



# BPL Board Bylaw

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## Procedural By-Laws of the Library Board

The Burlington Public Library Board (hereinafter called the “Board”) is a corporation appointed by the City of Burlington under and acting in accordance with the Public



Libraries Act, Revised Statutes of Ontario, 1990 Chapter P.44 (hereinafter called the "Act") including any amendments made to the Act and is established by City By-Law 68-2006 of the Corporation of the City of Burlington. The Board is responsible for ensuring that public library services are delivered effectively and efficiently to the City of Burlington.

The Board acts on behalf of the community in the discharge of its mandate and is appointed by and accountable to Burlington City Council for the financial affairs of Burlington Public Library (BPL).

The rules and regulations contained in this By-Law shall be used as the guidelines for the order and dispatch of business by the Board and its Committees.

## Section 1: Governance Vision of the Burlington Public Library Board

The Board oversees the purpose, plans and policies of BPL. The Board's purpose is to provide the community of Burlington with comprehensive, efficient public library services reflecting the needs of the Burlington community.

It is the responsibility of the Board to ensure that the funding it receives provides the best possible library service to Burlington residents. In addition, it is committed to providing effective governance for BPL to ensure services and programs offered by BPL remain relevant to the changing needs of the communities we serve.

### Statement of Responsibilities

The Board:

- Establishes the bylaw and policies that govern the operations of BPL and of the Board itself and reviews these on a set schedule to ensure continued relevance.
- Adheres to Board Code of Conduct.
- Appoints the Chief Executive Officer who will have general supervision over and direction of the operations of the public library and its staff. (*Public Libraries Act*, R.S.O. 1990, c. P.44, s. 15(2)).
- Develops, approves and monitors progress on a multi-year strategic plan to set direction and goals for the Board term.
- Monitors the financial affairs of the Library and ensures that the organization operates on an ethical and sound financial basis approving annual operating and capital budgets while receiving and approving quarterly budget updates throughout the Board term.
- Monitors the key performance indicators of the Library and endorses strategies to influence those performance indicators.

- Ensures the Library has policies and practices in place for proactive risk management in all activities.
- Assesses all relevant information regarding the library service needs of the community, endorses service priorities and advocates for adequate and appropriate funding to achieve the service priorities.
- Advocates in the community to gain support and approvals for appropriate public library services and seeks positive partnerships to best serve the community and to fulfill the Mission and Values of the Burlington Public Library.
- Does not endorse political candidates nor issue statements expressing a political or campaign view.
- Ensures the public is represented in the development and promotion of library services in the community.
- Conducts an annual performance appraisal of the Chief Executive Officer and recruits a new CEO when needed.
- Is responsible for naming all library locations and facilities for which it is responsible.

## Section 2: Board Composition

By-Law 70-200 of the Corporation of the City of Burlington defines the composition of the Board. The Board is composed of seven (7) board members. This includes: one (1) Member of the Council of the Corporation of the City of Burlington and six (6) community members appointed by the City Council.

The Board may, when it is deemed necessary by the Board, make a formal recommendation to the City, of an increase or reduction in the number of members sitting on the Board.

Burlington City Council appoints all members to the Board. Citizen appointees must meet the qualifications as outlined in section 10 of the Act. Board members shall hold office for a term concurrent with the term of Council or until a successor is appointed as the result of a resignation.

## Resignations & Vacancies

Members of the Board who must resign before the end of their term of appointment on the Board shall inform City Council through the Clerk of the City of Burlington, the Board Chair and the Library Chief Executive Officer in writing, specifying the effective date of their resignation.

If or when a vacancy becomes available, the Council approved citizen member alternate will be appointed to the Board immediately and will assume the vacant seat for the remainder of the term with the exception of a term with less than 45 days remaining.

## Section 3: Officers

The Board shall have the following officers:

- Chair
- Vice Chair
- Secretary
- Treasurer
- Chief Executive Officer

The Board will elect a Chair or Vice-Chair from the membership of the Board to serve as the Board Executive.

