.

#### **Article 1**

1.1 The Board shall have a corporate seal, an impression of which is imprinted in Appendix A hereof. This seal shall be affixed under the Direction of the Board to all deeds, contracts, documents or instruments requiring the seal, the impression of which shall be attested by the signatures of the Chair of the Board and the Chief Executive Officer, or by such other members of the Board and/or such officers as the Board shall direct.

1.2 The following rules and procedures of the Board shall be observed for the order and dispatch of the business of the Board and shall regulate the function and duties of its members and officers. Where there is any conflict with the *Public Libraries Act, 1990*, the Act shall take precedence.

#### **Article 2**

##### **MEMBERSHIP**

2.1 The Board shall consist of nine members appointed by the Council of the City of St. Catharines in accordance with the City of St. Catharines By-Law 85-432.

2.2 A Board member shall hold office for a term concurrent with the term of the appointing Council or until a successor is appointed and may be appointed for one or more further terms, as per the *Public Libraries Act, 1990, s. 3*.

2.3 Where a vacancy arises in the membership of the Board, the Chief Executive Officer shall, upon instruction of the Board in session, advise the appointing Council that a new member should be appointed to fill the vacancy pursuant to the terms of the *Public Libraries Act, 1990*.

2.4 Attendance of members at meetings shall be recorded in the minutes. A member applying for a leave of absence shall make such request directly to the Board, which leave may be granted only by resolution of the Board.

Under the authority of the *Public Libraries Act, 1990 s. 13*, if a member is absent from the meetings of the Board for three (3) consecutive meetings without authorization by Board resolution, the remaining members shall declare the seat vacant and notify the Municipal Council accordingly.

### **Article 3**

#### **BOARD OFFICE**

3.1 The office of the Board shall be located at the Central Library, 54 Church Street, St. Catharines, Ontario, L2R 7K2.

### **Article 4**

#### **ELECTIONS AND APPOINTMENTS**

4.1 The Inaugural Meeting of the new Board shall be held on commencement of the term of the Board, as called by the Chief Executive Officer in accordance with the City of St. Catharines By-Law 85-483.

The Annual Meeting of the Board shall be held in January of each year except in January of the commencement of a new term, when an Inaugural Meeting is held.

4.2 The order of business at the Inaugural or Annual Meeting shall be:

1. Call to order
2. Election of Chair
3. Election of Vice-Chair
4. Appointment to OLS Board Assembly
5. Chair's remarks
6. Adjournment

To be followed by the Regular Meeting.

4.3 The Chief Executive Officer shall act as Chair for the election of a Chair for the current year and shall call for nominations. Nominations shall be made with no seconder required. The Chair shall be elected by secret ballot. The member receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer, but the count shall not be disclosed. Should no member receive a clear majority, the Chief Executive Officer shall so declare and balloting shall proceed with the member's name receiving the smallest number of votes being dropped.

4.4 Following election, the Chair shall assume the Chair and call for nominations for Vice-Chair. If the Chair is not present, the Chief Executive Officer shall call for nominations for Vice-Chair and the election for Vice-Chair shall be conducted in the same manner as that for Chair.

4.5 Appointments under 4.3 and 4.4 may be dealt with on the basis of a slate of nominations, which, if approved, the officers are duly elected.

4.6 The Chief Executive Officer acts as Secretary and Treasurer to the Board.

4.7 The Chair shall preside at all meetings of the Board and shall be ex-officio member of all committees, and shall be notified of all committee meetings. In the event of a tie vote, the Chair shall cast the deciding vote.

4.8 The Vice-Chair shall, in the absence of the Chair, perform all the Chair's duties. In the absence of the Vice-Chair, these duties shall be performed by such other member of the Board as may be appointed for the purpose.

4.9 The Board shall make appointments to the Ontario Library Service (OLS) Board Assembly, in accordance with the *Public Libraries Act, 1990* and to any other body on which it is entitled to have representation.

4.10 In the event the chairmanship, or any other office, becomes vacant for any reason, a new Chair or other officer shall be elected or appointed in the same manner outlined heretofore.

