



## **Mission Statement**

Freedom to Discover

## **Strategic Priorities**

A Community Beacon      Relevant and Responsive  
A Creative and Changing Organization

## **HAMILTON PUBLIC LIBRARY BOARD**

### Ad Hoc Policy Review Committee Meeting Agenda

Monday, March 23, 2016

Central Library, Admin Committee Room

4:30 p.m. Meeting

**MEMBERS:** Vikki Cecchetto (Chair), George Geczy, Mary Ann Leach, Douglas Brown, John Kirkpatrick

**STAFF:** Paul Takala, Lisa DuPelle, Karen Hartog

1. **Call to Order**
2. **Confirm Agenda**
3. **Report of the CEO Performance Appraisal Process Working Group**
  - Please note: the presentation of the material should take at most 20 minutes so that the rest of the hour can be used for discussion.
4. **Report of the Board By-Laws Working Group**
  - Please note: the presentation of the material should take at most 20 minutes so that the rest of the hour can be used for discussion
5. **Report from Paul re: voting on motions and value of abstentions**
6. **Other Business**
7. **Adjournment**

Editing Notes on this draft of document:

- ❖ Any new sections added, revised wording or re-positioning of sections are highlighted in yellow.
- ❖ Numbering of the sections will be done once this committee is agreed upon the draft that will go to the full Board at April's meeting.

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## Hamilton Public Library Board By-Laws

### HAMILTON PUBLIC LIBRARY BOARD BY-LAW FOR THE REGULATION OF THE BUSINESS OF THE BOARD (November 2007)

The Hamilton Public Library Board is duly constituted as a corporation and governed by the provisions of the Public Libraries Act, Statutes of Ontario, 1990, Chapter P. 44 and is established by the provisions of City of Hamilton By-Law 04-019.

The Hamilton Public Library Board, hereinafter called "the Board", enacts the following by-laws for regulation of the business of the Board.

#### Governance Vision of the Hamilton Public Library Board

The Hamilton Public Library Board oversees the purpose, plans and policies of the Hamilton Public Library. It is the responsibility of the Library Board to ensure that the funding it receives provides the best possible library service to Hamilton residents. In addition, it is committed to providing effective governance for the Hamilton Public Library to ensure services and programs offered by HPL remain relevant to the changing needs of the communities we serve. The Library Board has four main functions:

- 1) To establish the mission and strategic directions.
- 2) To hire and evaluate the CEO/Chief Librarian.
- 3) To ensure resources are in place to achieve the mission.
- 4) To monitor and audit results of programs and resources.

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## Corporation

In accordance with the Corporations Act, the Board shall have a corporate seal, which shall be under the control and responsibility of the Chief Executive Officer. This seal shall be affixed under the direction of the Board to all deeds, contracts, or documents requiring the seal, which seal shall be attested to by the signatures of the Chair and the Secretary, or by such other member and/or other officer as the Board shall direct.

The Head Office of the Board shall be at 55 York Boulevard, Hamilton, Ontario L8N 4E4.

## Officers

The Board shall have the following officers:

- [Chair](#)
- [Vice Chair](#)
- [Secretary](#)
- [Treasurer](#)
- [Chief Executive Officer](#)

## Chair

In the first year of a new Board's term, the Chair shall be elected at the inaugural meeting of the Board and serve until January, when there will be the election of the Chair for that year. In each subsequent year of a Board's term, the election of the Chair shall take place in January. The Chair shall hold office for one year and may be re-elected for a maximum of one additional consecutive year. (See Elections Section XX).

The primary role of the Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with all relevant legislation and with the rules of procedure adopted by the Board.

The Chair's responsibilities include:

- 1) Presiding at regular and special meetings of the Board in the manner and extent prescribed by the Board.

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<#>Vice-Chair¶  
<#>Secretary¶  
<#>Treasurer¶  
<#>Chief Executive Officer¶

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Comment [VC1]: The wording for this section was confusing if compared to the "elections" section.

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- 2) Committing the Board to no course of action unless specifically authorized by the Board to do so.
- 3) Serving as an ex officio member of all Board committees.
- 4) Only the Chair may represent and speak for the Board in an official capacity to outside parties in announcing Board-stated positions and in stating Chair decisions.
- 5) Acting as one of the authorized signing officers of all documents pertaining to Board business.
- 6) Representing 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.
- 7) Notifying the Vice-Chair, if for any reason, the Chair is unable to perform these functions.

***Vice-Chair***

The Vice-Chair shall be elected at the first meeting of the Board in each year, shall hold office for one year and may be re-elected for a maximum of one additional consecutive year.