Chair or Vice-Chair is elected by balloting of all Members of the Board who are present. An election will take place at the first meeting of each new Board, at the first meeting of the calendar year (every two years) or at the meeting following a resignation from either one of these positions.

The term of office for each position will be for two years ending on December 31 (or until a successor is elected).

### Chair

The primary role of the Chair of the Board is to provide leadership to the Board and to ensure the proper conduct of Board business.

The Chair of the Board:

- Serves as the primary spokesperson for the Board
- Is a signing officer of the Board
- Represents the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board
- Develops the agenda for meetings in consultation with the Vice-Chair and Chief Executive Officer to ensure the effective use of Board and staff time and resources
- Presides at regular and special meetings of the Board in accordance with the *Public Libraries Act*, R.S.O. 1990, c. P.44, other relevant legislation such as the City Bylaw for BPL and with the rules of procedure adopted by the Board.
- Commits the Board to a specific course of action only when the Board has granted specific authority by a motion or policy

- Determines the responsibilities of Committees to deal with matters that arise when responsibilities are not clearly defined subject to eventual confirmation of the full Board
- Ensures that vacancies on Board committees and task groups are filled as expeditiously as possible
- Advises the Vice-Chair, if for any reason, the Chair is temporarily unable to perform any of these functions
- Shall request, either at the first meeting of a new Board, or in December of each year, a written indication from each Board Member of their preference for appointments to the various committees or task groups of the Board; the Chair will propose Committee and Task Group appointments at the next regular meeting of the Board
- Is an ex-officio Member of all committees and task groups

### Vice-Chair:

The primary role of the Vice-Chair of the Board is to provide leadership, to ensure the proper functioning of the Board and the proper conduct of Board business, if for any reason, the Board Chair is not available.

In the absence of the Chair, the Vice-Chair is vested with all the powers and performs all the duties of the Chair of the Board.

### Secretary

The Secretary of the Board shall be the Chief Executive Officer.

In the role of Secretary-Treasurer, the Chief Executive Officer is responsible for:

- providing and maintaining all records, agendas and minutes of meetings of the Board and its various Committees and Task Groups

### Treasurer

The Treasurer of the Board shall be the Chief Executive Officer.

In the role of Secretary-Treasurer, the Chief Executive Officer is responsible for:

- presenting draft budgets and regular financial reports to the Board for approval
- The Chief Executive Officer is a signing officer of the Board but is not a member of the Board

### Chief Executive Officer

The Board shall appoint the Chief Executive Officer, who shall be its CEO, and who shall hold office until the Board rescinds the appointment, or a new appointment is made.

The Chief Executive Officer shall be responsible, under the supervision of the Board, for the general conduct and management of BPL.

Only decisions of the Board are binding on the CEO.

- Decisions or instructions of individual Board Members, officers or committees are not binding on the CEO except in rare circumstances when the Board has specifically authorized or delegated such exercise of authority.
- In the case of Board Members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests.

Operational achievement and conduct of library staff are the responsibility of the CEO, to whom the Board has delegated authority over and accountability for staff performance.

- The Board will never give instructions to persons who report directly or indirectly to the CEO.
- The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.

## Section 4: Board Members Code of Conduct

Board Members are committed to act in an ethical, lawful and business-like manner and in accordance with City of Burlington's Code of Conduct for Local Boards and Committees. This commitment includes the proper use of authority, appropriate decorum in group settings and individual behaviour when acting as Board members.

Board Members must avoid any conflict of interest with respect to their fiduciary responsibility by adhering to the regulations of the Municipal Conflict of Interest Act (R.S.O. 1990, Chapter M.50 (<https://www.ontario.ca/laws/statute/90m50> [2]))

Board Members shall support the interest of BPL when making or influencing decisions.

Board Members will not use their positions to obtain employment in BPL for themselves, family members or close associates.

Board Members may not attempt to exercise individual authority over any facet of BPL, the CEO, or other employees. Except for participation in the performance evaluation of the CEO, Board Members will not express individual judgements of performance of employees or of the CEO.

Any Board Member who declares their candidacy for public office, whether at the municipal, provincial or federal level, shall submit a request for a leave of absence from the Board upon public declaration of their candidacy. This provision does not apply,

however, to the Councillor of the City of Burlington who is appointed to serve on the Board.