4.11 The Board may elect members to committees as per Article 7. Election of the committee members shall be by open nomination, and the vote may be by secret ballot.

## **Article 5**

### **CONDUCT OF BUSINESS**

5.1 The Regular Meetings shall be held in accordance with the *Public Libraries Act, 1990* (Section 16), at such time or place as agreed upon by a resolution of the Board. In accordance with the Act, Regular meetings shall be open to the public, except as they deal with confidential matters.

5.2 A Special Meeting of the Board may be summoned at any time by order of the Chair and it is the Chair's duty to convene a Special Meeting when requested in writing to do so by two members of the Board.

5.3 Written notice of all Regular Board Meetings together with the proposed agenda and the minutes of the immediately preceding Regular Meeting and any subsequent Special Meetings and public reports shall be delivered to each member and posted to the library website at least two (2) working days in advance of such meetings.

5.4 Written notice of all Special Meetings shall be delivered to each member and posted to the library website, when possible, at least two (2) working days prior to the meeting and such notice shall state the specific purpose of the meeting.

## **Article 6**

### **QUORUM**

6.1 The presence of a majority of the Board (5 members) is necessary for the transaction of business at Regular or Special Meetings.

6.2 Where a quorum is not present within 30 minutes after the hour fixed for the meeting, the Secretary shall record the names of the Board members present and the meeting shall stand adjourned until the next meeting or until a Special Meeting is called.

6.3 A Board member who anticipates being absent from a meeting shall notify the Secretary at least two (2) working days in advance of the meeting. If the Secretary is so notified by a majority of the members of the Board, then the Secretary shall inform the Chair, and shall notify all members of the Board that the meeting is cancelled.

## **Article 7**

### **COMMITTEES**

7.1 The Board consists of nine members only, and meets as a Committee of the Whole at Regular and Special Meetings.

7.2 Standing or special committees may be created at the discretion of the Board (e.g. Budget Committee). The Board shall create the Terms of Reference for these committees. Terms of Reference may be amended on the recommendation of the Committee and with the approval of the Board.

7.3 Standing or special committees must include the Chair or Vice-chair, the C.E.O. (or designate), and at least two other members of the Board. Membership of the committees shall be a minimum of three voting members, and for the purposes of a quorum, shall be two members including the Chair (or Vice-Chair) and another voting member.

7.4 Committee meetings shall follow the Committee Meeting Procedures in Appendix B. Standing or special committees shall report their findings and recommendations at Regular or Special Meetings of the Board.

## **Article 8**

### **OFFICERS**

8.1 The Chief Executive Officer (or designate) shall attend all meetings of the Board and any standing and special committees. The Chief Executive Officer shall be responsible for the overall operation of the library system under the management of the Board. The Chief Executive Officer shall report regularly to the Board, and perform such other duties as may from time to time be prescribed by the Board and in accordance with job duties.

8.2 The Chief Executive Officer (or designate) shall be responsible for: keeping a permanent record of the meetings of the Board and its committees, notifying the members of all meetings, conducting necessary correspondence on behalf of the Board, and performing such other duties as the Board may require.

8.3 Bank accounts required for the business of the Board shall be opened in branches of chartered banks by resolution of the Board. All cheques drawn on such

bank accounts shall be signed by 2 signing officers; the Chair of the Board **or** the Chief Executive Officer **or** the Business Administrator. All cheques operated under the impressed system shall be signed by those designated as signing officers on bank accounts of the Board. The Board, by specific resolution, may authorize the use of a signing plate to imprint the signature of an authorized signing officer on cheques drawn on a specific bank account, subject to such conditions as the Board may stipulate.

### **Article 9**

#### **BY-LAW**

9.1 Amendments to this By-Law may only be made by a two-thirds majority vote of all trustees.

9.2 All point of procedure not covered in this by-law shall be decided in accordance with Canadian parliamentary procedure. (Authority: Bourinot, J.G., *Rules of Order* revised by G.H. Stanford, 4<sup>th</sup> Edition 1995).