The Vice-Chair, in the absence or illness of the Chair, shall act in the place and stead of the Chair and while so acting has all the powers of the Chair.

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***Secretary***

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

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***Treasurer***

The Board shall appoint a Treasurer. ~~The Treasurer of the Board shall be the Chief Executive Officer.~~

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***Chief Executive Officer***

The Board shall appoint the Chief Executive Officer, who shall be its Chief Librarian, 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

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supervision of the Board, for the general conduct and management of the Hamilton Public Library.

~~Systematic and rigorous monitoring of CEO Job performance will be solely against the only expected job outputs: organizational accomplishments of Board policies on Ends and organizational operation within the boundaries established by the Board.~~

~~1) Monitoring is simply to determine the degree to which Board policies and strategic priorities are being met. Data that do not do this will not be considered to be monitoring data.~~

~~2) The Board will acquire monitoring data by one or more of three methods:~~

~~i. Internal report, in which the CEO discloses compliance information to the Board~~

~~ii. External report, in which a disinterested, external third party selected by the Board, assesses compliance with Board policies.~~

~~iii. Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.~~

~~3) In every case, the standard for compliance shall be any reasonable CEO interpretation of the Board policy or priority being monitored.~~

~~4) All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any methods, but will ordinarily depend on a routine schedule.~~

~~5) The Board may exercise discretion in evaluating CEO performance based on length of service or circumstances beyond the CEO's control.~~

**Comment [VC2]:** This whole section is to be moved to the CEO Performance Appraisal Process document.

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Only decisions of the Board are binding on the CEO.

1) 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.

2) In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests.

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~~The CEO is the Board's only link to operational achievement and conduct, so that authority and accountability of staff, as far as the Board is concerned, is considered to be authority and accountability of the chief executive.~~

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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.

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

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***Board Members Code of Conduct***

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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 [hyperlink to Act to be added to final draft])**.

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Comment [VC3]: By-law number and link to be confirmed by Paul.

There will be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.

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Board Members will not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a member desire employment, he or she must first resign.

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Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.

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Members will respect the confidentiality appropriate to issues of a sensitive nature and understand that it is the Chair's role to represent and speak on behalf of the Board.

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***Vacancies***

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In the event of a vacancy occurring on the Board, the Secretary, upon instructions from the Board in session, shall advise Council and request that a new member be appointed to fill the vacancy under the conditions contained in the Public Libraries Act.

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In the event of a vacancy occurring during the year in **the** office of Chair or Vice-Chair, the Board at its first regular meeting thereafter shall elect a new Chair or Vice-Chair to serve for the remainder of the elected time in that office.

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***Resignation***

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Members of the Board who must resign before the end of their term of appointment on the Board shall inform both the Clerk of the City of Hamilton and the Secretary of the Board in writing, specifying the effective date of their resignation.

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## Elections

In the first year of its term, the Board shall hold its annual 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.

In the subsequent years of its term, the Board shall hold its nomination annual inaugural meeting at the place and time of its regular January meeting and the regular meeting shall take place immediately following the inaugural meeting.

The Chief Executive Officer shall take the chair and shall call for the Nominating Committee Report with the full slate of nominations for the Chair, Vice-Chair and members of the standing committees, Chair from the Nominating Committee, and then from the floor. The Chief Executive Officer shall introduce the nominee for each 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.

- 1) Nominations shall be made with no seconder required.
- 2) Nominations shall be closed by a motion made and seconded.
- 3) Voting shall be by a show of hands or by secret ballot if requested by any member of the Board.
- 4) The nominee receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer.
- 5) Should no member receive a clear majority, balloting shall proceed with the nominee's name receiving the smallest number of votes being dropped.

Election of Chair and Vice-Chair shall take place annually at the Board's inaugural meeting January meeting of the Board.

The Chief Executive Officer shall call for nominations for Vice-Chair from the Nominating Committee and then from the floor and the election shall be conducted in the manner outlined above. The new Chair shall take the chair immediately after elections have been completed.

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Comment [VC4]: I am proposing this wording since it is a better description of what actually happens at the January meeting. By including the word "annual" we may be giving the impression that this is an Annual Meeting with all that implies to the public.

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Moved (insertion) [2]

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Comment [VC5]: I am proposing this new wording based on the discussions we had on Monday so that the right of members to nominate from the floor is highlighted.

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Moved up [2]: <#>The Chief Executive Officer shall take the chair and shall call for nominations for

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Comment [VC6]: With the new wording

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### **Meetings and Notice of Meetings**

A regular meeting of the Board shall be held on the third Wednesday of the month (except July and August) at 6:00 p.m. in the Board Room at the Central Library, 55 York Boulevard, Hamilton or at such other day or time or such other place as may be agreed upon by the Board.

