



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

Wednesday, November 2, 2016

Central Library, Admin Committee Room

5:00 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. **Revisions to Board Bylaws** **Attachment #3**
4. **Role of the Policy Review Committee**
5. **Updated Rules for going In Camera** **Attachment #5**
6. **Other Business**
7. **Upcoming Meeting Dates**
December 7, 2016, 5:00 p.m.
8. **Adjournment**

Notes to October 28, 2016 Draft: changes from the previous draft are indicated in this colour. Proposed amendments can be found in section 6.0 and 6.1. Section 6.10 includes some grammatical corrections.

1.1 Hamilton Public Library Board By-Laws for the Regulation of the Business of the Board - Revised Draft Pending Approval

Approved: March 2005; revised November 2007; and pending approval December 2016.

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.

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1.0 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 Chief Executive Officer/Chief Librarian.
- 3) To ensure resources are in place to achieve the mission.
- 4) To monitor and audit results of programs and resources.

2.0 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 the Central Library, 55 York Boulevard, Hamilton, Ontario L8R 3K1.

3.0 Officers

The Board shall have the following officers:

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

3.1 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 5.0**).

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.
- 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 and the Secretary, if for any reason, the Chair is unable to perform these functions.

3.2 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.

If both the Chair and Vice Chair are unavailable, the Secretary will assume the duties of the Chair.

3.3 Secretary

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

3.4 Treasurer

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

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

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.

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.

- 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.

Systematic and rigorous monitoring of the CEO's job performance will be conducted in accordance with the Chief Librarian/ CEO Performance Appraisal document.

(<http://www.hpl.ca/articles/chief-librarianceo-performance-appraisal-policy>)

4.0 Board Members' Code of Conduct

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>))

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.

Board Members will not use their positions to obtain employment in the organization for themselves, family members or close associates. In the event that a Board Member accepts employment with either the City of Hamilton or the Hamilton Public Library during their term, they shall resign immediately upon acceptance of said employment.

Any Board Member who declares their candidacy for public office, whether at the municipal, provincial or federal level, shall resign from the Board upon public declaration of their candidacy. This provision does not apply, however, to the Councillors of the City of Hamilton who are appointed to serve on the Hamilton Public Library Board.

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

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.

4.1 Vacancies

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

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.

4.2 Resignation

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.

5.0 Inaugural Meeting and Elections

5.1 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.

5.2 Elections

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

The Secretary of the Board 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. 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 secret ballot.
- 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.

6.0 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. **The dates of Board and committee meetings will be listed on the Library's website. The upcoming meeting dates will be posted as they get scheduled; however, a minimum of three days' advance notice on the website is required.**

[Note: this addition addresses the issue of posting the meeting schedule on the website.]

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.

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

[Note: this sentence should be removed. Section 6.0 is about notice, in camera is covered in section 6.10.]

6.1 Special Meetings

The Chair may, or upon the written request of any two members of the Board, call a Special Meeting by giving, through the Secretary or designate, at least ~~two~~ **three** 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.

[Note: we should be consistent with three days notice listed in 6.0.]

Electronic Voting: In cases where a prompt decision is required and scheduling a meeting may not be practical, or expeditious for the issue at hand, the Chair may opt to seek a vote electronically, ~~such as by email or by other~~ **open and transparent electronic communication means. Instructions for public participation in the electronic meeting will be included in the website notice.** 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.

[Note: this addresses the lack of transparency of email. It removes email but specifies

open and transparent community means. If we had a video or teleconference that we could post so people could sign into then that would meet the transparency requirement. Technology will change so we do not want to be too specific we just want to ensure we meet the core legislative requirement.]

6.2 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.

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

6.3 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. Any member declaring a conflict of interest in a matter to be discussed during the meeting will not be counted in establishing the quorum for that matter.

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.

6.4 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. Any motion on which there is an equality of votes shall be deemed to be lost. 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:

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

6.5 Agenda Procedure

The Secretary will work with the Chair and Vice Chair to determine the Agenda for any meeting of the Board. The standard process for getting items added to the agenda is for Board Members to communicate with the Chair and Secretary, preferably with a ten (10) day notice prior to a meeting.

The Secretary and 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.