### **Article 10**

#### **EFFECTIVE DATE**

10.1 This By-law is deemed to come into effect on June 16, 2022. All former rules amended by it are hereby repealed.

/nb



**APPENDIX A**

**CORPORATE SEAL**

## **APPENDIX B**

### **COMMITTEE MEETING PROCEDURES**

#### **PART 1 - DEFINITIONS**

1.1 For the purposes of these procedures, the following terms have the meaning indicated:

- (a) "Board Member" – A member of Library Board who has been appointed to the Library Board by Council.
- (b) "Chair" – The person presiding at a Meeting.
- (c) "Committee" – A standing or special committee or working group established by Library Board for the purpose of dealing with a special project or issue with a clear mandate and a start and finish date and reports directly to the Library Board.
- (d) "Committee Member" – A member of a Committee who has been appointed to the Committee by Library Board.
- (e) "Deputation" – An oral submission made to board members at a Meeting of the Library Board or the Committee.
- (f) "Meeting" – Any regular, special or other meeting of the Committee.
- (g) "Motion" – A Member's formal proposal for consideration that may then be voted on or approved by unanimous consent. For example, by stating "I move that ...".
- (h) "Quorum" – The minimum number of Members required to be present at a Meeting in order to conduct business.
- (i) "Report" – A report that makes recommendations to the Library Board or a Committee, including a report to be received for information.
- (j) "Secretary" – The person, who records the minutes of Meetings, distributes the agenda and material, and may provide procedural advice.
- (k) "Staff" – Employees of the Library and may include any independent contractor, consultant or advisor retained by the Library.
- (l) "Terms of Reference" – Terms of reference adopted by Library Board for the Committee.
- (m) "Unanimous Consent" – When the Committee agrees to take action without a formal vote.

#### **PART 2 - INTERPRETATION**

2.1 All Committees are advisory only and do not exercise any power or authority. They do not have decision making powers.

2.2 It is the Terms of Reference, and composition of a body that determines if it is a Committee. The name of the Committee is not determinative and need not contain either the term "advisory" or "committee".

2.3 In any case of conflict between this By-law and a Committee's Terms of Reference as adopted by Library Board, the Terms of Reference govern.

2.4 In the case of conflict between this By-law or a Committee's Terms of Reference as adopted by Library Board and any provincial statute or regulation that applies to the Committee, the statute or regulation govern.

2.5 This By-law is to be interpreted in a manner that recognizes the right of the majority to decide, the minority to be heard, the public to have an opportunity to participate, and all participants being treated with courtesy and respect.

### **PART 3 - ELIGIBILITY TO SERVE ON COMMITTEE**

3.1 Every Member on a Committee must be either a Board Member, Staff, or a person nominated by another body specified in the Terms of Reference.

3.2 All appointments to Committees are made at the pleasure of Library Board and appointments may be terminated by Library Board at any time.

### **PART 4 - EX OFFICIO MEMBERS**

4.1 The Board Chair is ex officio Member of all Committees but does not vote and is not counted towards quorum, unless the Terms of Reference provide otherwise.

4.2 Members of Council shall not be appointed as Chair or Vice Chair of any Committee.

### **PART 5 - REMUNERATION**

5.1 Committee Members shall serve without remuneration.

### **PART 6 - CHAIR AND SECRETARY**

6.1 If the Committee's Terms of Reference do not provide for the appointment of a Chair, Vice-Chair, or Secretary, the Committee will elect a Chair, Vice-Chair and a Secretary at its first meeting.

6.2 The Chair will preside at all Meetings of the Committee, follow the agenda, decide on whether Motions are in order, rule on all procedural matters and maintain decorum.

6.3 The Chair will ensure Motions and amendments are clearly expressed and, if there is no motion under consideration, summarize the discussion for the purpose of the minutes.

6.4 The Vice-Chair will perform the duties of the Chair in the Chair's absence or if the position is vacant.

6.5 If a procedural matter is not provided for in this By-law or the Terms of Reference, the matter shall be decided by the Chair. The Chair's decision is final.