Written notice of all regular meetings together with the proposed agenda and the minutes of the immediately preceding regular meeting and of any special meetings shall be communicated to each member of the Board at least three days in advance of such meetings.

### **Special Meetings**

The Chair may, or upon the written request of any two members of the Board shall, Board, call a Special Meeting by giving, through the Secretary or designate, at least two days written notice to each member, specifying the purpose for which the meeting is called.

The purpose of a Special Meeting shall be specific. No business shall be transacted or considered at such a meeting other than that specified in the notice.

Electronic Voting: In cases where a prompt decision is required and scheduling a meeting may not be practical, such as during July and August, the Chair may opt to seek a vote electronically, such as by email or by other electronic communication means. In such cases, motions will be carried by a simple majority of the entire Board. Items decided by electronic voting will be reported as part of the next scheduled Board meeting.

The Chair may, or upon the written request of any two members of the Board shall, Board, call a Special Meeting by giving, through the Secretary or designate, at least two days written notice to each member, specifying the purpose for which the meeting is called.

The purpose of a Special Meeting shall be specific. No business shall be transacted or considered at such a meeting other than that specified in the notice.

### **Inaugural Meeting**

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Comment [VC7]: This section is being revised by Paul. This will include reference to electronic meetings during July and August and make the Executive Committee unnecessary.

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Comment [VC8]: The information was moved to the section on elections.

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Moved up [1]: In the first year of its term, the Board shall hold its annual 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.¶

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Comment [VC9]: Why would there be the need for an "annual inaugural meeting" in the subsequent years to the first of a new Board's term?

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**Attendance**

Board members are expected to attend all **scheduled monthly** meetings of the Board. Any member who must be absent from a meeting must advise the Secretary in advance. In any event, absence from three **consecutive scheduled meetings** ~~(according to the Public Libraries Act, section 13 (c))~~ will result in the member's disqualification from the Board unless the member is 'excused for cause' by a motion of the Board. ~~According to the Public Library Act, July and August are counted as being part of a Board member's monthly meeting schedule, so absence in either June or September will count as three consecutive months of non-attendance.~~

The Secretary shall record the names of members in attendance in each meeting of the Board and of its committees.

**Quorum**

A quorum, which shall be a majority of the Board, must be present for the transaction of business at a meeting. If a quorum is not present within fifteen minutes after the hour for which any Board meeting has been called, the Secretary shall record the names of such members present and the Board shall stand adjourned.

Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit.

However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board or, when time is of the essence, written approval of such decisions may be obtained from a majority of the members of the Board.

**Voting**

**All members of the Board (including the Chair) shall vote on all questions unless they have declared a conflict of interest in the matter. Any motion on which there is an equality of votes shall be deemed to be lost.**

Motions shall be carried by a simple majority of those present 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:

- 1. **a** motion to reconsider a lost motion.

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Comment [VC10]: With the new definition of a Special Meeting including July & August, members are at a lower risk of being disqualified.

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Comment [VC11]: Should this not be "conflict of interest"?

Comment [VC12]: Paul is checking on the legality of "forcing" members to vote and on the "value" of abstentions.

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2. a motion to amend the by-laws.

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**Procedure**

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~~All motions other than routine business or those arising out of reports from standing or special committees may be ruled out of order unless the mover gives notice at least seven (7) days before the meeting at which said motion is presented. Notice of motion, in writing, shall be delivered both to the Secretary and to all members of the Board seven (7) days before the Board meeting.~~

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Comment [VC13]: Paul is revising this.

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**Agenda Procedure**

The Secretary will work with the Board Chair to determine the Agenda. The standard process for getting items added to the agenda is for Board members to communicate with the Chair and Secretary at least ten (10) days prior to a meeting, with more advanced notice being preferred.

The Secretary and Board Chair will then develop draft motions, presentations and reports as needed. Other than routine business or those arising out of reports from committees, the Chair may rule items out of order unless the mover gives at least ten (10) days' notice.

Board members, in extraordinary circumstances where they deem the standard process unsatisfactory, may submit a formal notice of motion to the Board Chair and Secretary who will ensure their motion is attached to the Board package unedited. Notice of such a motion will be sent to the Board Chair and Secretary at least ten (10) days' notice before the meeting.

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**Rules of Debate** **Meeting Procedural Rules**

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The rules and practice set out in *Robert's Rules of Order* shall govern wherever applicable in all cases not specifically provided for in these by-laws.