Board Members shall respect the confidentiality of all information discussed in Closed Sessions and hold in strict confidence all information concerning matters dealt with in Closed Sessions. Board Members shall not release, make public or in any way divulge any such information or any aspect of Closed Session deliberations, unless expressly authorized or required by law to do so.

All decisions will be respected by all members of the Board.

The Chair is the primary spokesperson of the Board. Any Member speaking on behalf of the Board must present Board positions fairly, accurately and without bias. Board Members expressing individual comments or personal opinions should clearly identify such remarks as personal and not those of the Board as a whole.

Board Members interaction with the public, press or other entities must recognize the same limitation and the inability of any Board Member to speak for the Board except to repeat explicitly stated Board decisions.

## Section 5: Board Meetings

In accordance with the *Public Libraries Act*; R.S.O. 1990, CHAPTER P.44, s. 16.1 (2) meetings will be open to the public except when the subject matter being considered falls with the guidelines for closed meetings in the Act, in which case the relevant portion of the meeting will be In Closed Session.

The Board will make a motion to go into Closed Session noting in the motion the reasons for the Closed Session. The following guidelines from the *Public Libraries Act*, R.S.O. 1990, CHAPTER P.44, s. 16.1 (4) will be used to determine which issues will be discussed in Closed Session:

A meeting or part of a meeting may be closed to the public if the subject matter being considered is:

- the security of the property of the board;
- personal matters about an identifiable individual;
- a proposed or pending acquisition or disposition of land by the board;
- labour relations or employee negotiations;
- litigation or potential litigation, including matters before administrative tribunals, affecting the board;
- advice that is subject to solicitor-client privilege, including communications necessary for that purpose;

- 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);
- 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 purposed of that Act. 2002, c. 17, Sched. C, s. 24 (5).

## Location and Time of Meeting

Board Meetings shall normally be held at Central Library on the fourth Thursday of each month at 6:30 pm from January to June and September to November. Two meetings shall be held in September, the second and fourth Thursday of the month for the purpose of reviewing and approving the Library's annual budget submission to City of Burlington Council.

## Notification of Meetings

Notice of all scheduled Board Meetings will be shared with all Board Members in adequate time prior to the meeting and posted on the Library's website. Agendas and associated reports will be delivered to all Board Members in advance of the meeting and uploaded to the Library's website.

Board Members may also be notified of Committee or special meetings by telephone, or e-mail.

## Inaugural Meeting

In the first year of its term, the Board shall hold its inaugural meeting at a place and time to be determined by the Chief Executive Officer, provided that such meeting shall be held within 30 days of the appointment of a majority of its members.

## Special Meetings

The chair or any two members of the Board may summon a special meeting of the Board by giving each member reasonable notice in writing or via e-mail, specifying the purpose for which the meeting is called as referenced in *Public Libraries Act* R.S.O, 1990, c. P.44, s. 16 (2).

## Decision Making

The Board will aim to make decisions by reaching consensus. All final decisions will be made by vote. When procedures are in doubt, reference will first be made to the procedures recommended in *Call to Order* by Herb Perry.



## Voting

All members of the Board (including the Chair) - unless they have declared a conflict of interest on a matter and are therefore ineligible to vote on that matter - shall vote on all questions. A tie vote results in a negative decision. Abstentions are counted as a negative or no vote.

Motions shall be carried by a simple majority (more than one half the total members present eligible to vote), except as otherwise provided for in this By-Law.

Notice of motion given at the previous meeting and two-thirds majority vote is required for:

- A motion to reconsider a lost motion.
- A motion to amend the by-laws.

All votes except elections shall be by show of hands or poll at the discretion of the Chair.

Occasionally, voting may occur electronically between meetings to advance work as defined by the Board's statement of responsibilities and annual workplan. The results of electronic motion and vote will be captured in the minutes of the subsequent meeting.

Any member of the Board may call for a recorded vote in which circumstance the names and associated votes of each Board member on an issue will be recorded in the Board minutes.