Board Members, in extraordinary circumstances where they deem the standard process unsatisfactory, may submit a formal notice of motion to the 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 Chair and Secretary at least ten (10) days' notice before the meeting.

6.6 Meeting Procedural Rules

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.

6.7 Order of Business

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

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

6.8 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.

6.9 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.

6.10 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.

Any actions determined during an in camera session must be authorized by a Board motion passed during **the** 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.

[Note: *in camera* should be in italics since it is a Latin not an English word.]

6.11 Committees

The Board has two standing Committees: the Nominating Committee and the Audit Committee, but may also appoint Ad Hoc Committees

- 1) Ad Hoc Committees may be appointed by the Board to deal with special issues assigned by the Board. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.
- 2) A committee may have any number of members. The Board shall name a chair for each Ad Hoc committee.

A quorum for all committees shall be the majority of members. Committees meet when required at the call of the committee chair.

The Chair of the Board shall be a member of all Committees of the Board ex officio.

The Secretary of the Board (or designate) shall attend all committee meetings and shall be the Secretary of all committees.

6.12 Standing Committees

6.12.1 Nominating Committee

The **Nominating Committee** will be composed of four (4) members, - the Secretary of the Board plus three (3) elected Board Members. It shall be established annually by the Board at its November meeting to present the slate of officers for the ensuing year at the January Meeting.

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.

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

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 as Chair or Vice Chair, 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.

6.12.2 Audit Committee

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

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, Appendix 1, for further information about the duties and responsibilities of this committee).

7.0 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.

8.0 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.

9.0 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 periodic self-assessments carried out by the Board according to the procedures/ processes and timing agreed upon by the Board.

10.0 Effective Date

These By-Laws shall come into effect on September 21, 2016 and all former By- Laws and Rules of Procedure of predecessor Boards are hereby repealed.

Appendix 1: 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.

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.

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.

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

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.

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.

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:
 1. Significant accounting policies and practices and any changes in them;
 2. Major judgemental areas
 3. The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
 4. The clarity of disclosures
 5. 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 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.

Date: October 28, 2016
To: Ad hoc Policy Review Committee
From: Paul Takala, Chief Librarian
Subject: **Briefing on Rules for going *In camera***

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INTRODUCTION

Both the Library Board and the Ad hoc Policy Review Committee have had discussions about the rules for going *in camera*. This document has been prepared to provide a background briefing for the Library Board. The intention is to have a discussion at an upcoming Board meeting to ensure there is clarity on the issue moving forward.

This document contains several appendices that provide relevant background information about HPL's history, policies, legislation and rulings from the Information and Privacy Commissioner (IPC) of Ontario.

SUMMARY

The Hamilton Public Library Board is governed under provincial legislation, namely the Public Libraries Act. The legislation outlines specific reasons the Library Board may go *in camera*. The Board has followed the practice of using the right to go *in camera* as sparingly as possible. As a Public Library, with intellectual freedom and accountability as core organizational values, ensuring only legitimately allowed *in camera* discussions is important. The Board also has fiduciary responsibilities and there are legitimate reasons the Board may go *in camera* to protect the Library's interests and legal responsibilities.

The Public Library Act identifies specific reasons why the Library Board may go *in camera*. The Public Library Act also allows the Board or a committee of the Board to "hold a closed meeting under another Act". Reasons for going *in camera* in the Public Library Act are:

- *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;*
 - *if the subject matter relates to the consideration of a request under the Municipal Freedom of Information and Protection of Privacy Act*
- Before holding a meeting or part of a meeting that is to be closed to the public, a board or committee of the board shall state by resolution,
 - *the fact of the holding of the closed meeting; and the general nature of the matter to be considered at the closed meeting.*
- According to the Public Library Act a meeting shall not be closed to the public during the taking of a vote except if: *the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the board or committee of the board or persons retained by or under contract with the board.* The Library Board has not generally passed motions related to verbal updates, discussions, or instructions, however, when a formal decision is required the motion is recorded after the Board leaves *in camera*. The Board Bylaws state: *Any actions determined during*