6.6 The Secretary will give notice of each regular Meeting of the Committee and prepare and distribute an agenda of the matters to be considered so that the notice and agenda will reach the Committee Members at least five (5) days, where feasible, in advance of the Meeting.

6.7 The Secretary will give notice of any special meeting of the Committee together with an agenda of the matters to be considered so that the notice and agenda will reach the Committee Members as soon as reasonably possible in advance of the Meeting.

6.8 The Secretary will prepare and distribute minutes of every Meeting of the Committee by attaching them to the agenda for the next regular Meeting of the Committee, or as soon as possible.

6.9 The Secretary shall provide the Library CEO with copies of all agendas when they are distributed to the Committee Members, and copies of all minutes within five (5) days after they are confirmed by the Committee.

### **PART 7 - AGENDAS, MINUTES, RECORDS**

7.1 An agenda and minutes are required for every Meeting of a Committee.

7.2 A Committee as part of its agenda will consider only matters set out in its Terms of Reference.

7.3 Items to be included on an agenda for a Meeting must be submitted to the Secretary by ten (10) business days before the Meeting, whenever possible, or the Chair, in consultation with the Secretary, may establish a schedule of agenda deadline dates.

7.4 Committee Members may submit items that are set out in the Committee's Terms of Reference for inclusion on the agenda by giving them to the Secretary by the agenda deadline date.

7.5 The Chair, in consultation with the Secretary, set the agenda, based on matters submitted prior to the agenda deadline.

7.6 The Chair will accommodate Committee Member requests for inclusion of agenda items, whenever possible, but the Chair has the final decision about which items are included on the agenda.

7.7 The Secretary will make the agenda available to the public after delivery of the agenda to the Committee Members and the Library CEO.

7.8 Any communication or agenda item that is received prior to a Meeting but too late to be included in the agenda may be added to the agenda by the Chair, if it pertains to a matter listed on the agenda or is considered by the Chair to be urgent. Otherwise, it will be included on the agenda of the next subsequent Meeting.

7.9 In accordance with the principles of adequate notice, transparency and openness new substantive items should not be introduced on the Agenda during a Meeting as new business.

7.10 Confidential material will be distributed by the Secretary to the Committee Members under confidential cover. This material is to be provided to the Library CEO as part of the record of the meeting.

7.11 The Minutes shall be prepared using the format prescribed by the Library CEO, and record who was in attendance, where the Meeting took place, when the meeting started and adjourned, who chaired the Meeting, whether any participants left or arrived while the meeting was in progress and if so, what time this occurred, any persons that appeared and addressed the Committee, a detailed description of the substantive and procedural matters discussed, including any specific documents considered, any Motions, including the Member moving the Motion, and all votes taken, and all actions approved or directions given.

7.12 The minutes of each Meeting will be submitted to the Committee for confirmation at the next meeting, or as soon as possible.

7.13 All books, documents and files kept by the Committee shall be under the custody and control of the Library CEO.

## **PART 8 - QUORUM**

8.1 A quorum shall consist of a simple majority of the Committee Members.

8.2 A vacant position will not be counted to calculate quorum.

8.3 In the event quorum is not present 15 minutes after the time the Meeting is to start, or if quorum is lost during a meeting for a period of 15 minutes or the Committee Member leaving the Meeting clearly indicates that they will not return to the Meeting, any Committee Member present may ask the Secretary to call the roll and record the names of the Committee Members present and the Meeting will then stand adjourned until the next scheduled Meeting, or at the call of the Chair.

8.4 If neither the Chair nor Vice-Chair has arrived 15 minutes after the time the Meeting is to start and, if a quorum is present, one of the other Members of the Committee may

by unanimous consent assume the Chair and preside at the Meeting until the arrival of the Chair or Vice-Chair.

8.5 In the event that there is no quorum or if quorum is lost during a Meeting, Committee Members present may agree to proceed informally with the agenda and any proposals made at the informal gathering will be reported by the Secretary to the next scheduled Meeting for consideration. No Motions or votes can be taken at an informal gathering.

## **PART 9 - MEETINGS**

9.1 A Committee may meet at the call of the Chair or may decide to adopt a schedule of regular meetings, unless the Terms of Reference provide otherwise.