Voting for elections shall be by secret online ballot. If the balloting results in a tie, the procedure for breaking a tie identified in the Municipal Act will be followed; names of both candidates will be placed in a hat and one name will be drawn.

## Authority for the Summer

- the Secretary-Treasurer/Chief Executive Officer, with approval of the Chair and/or Vice Chair, is authorized to carry out the work of the organization for the summer months (July-August),
- action taken under summer authority will be submitted to the Board for ratification at its meeting in September.
- such authority does not supersede the calling of a special meeting of the Board if necessary
- a special meeting of the Board will be called for approvals of budget expenditures or budget line variances in excess of the variance authority of the Secretary-Treasurer/Chief Executive Officer
- for all other matters the Chair and/or Vice Chair will determine if the matter is of significant importance to call a special meeting



## Hybrid Meetings

The Board holds special, regular or committee meetings in a hybrid format with in-person and online participation by Board members and the public.

Board Members participating by tele/video conference in the meeting will be considered present under the By-law. During meetings with online participation, the Chair will conduct a recorded vote by verbally polling members.

Meetings will be open to the public and instructions for public attendance will be posted on the Library's website.

## Delegations Wishing to Appear Before the Board

Delegations wishing to make a presentation to the Board regarding a specific issue relevant to BPL must register with the CEO/Secretary-Treasurer of their intention at least one week prior to the meeting.

Delegations will be scheduled at the beginning of the public portion of the meeting.

Delegations will be permitted to speak for 5 minutes each. The Board may direct questions to the delegation following the presentation.

Notice of a delegation will be included on the Board agenda.

All presentation material for consideration by the Board shall be legible, in writing and filed, in the office of the Chief Executive Officer no later than one week prior to the Board meeting and shall be included as part of the support material attached to the agenda.

The matter addressed by the delegations will be discussed by the Board as a regular part of the agenda.

Delegations can be added to the agenda at the meeting by amending the agenda at the pleasure of the Board.

The Board may decline a delegation request if the subject matter is irrelevant or not applicable to the scope and mandate of the Library and the Library Board.

## Quorum

The presence of a majority of the Board Members is necessary for the transaction of business at a meeting.

The Chair is included in the quorum.

If quorum is not present thirty minutes after the appointed time, the Secretary will record the members present and the Chair has the option of:

- declaring the meeting adjourned
- or calling the meeting to order to satisfy by-law requirements that the meeting was held then declaring no quorum and adjourning the meeting
- If all members present agree to not adjourn the meeting, the meeting may continue; however, no motion may be made or passed.
- When quorum is not present, the agenda cannot be moved to a closed meeting.

## Attendance

Board Members are expected to attend all regular Board meetings and other scheduled meetings. Board members are expected to inform the Board Chair and Chief Executive Officer of an anticipated absence from a regular or other scheduled meeting.

In compliance with the *Public Libraries Act*; if a Board Member is absent from three consecutive meetings of the Board without a Board resolution, the remaining Board Members shall declare that seat vacant.

## Leave of Absence

Under extraordinary circumstances, a trustee can request a Leave of Absence to be considered by the Board if the trustee cannot fulfill their Board responsibilities over an extended period of time.

Requests will be reviewed and approved on an individual basis. The maximum length that can be requested is four consecutive Board meetings and only one leave will be approved during the trustee's full term.

During the period of the leave the trustee is classed as a non-voting member of the Board and will not attend or participate in any Board related meetings or functions but will retain access to the Board's intranet.

To request a Leave of Absence, the trustee must submit the request in writing to the Board Chair as soon as possible and prior to the next scheduled Board meeting where it will be dealt with in closed session.

Prior to returning, the Board Chair will meet with the trustee for a brief re-orientation.

## Elections

At the January meeting (every two years), the CEO will call the meeting order, shall call for the Nominating Committee Report with the full slate of nominations for the Chair and Vice-Chair and conduct the elections for the Chair. Once the Chair is elected for their term, the Chair will preside over the remainder of the meeting.

The CEO shall introduce the nominee for the Chair position individually and then ask if there are any nominations from the floor for the same position.