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**Order of Business**

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The order of business at regular meetings of the Board shall be as follows, subject to the discretion of the Chair:

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1. Discussion
2. Acceptance of the Agenda
3. Minutes
4. Declarations of Conflict of Interest

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5. Presentations
6. Consent Items
7. Business Arising from the Minutes
8. Correspondence
9. Reports
10. New Business
11. Private and Confidential
12. Date of Next Meeting
13. Adjournment

### ***Delegations***

Members of the public may make verbal presentations to the Board as a delegation with the permission of the Chair or upon written notification to the Secretary, received seven (7) days in advance of the meeting.

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### ***Minutes***

The Secretary or designate shall keep Minutes of every meeting of the Board.

The Minutes shall be confirmed by motion at the next following Board meeting.

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Board meetings are open to the public except for in-camera sessions and individual committee meetings.

### ***In Camera Sessions***

An in camera session of the Board shall be held when it is expedient to consider all or part of an agenda in camera because "intimate financial or personal matters" may be disclosed in debate and the desirability of protecting against the consequences of such disclosure outweighs the desirability of holding the meeting in public.

The decision must be confirmed by the Board or Board Committee in the form of a motion "THAT item(s) # \_\_\_\_\_ be considered during an in camera session". Such a motion shall be non-debatable and, if it is carried, the Chair shall designate a time for the session to be held. An in camera session shall be ended by a motion that the regular session be resumed.

**Comment [VC14]:** In re-reading the document, I think it makes more sense to place this here since it is the first of the types of meetings that are not open to the public. I assume that committee meetings are not open to the public.



In each year, the Nominating Committee shall meet before and report to the next Inaugural January Meeting following its appointment.

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**Duties of the Nominating Committee:**

- 1) To select from the nominations received for each position or standing committees, the most appropriate candidate. In their selection across the whole slate, the Committee will endeavour to balance candidates with expertise and new board members with a view to succession planning over the term of the Board.
- 2) To recruit candidates for those positions where no nominations have been received.
- 3) If any member of the Nominating Committee intends to stand for election for any of the positions being considered, they shall inform the Nominating Committee and withdraw from it.
- 4) To ensure that their report indicating the full slate of candidates is ready to be included with the January Board meeting package.
- 5) To ensure the right of any member to either self-nominate or nominate someone else for any of the positions from the floor during elections in January is clearly outlined in their report.

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An ~~Executive Committee~~ may be appointed by the Board as required. This Committee shall consist of four (4) members, one of whom shall be the Chair of the Board. The Executive Committee shall exercise all of the powers of the Board during the months of July and August or any other specific time period, subject to any restrictions that may be imposed upon it from time to time by the Board. The Chair of the Board shall appoint alternate members as required in the event that any member(s) of the Executive Committee is unable to attend a meeting of the Committee. The Committee shall meet at the call of the Chair and a quorum shall consist of three (3) members.

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Comment [VC17]: With the revisions to the Special Meetings, this becomes unnecessary.

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An ~~Audit Committee~~ composed of four members, one of whom shall be the Chair of the Board, shall be appointed by the Board annually at the first meeting of each year of the Board's term. The Audit Committee is to oversee the financial reporting process, to monitor the choice of accounting policies and procedures and to monitor internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting. The Committee will meet at least twice in each year — in the fall with the external auditors to discuss the scope of the annual audit and in the spring with the external auditors to discuss the results of the annual audit. Additional meetings may be held at the Call of the Chair of the Audit Committee, request by a Committee member or by the external auditors.

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- The Audit Committee oversees the financial reporting process, ~~to monitors the choice of accounting policies and procedures and to 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.

The Audit Committee will be composed of four members of the Hamilton Public Library Board one of whom shall be the Chair of the Hamilton Public Library Board. Preference will be given to Library Board members who are financially literate with relevant background in financial matters (i.e. prior experience as a business person, recognized accounting designation, work in the accounting profession, or in the financial accounting department of a current or past organization). Committee members will have no current business relationship or financial interests with the Library or its management.

Members will be appointed at the first meeting in each year of the Board's term and will serve until the end of the year. The members of the Audit Committee will appoint one of the members as Chair who will chair the meeting of the Audit Committee and perform such other duties as required to ensure the proper functioning of the Committee. (See Audit Committee Terms of Reference, Section , for further information about the duties and responsibilities of this committee).

~~Board meetings are open to the public except for in-camera sessions.~~

### ~~In Camera Sessions~~

~~An in-camera session of the Board shall be held when it is expedient to consider all or part of an agenda in camera because "intimate financial or personal matters" may be disclosed in debate and the desirability of protecting against the consequences of such disclosure outweighs the desirability of holding the meeting in public.~~

The decision must be confirmed by the Board or Board Committee in the form of a motion "THAT item(s) # \_\_\_ be considered during an in camera session". Such a motion shall be non-debatable and, if it is carried, the Chair shall designate a time for the session to be held. An in camera session shall be ended by a motion that the regular session be resumed.