9.2 Special meetings of the Committee may be called by the Chair, on 24 hours' notice, when exceptional or urgent circumstances require the Committee to meet. The notice of a special meeting shall include an agenda and indicate the exceptional or urgent circumstances that require the meeting.

9.3 If a written request is made by a majority of the Committee Members to call a special meeting, it is the duty of the Chair to summon a special meeting on 24 hours' notice.

9.4 A regular meeting that is rescheduled is not a special meeting.

9.5 Members of the Committee are expected to try to attend every Meeting at the time established, be prepared for the Meeting by reading the Agenda in advance, and to be prepared to discuss agenda items.

9.6 Meetings of the Committee shall not conflict with regular meetings of Library Board, and shall have regard to Staff resources and availability.

9.7 Meetings of the Committee shall be held at the Central Library, unless otherwise provided in the Terms of Reference or approved by resolution of the Committee.

9.8 Notice of Committee Meetings shall be provided to the public by posting notice of the time and place of the meeting on the Library's web-site, together with a copy of the agenda. The Secretary shall comply with the direction of the Library CEO regarding procedures for public notice.

## **PART 10 - OPEN MEETINGS**

10.1 All ordinary meetings of Committees shall be open, and no person shall be excluded from a meeting except for improper conduct.

10.2 Open Meetings, require Committee Members to discuss and debate the matters on the agenda at the Meeting held for that purpose.

10.3 Committee Members shall not discuss or deal with a matter that materially advances the business or decision making of the Committee outside of Meetings, including through electronic communications.

## **PART 11 - MEETINGS CLOSED TO THE PUBLIC**

11.1 A Committee may meet in private only if the subject to be discussed relates to:

- 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;

11.2 The Chair or Secretary shall consult with the Library CEO prior to meeting in private.

11.3 A Motion is required before meeting in private and the Motion must identify the general subject matter to be discussed and the reason for meeting in private.

11.4 Voting is not permitted in private. Any Motions must be moved and voted on in public.

11.5 Where a matter has been discussed in private, and where the matter remains confidential, Committee Members must not disclose the content of the matter discussed or the substance of the discussions.

## **PART 12 - RULES OF DEBATE**

12.1 The Chair decides the order in which Committee Members speak or ask questions and makes sure that every Committee Member indicating a desire to speak has an opportunity to speak to an item on the agenda.

12.2 When a proposal is made, the Chair may re-state the proposal to ensure that everyone understands the intent. The proposal may then be discussed and the discussion may include possible changes to the wording of the proposal. When the discussion is concluded the Chair may frame the resulting proposal as a Motion that can be voted upon.

12.3 A Committee may act by unanimous consent and a formal vote will not be necessary. The Chair may specify a proposed action and, if there is no objection, announce that the action is approved. If a Committee Member disagrees with the proposed action, a formal Motion to approve the action and a vote is required.

12.4 A Motion requires a mover but does not need to be seconded.

12.5 A Motion relating to a matter not within the Terms of Reference of a Committee is not in order.

12.6 A Motion to approve the minutes of a previous Meeting is an opportunity for the Committee Members to correct any errors or omissions in the minutes. It is not in order on a Motion to approve the minutes to re-open the discussion on any matter recorded in the minutes.

12.7 A Motion to reconsider any matter previously decided by the Committee may only be moved by a member that voted on the prevailing side, and requires a two-thirds majority of the Committee Members present to pass. No matter may be reconsidered more than once during the term of the Committee that decided it.

12.8 A Committee cannot submit a recommendation to Library Board on an issue that has already been decided by Library Board during the previous 12 months of the current term of Library Board unless Library Board has re-opened the matter and authorized the Committee to do so.

12.9 A Committee may, at its discretion, hear deputations from the public that pertain to a matter that is within the Committee's mandate, and may set limits for speaking time. It is in order for the Committee to limit the maximum number of deputations on matters not on the agenda. The Chair may end a public deputation if there is disorder or a failure to observe decorum.