Any member of the Board has the right to make nominations from the floor. This can either be a self-nomination for any position - Chair, Vice-Chair or member of a standing committee – or the nomination of someone else.

- Nominations shall be made with no seconder required.
- Nominations shall be closed by a motion made and seconded.
- Voting shall be by secret ballot.
- The nominee receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer.
- Should no member receive a clear majority, balloting shall proceed with the nominee's name receiving the smallest number of votes being dropped.

## Order of Business

The CEO, in consultation with the Board Executive, will prepare the meeting agenda. The meeting package containing a meeting agenda, minutes from the previous month's meeting and support documentation for the agenda items will be delivered to board members the Friday prior to meetings.

Any member wishing to place an item on the agenda should submit their request to the CEO or the Chair a minimum of ten days prior to the meeting. Requests will be at the discretion of the Chair.

The order of business for regular meetings will be as follows:

- Convene and confirm the Agenda
- Welcome and Intent for Gathering
- Declaration of Conflict of Interest
- Acceptance or correction of previous meeting minutes
- Presentations and/or Delegations
- Consent Items
- Correspondence
- Business arising from minutes
- Decision Items of Business / Reports / Financials
- Discussion Items

- Information Items
- Closed Session Items
- Other Business
- Adjournment
- Future Meetings and Events

## Consent Agenda Items

The Board will make use of the Consent Agenda, an approach that groups routine and straightforward items into a single agenda item, which can be approved in a single vote.

Every board member is responsible for ensuring that they have read the supporting documents relating to Consent Agenda items in advance of the meeting to ensure that due diligence is exercised.

When the Board Executive sets the agenda (in consultation with the staff), they may assign items to the Consent portion of the agenda. Typical consent agenda items are routine, procedural decisions, and decisions that are likely not to require discussion, such as:

- Approval of the minutes
- Final approval of proposals or reports that the Board has been dealing with for some time and all members are familiar with the implications
- Reports provided for information only

Items listed under the consent agenda are adopted in a single motion and the passage of such motion is taken to confirm that all recommendations as proposed in the relevant staff reports are approved. Any board member may request the separation of an item from the consent agenda for discussion purposes prior to the motion to adopt being placed or voted upon.

Typical reasons for this request are that the member wishes to ask a question about a report or wishes to have a vote recorded. However, no justification need be given and the issue is not debatable. Once a request is made, the item is dealt with as a separate agenda item (either immediately or at a later point in the agenda, at the discretion of the Chair).

## Section 6: Payment of Board Expenses

Citizen appointees shall be paid no salary, fees, or honorarium for their services.

Board members will be reimbursed for travel and other expenses incurred while conducting Board approved business. A request including receipts for all expenses should be submitted to the Chair for approval and to the CEO for reimbursement.

All Board Members are indemnified under the Library's insurance policies.

## Section 7: Budget Process and Monitoring

This section defines the financial statement-reporting schedule to allow the Board to monitor financial performance against the approved budgets and ensure the Library will not incur a deficit as per the Financial Policy.

### Annual Budget Guidelines and Timetable

The annual Operating and Capital budgets will be prepared and submitted within timelines established by the City of Burlington.

### Preparation of Draft Budgets

The CEO will prepare draft capital and operating budgets within budget guidelines provided by the City of Burlington. Any budget requests exceeding guidelines provided by the City will require the submission of a business case. The draft budgets and associated business cases are presented to the Board and once approved by the Board, submitted to the City. Any changes to the submissions that are requested by City staff, Committee or Council at any stage of the process will be considered by the Board and re-submitted to the City for Council approval.

### Delegation to City Council

The Board may decide to delegate to the City when business cases are included in the budget submissions, or to highlight needs or successes of the Library during any given budget cycle.

### Amendments to the Budget

Should City Council amend the Board's allocation of City funding, the Board shall accept those changes as required by Section 24.2 of the Public Libraries Act.

### Budget Monitoring

Operating and capital statements are presented to the Burlington Public Library Board for approval 4 times a year as follows:

- Q1 (January–March): presented for approval in April.
- Q2 (April–June): presented for approval in September.
- Q3 (July–September): presented for approval in October.
- Q4 (October–December): presented for approval in February.