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Any actions determined during an in camera session must be authorized by Board motion passed during regular open session and recorded in public minutes. However, the Board's Secretary may designate the minutes of in camera sessions as confidential if Section 28(2) of the Public Libraries Act applies.

***Payment of Board Expenses***

Citizen appointees shall be paid no salary, fees or honorarium for their services. However, any member of the Board may be reimbursed for their actual, out of pocket expenses and travel costs, incurred as a result of their acting either within or outside the municipality in their capacity as members of the Board. Such payments must be allowed for in the budget that is approved by the Board and Council and the expenses must have been incurred with the prior approval of the Board.

***Amendment of the By-Laws***

Amendments to these by-laws may only be made at a regular meeting provided that 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.

***Board Self-Assessment***

A Board self-assessment demonstrates that it believe in the values of accountability, learning and development and establishes its credibility not only with the funding agencies, but also with the public being served. In order to monitor how well it is fulfilling its responsibilities, there will be two periodic self-assessments carried out by the Board according to the procedures/ processes and timing, agreed upon by the Board.

***Effective Date***

These By-Laws shall come into effect on November 21, 2007 and all former By- Laws and Rules of Procedure of predecessor Boards are hereby repealed.

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## **AUDIT COMMITTEE - Terms of Reference**

### **PURPOSE**

The Committee is to oversee the financial reporting process, to monitor the choice of accounting policies and procedures and to monitor internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting. The Committee is to be independent of the auditing function and ensure 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.

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### **Appointment of External Auditors**

Under the authority of the Municipal Act, the City of Hamilton shall appoint the external auditor for the Hamilton Public Library.

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### **Membership**

The Audit Committee will be composed of four members of the Hamilton Public Library Board one of whom shall be the Chair of the Hamilton Public Library Board. A quorum shall be two members.

Preference will be given to Library Board members who are financially literate with relevant background in financial matters (i.e. prior experience as a business person, recognized accounting designation, work in the accounting profession, or in the financial accounting department of a current or past organization). Committee members will have no current business relationship or financial interests with the Library or its management.

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Members will be appointed at the first meeting in each year of the Board's term and will serve until the end of the year. The members of the Audit Committee will appoint one of the members as Chair who will chair the meeting of the Audit Committee and perform such other duties as required to ensure the proper functioning of the Committee.

### **Meetings**

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The Committee will meet at least twice in each year – to meet the external auditors to review the scope of the audit and, after the audit has been done, to review the results. ~~in the fall with the external auditors to discuss the scope of the annual audit and in the spring with the external auditors to discuss the results of the annual audit.~~

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Additional meetings may be held at the Call of the Chair of the Audit Committee, request by a Committee member or by the external auditors. Notice of each meeting confirming the venue, time and date of the meeting together with an agenda of items to be discussed shall be forwarded to each member of the Committee prior to the date of the meeting in a timely manner.

The external auditors, Chief Librarian and the Director, Finance and Facilities will be invited to attend meetings and at least once a year, the Committee will meet with the external auditors without Library staff present. The Audit Committee may invite such other persons to its meetings as it deems necessary.

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### Duties

The duties of the Committee will be:

1. To meet with the external auditors before the audit commences and to discuss and approve the nature and scope of the audit
2. To discuss with external auditors issues such as compliance with accounting standards and proposals by external auditors
3. To monitor the integrity of the financial statements of the Library and to review, and challenge where necessary, the actions and judgements of management in relation to financial statements before submission to the Board, focusing particularly on:
  - I. Significant accounting policies and practices and any changes in them;
  - II. Major judgemental areas
  - III. The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
  - IV. The clarity of disclosures
  - V. Significant adjustments resulting from the audit
4. To meet with the external auditors post-audit at the reporting stage to discuss the audit, including problems and reservations arising from the audit, and any matters the auditor may wish to discuss;
5. To review the management representation letter, the external auditors' management letter and the management's response.

6. To monitor and review the internal audit programme (if any) and its effectiveness;

7. To monitor and review the Library's systems for internal financial control, financial reporting and risk management;

8. To consider any major audit recommendations and to consider the major findings of internal investigations and management's response.

### Reporting

The Chair of the Committee shall report to the Board on all meetings of the Committee.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its responsibility where action or improvement is needed.

The Committee members shall conduct an annual review of their work and these Terms of Reference and make recommendations to the Board.

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