12.10 Members of the Committee may ask questions of speakers but should not engage in debate. The Chair shall instruct speakers to address their comments or questions through the Chair.

12.11 A Committee may invite specific persons, experts, organizations, or groups to make a public presentation to it on any matter within its Terms of Reference.

12.12 Members of Library Board that are not Members of the Committee may attend any open Committee Meeting and may speak once on any matter that is on the agenda, prior to the Committee discussion.

### **PART 13 - VOTING**

13.1 Every Committee Member that is present at a meeting when the vote is taken, including the Chair, must vote unless they have declared a conflict of interest.

13.2 If a Committee Member that has not declared a conflict of interest abstains from voting, it will be counted as a NO vote.

13.3 No Committee Member shall be permitted to cast any vote by proxy.

13.4 A tie vote means that the Motion is defeated.

13.5 All votes will take place by show of hands and recorded votes are not permitted.

13.6 Upon the request of any Committee Member, and when the Chair is satisfied that a matter under consideration contains distinct proposals, the vote upon each proposal may be taken separately.

### **PART 14 - CONFLICT OF INTEREST**

14.1 Committee Members should disclose any personal interest in a matter under consideration at a meeting, and should avoid taking part in any discussion of the matter or voting if their interest is not an interest in common with other persons interested in the Committee's Terms of Reference, and is of a sufficiently significant and personal nature that it could influence their participation.

14.2 Except as provided in clause 14.1, Members that attend Committee meetings in their capacity as representatives of organizations are not required to declare a conflict of interest that is personal, nor is a pecuniary interest of the organization a conflict of interest.

14.3 Members of Council and Board Members that participate on Committees shall comply with the same rules that are applicable to members of Council or Board Members pursuant to the *Municipal Conflict of Interest Act*.

14.4 The Secretary will record all declarations of a conflict of interest in the minutes and whether or not the Committee Member participated in the discussions and vote on the matter.

### **PART 15 - CODE OF CONDUCT**

15.1 The City's Code of Conduct for Elected Officials, Local Boards and Advisory Committees applies to the conduct of all Members of Committees, with necessary modifications.

### **PART 16 - VACANCIES, REAPPOINTMENT**

16.1 If a Committee Member misses three consecutive Meetings or more than 50% of Meetings in a calendar year, without cause acceptable to the Committee, the following process will be followed:

a) The Committee can report the absences to the Board Chair;

b) The Board Chair shall provide written notice to the Committee Member of his / her absenteeism and advise the Committee Member that they may resign from the Committee or submit, in writing for the next Meeting, the reasons for their absence;

c) The Committee may, by resolution:

i. Waive the attendance requirements, if reasonable or compassionate circumstances exist, and the Committee Member will remain on the Committee;

ii. Request that Library Board declare the seat vacant, if a response is not provided or if the response is not reasonable or compassionate to the satisfaction of the Committee. This motion will be referred directly to Library Board and the position will be considered vacant upon a decision of Library Board.

16.2 Upon written confirmation from a Committee Member that they will no longer be serving on the Committee, the position will immediately be considered vacant and Library Board will commence the appointment process to replace the Committee Member.

16.3 In the case of a vacancy, for any cause, the Committee Member appointed to fill the vacancy shall hold position for the balance of the term of the Committee Member whose place is vacant.

16.4 Committee Members shall be eligible for reappointment, unless the Terms of Reference provide otherwise.

#### **PART 17 - ROLE OF STAFF**

17.1 Staff are not Committee Members and do not vote, unless the Terms of Reference provide otherwise.

17.2 Committees do not direct Staff. Any advice or recommendations of the Committee that require implementation, reports or other action by staff, that is outside the scope of work reasonably contemplated by the Committee's Terms of Reference, shall be requested in a Motion to be considered by Library Board unless otherwise delegated.

17.3 Committee Members shall not make or incur any liability for any operating expenditure.

#### **PART 18 - ACTION TO BE TAKEN**

18.1 Where a Committee approves an action to be taken that is within the authority of the Committee, the person authorized to take the action may do so immediately and does not need to wait for the minutes of the Committee to be approved.