The financial statements presented to the Burlington Public Library Board will provide a comparison of year-to-date actuals and year-to-date budget, and projected year-end results. Projected year-end results will assume that all budget lines will be spent unless quantitative objective evidence suggests otherwise.

## Section 8: Amendment of the By-Laws

Amendments to these by-laws may only be made at a regular meeting if Notice of Motion in writing shall have been given at the previous meeting. Such amendments shall require a two-thirds majority vote of the Board.

## Section 9: Board Committees and Task Groups

The Board has three standing Committees: The Nominating Committee; the Audit Committee and the CEO Performance Appraisal Committee. The term for standing committee membership will be aligned with the term of the Board Executive roles.

To carry out its business effectively, the Board may appoint various committees and task groups to monitor activity, develop new initiatives or research issues. These committees and task groups will report their findings to the Board for consideration.

The Board shall approve terms of reference for each committee and task group, which determine the size, quorum, composition, and responsibilities. These terms of reference may be amended on the recommendation of the committee or task group with the approval of the Board.

Board committees or task groups will not speak for the Board except when formally given such authority nor are they meant to advise staff or have any authority over staff.

The Board may invite non-board members to participate in the work of its committees and task groups. Officers (i.e. Chair, Secretary, etc.) of the Committees or Task groups will be chosen from Board or staff members.

The Chair of the Board is an ex-officio member of all Committees and Task Groups. The Secretary of the Board (or designate) shall attend all committee meetings and shall be the Secretary of all committees.

### Audit Committee

The Audit Committee oversees the financial reporting process, monitors the choice of accounting policies and monitors internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting.

The Committee is independent of the auditing function and ensures appropriate actions are taken with audit findings. The Committee has no direct responsibility for the operations and functions of audit areas. It does, however, make recommendations to the Board regarding both factors. (See Audit Committee Terms of Reference, Appendix A, for further information about the duties and responsibilities of this committee).

## Nominating Committee

The Nominating Committee shall be established bi-annually by the Board to present the slate of officers for the ensuing executive cycle.

Whenever the position of the Chair or Vice-Chair becomes vacant, the Nominating Committee will identify candidates interested in serving in the position. The report of the Nominating Committee will be tabled at the next Board Meeting in the event of a mid-year vacancy in the Board Executive or at the January Board meeting for executive election year. Before the balloting takes place, nominations from the floor will also be requested verbally, three times, as per parliamentary procedures.

In a municipal election year, the outgoing Chair of the Board shall appoint the Nominating Committee from among the members of the new Board immediately following the appointment of the new Board by City Council

## CEO Performance Appraisal Committee

The Board is responsible for the annual performance evaluation of the Chief Executive Officer (CEO).

The Board is also responsible for the recruitment and probationary performance appraisal of a new CEO, if needed during the Board term.

The Committee to conduct the review or, when needed, recruitment will be composed of the Chair and Vice-Chair of the Burlington Public Library Board plus one additional BPL Board Member. The term of membership will be two years, aligned with the term of the Board Executive positions.

The Committee will follow the CEO Performance Appraisal Committee Terms of Reference and update them as needed.



## Section 10: Board Self-Assessment

A Board self-assessment demonstrates the values of accountability and learning and establishes its credibility not only with the funding agencies, but also with the public served. To monitor how well it is fulfilling its responsibilities, there will be an annual self-assessment carried out by the Board.

## References

- The Ontario Public Libraries Act, Revised Statutes of Ontario, 1990 Chapter P.44  
<https://www.ontario.ca/laws/statute/90p44>
- City of Burlington's Code of Conduct for Local Boards and Committees  
<https://www.burlington.ca/en/council-and-city-administration/resources/Accountability-and-Transparency/Integrity-Commissioner/Code-of-Conduct-for-Local-Boards-and-Committees.pdf>

## Appendices

### Audit Committee Terms of Reference, Appendix A

#### Purpose

The Audit Committee is appointed by the BPL Board of Directors to oversee the financial reporting process, choice of accounting policies, and internal control procedures to ensure effective financial reporting and compliance with applicable legal and regulatory requirements. The Committee also identifies and monitors principal risks that may affect the reliability of financial reporting and/or library operations and oversees the work of the external auditor.

#### Membership

The Audit Committee shall consist of at least three (3) Board members appointed by the Board as outlined in the BPL Board By-Law.

Each member of the Committee shall be financially literate or become financially literate within a reasonable time such that they can understand a set of financial statements that present the breadth and level of complexity of the issues that may be

raised by the Library's financial statements. Comprehensive knowledge of generally accepted accounting principles (GAAP) or general accepted auditing standards (GAAS) is not required.

## Officers of the Committee

The Committee Members will appoint one of the Board Members as Chair of the Committee. The Director, Finance & Infrastructure will be appointed as the Secretary and will be responsible for taking minutes.

## Term of Membership

The term of membership will be two years, aligned with the term of the Board Executive positions.

## Meetings

The Committee shall meet at least once annually, and additional meetings may be called at the discretion of the Chair as required. The external auditors will attend at least one meeting annually corresponding with the annual year end audit. Meetings may be held in-person, virtually, or in a hybrid format.

## Quorum

A quorum for an Audit Committee meeting will be at least two (2) Committee Members.

## Agendas

The Secretary in consultation with the Audit Committee Chair will prepare an agenda in advance of each meeting. The agenda and supporting materials will be circulated a week in advance of the meeting.

The Committee will invite members of management e.g., the CEO; the Director, Finance & Infrastructure, and the external auditor when appropriate to attend committee meetings. The Committee may consider Closed Sessions with the auditors without staff to discuss privately any matters of interest or concern to the members.

## Appointment of External Auditors

Under the Terms of the Public Library Act and the Municipal Act, the City of Burlington shall appoint the external auditors for BPL.

## Duties of Audit Committee

The Audit Committee shall be responsible for the following specific matters at a governance level:

### Accounting Policies

- Review the library's accounting policies and principles, and any changes in the selection or application of said policies and principles.
- Review with management any complex or unusual transactions that require significant judgement.
- Be aware of recent professional and regulatory pronouncements and understand their impact on the financial statements.

### External Audit

- Approve the Audit Plan annually prior to execution of the audit work.
- Discuss with the external auditor the matters that Canadian GAAS require to be communicated with the Audit Committee.
- Review with management and the external auditor any significant issues, concerns or difficulties encountered during the audit including any misstatements and why misstatements might remain unadjusted.
- Oversee the resolution of disagreements between management and the external auditor regarding financial reporting if required.
- Assess the external auditor's independence and objectivity in performance of the audit, and any threats to the auditor's independence and safeguards in place to mitigate those threats.

### Internal Controls and Risk Management

- Discuss the integrity of the library's financial reporting processes and any issues as to the adequacy of internal control with management and the external auditor.
- Annually review the expense reports of the members of the Board and the Senior Leadership Team including any related party transactions and potential conflicts of interest.
- Using the process outlined in the Whistleblower Policy, investigate any complaints received regarding questionable accounting or auditing matters.
- Review the library's Risk Register annually and discuss the key financial and business risks exposures and the steps management has taken to monitor and mitigate those risks.

## Terms of Reference

- Review and reassess the adequacy of the Audit Committee's Terms of Reference at least once in each Board term.

## CEO Performance Appraisal Committee Terms of Reference, Appendix B

The CEO Performance Appraisal Committee, in close consultation with the CEO, will establish an evaluation tool and process to ensure an annual appraisal of the CEO's performance is carried out in a timely, objective, and constructive manner.

The CEO's performance evaluation is based on the CEO's Job Description, the Strategic and Business Plan achievements, overall organizational performance, and the CEO's annual goals. The process will be collaborative and focus on achieving the priorities identified in the Library's Strategic Plan, professional development of the CEO and the future of the organization.

The Committee to conduct the review will be composed of the Chair and Vice-Chair of the Burlington Public Library Board plus a minimum of one additional BPL Board Member. The term of membership will be two years, aligned with the term of the Board Executive positions.

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## Annual Performance Appraisal Process

- The annual review will take place in the February/March time period for the previous year with an optional interim interview in the June - July time frame.
- The Committee will develop one consolidated appraisal form including rankings based on consensus reached by the Committee and confirmed by the Board
- The CEO will complete a self-appraisal using the same CEO Performance Review template and propose annual goals
- The CEO and the Committee will meet to discuss the Board evaluation, the CEO's self-appraisal and proposed annual goals
- The goals will be aligned with the Board's strategic priorities as identified in the Library's Strategic Plan
- The CEO may request an opportunity to address the entire Board regarding the consolidated evaluation
- A final version of the form will be developed based on the discussion; the form will be signed by the Chair of the Board and the CEO; the Chair will provide a

report to the BPL Board at the March Meeting including the list of goals for the upcoming year

- The review form will be kept permanently in the CEO's file depending on the outcome of the performance appraisal, the Committee will recommend advancement on the salary grid.

## CEO Recruitment and Probationary Committee Process

The CEO Performance Appraisal Committee will oversee the recruitment and probationary appraisal process for a new CEO if needed during the Board term. The Committee will work with the Human Resources Manager to contract the services of an executive recruitment firm and will participate in short-listing and preliminary interviews of shortlisted candidates. The full Board will be involved in final interviews with the CEO candidate. The Committee will conduct the 6-month probationary review with input from the full Board.

## Probationary Performance Appraisal Process

- New appointees to the position of CEO of Burlington Public Library will serve a 6-month probation period which is considered an extension of the employee selection process.
- At the end of the 6-month period (earlier if needed) the Committee in consultation with the full Board will conduct a probationary appraisal interview of the CEO.
- Depending on the outcome of the probationary Performance Appraisal the Committee will recommend to the full Board:
  - Permanent appointment to the position of CEO in the event of successful performance and achievement of objectives and expectations.
  - Dismissal, in the event of significant performance issues. Significant performance issues could include gross misconduct, illegal activity or other behaviour potentially damaging to the reputation of the Library.

The probationary appraisal form will be retained in the Chief Executive Officer's file permanently.

## Unsuccessful Probations

If the CEO is not meeting the recognized standard of performance during the initial 6-month probationary period, the Committee, in consultation with the Board, will discuss the issues with the CEO to seek to resolve them. If discussions do not result in improvement, a formal interview will be conducted. The Committee may choose to

issue a formal warning, or if an action justifies, immediate dismissal, terminate employment.

## Disciplinary Process

If the CEO is not meeting the recognized standard of performance, the Committee will consult with legal counsel and the City of Burlington's Chief Human Resources Officer (CHRO) regarding the process to be followed. With input from the full Board and advice from legal counsel, the Committee will discuss these issues with the CEO. If the CEO's response is not satisfactory, a written warning will be issued at a formal interview. This warning will clearly identify issues and set steps and target dates required to resolve the problems. All verbal and written interactions in the disciplinary process will be guided by advice from legal counsel. If attempts to resolve the problems are unsuccessful or if an action justifies immediate dismissal, the CEO's employment will be terminated.

## Nominating Committee Terms of Reference, Appendix C

### Purpose

The Nominating Committee is a standing committee of the Board responsible for identifying, recruiting, and recommending qualified candidates for Executive and Standing Committee elections.

### Membership

The Committee shall consist of a minimum of 1 member of the Board of Directors who is not seeking an executive role. The term of membership will be two years, aligned with the term of the Board Executive positions.

### Duties:

The Nominating Committee shall:

- Establish and oversee the nomination process for Board positions
- Ensure that candidates identified for executive or standing positions are interested and have capacity for the roles that they are nominated for
- Recommend a slate of candidates to the Board for approval
- Seek information from Board members and CEO as necessary to fulfill its responsibilities.



- Effective Date: January 21, 2021
- Motion #/Date: #21-03, January 21, 2021
- Projected Review Date: 2026
- Amended Dates: #21-58, October 28, 2021; #23-47, September 28, 2023; #24-45, June 27, 2024; #25-32, May 22, 2025
- Associated Documents: None