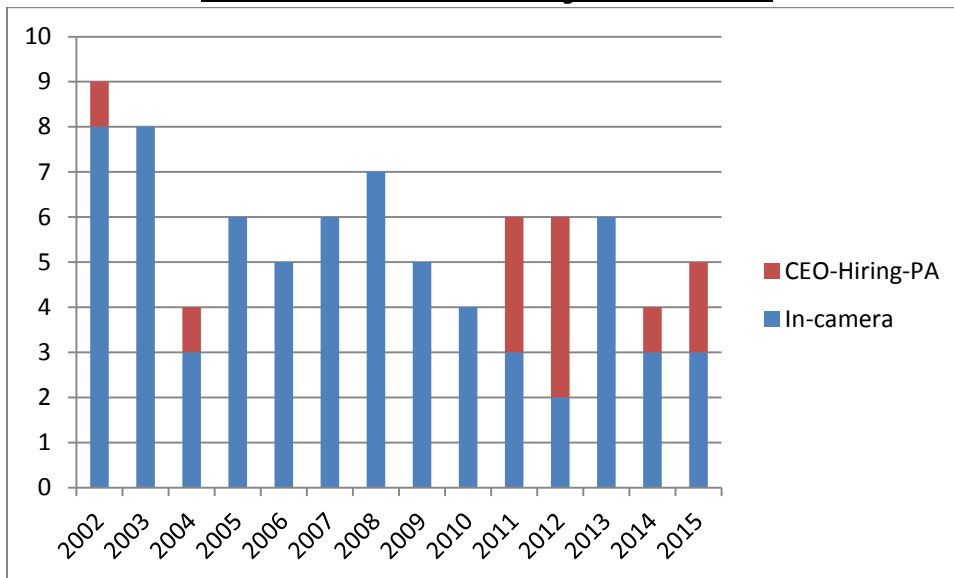
an in camera session must be authorized by Board motion passed during regular open session and recorded in public minutes. However, the Board's Secretary may designate the minutes of in camera sessions as confidential if Section 28(2) of the Public Libraries Act applies.

The City Clerk was consulted in the preparation of this briefing. The City Clerk indicated that the City of Hamilton's Procedural By-Law has been developed consistent with the Municipal Act and other relevant legislation (see Appendix IV). Council tries to limit the number of times it goes *in camera*; however, there are legal reasons mainly covered in the Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) that at times compel *in camera* discussions. The City minutes the general nature of the reason for going *in camera*. Wherever possible, they provide some specificity in the reason for going *in camera* in the agenda without revealing confidential information.

HPL BOARD HISTORY OF GOING *IN CAMERA* 2002-2015

The table below shows the number of times the Library Board has gone *in camera* between 2002-2015. *Appendix I: Board History of in camera Motions* shows the actual motions that were approved by the Library Board and how the items appeared on the agenda. During this period the range of *in camera* motions has been from a low of 4 (occurred in 3 different years) to a high of 9 (occurred in 2002). CEO recruitment and performance assessment have been highlighted as they show why in 2011 and 2012 there was an increase of *in camera* discussions. Historically, the most common reason listed for going in-camera was Labour Issues or Labour Relations. In general, the Library Board has provided the general reason for going in-camera although there are several examples where the reasons listed are more specific.

HPL In-Camera History 2002-2015



MOVING FORWARD

Consistent with our organizational values, the Library Board has a long history of using *in camera* sparingly. Moving to provide more specificity in the reason for going *in camera* is a sound approach that would be consistent with the City of Hamilton's direction and with the broader societal trend towards more transparency.

Given that the Library Board is currently considering recording and broadcasting the meetings, it would be a good time now to ensure there is clarity regarding what can appropriately be discussed *in camera*. While we have a consistent history of going *in camera* to discuss issues like labour relations, the current wording in the Board By-Laws states:

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 Library's management team works hard to have open and honest dialogue with the union and to ensure we avoid major changes coming as a surprise. In public reports and open meetings, staff frequently raise issues that could impact labour relations. While that is the case, the Library Board also has a history of discussing some labour relations' issues *in camera*. The *in camera* discussions have also included personnel issues affecting individuals, although those have happened less frequently. Labour relations' *in camera* discussions are allowed under the Public Library Act and other legislation. A departure from this practice would limit the ability of staff to seek advice from the Board in some circumstances. Clarifying this issue is important and may require the Board to amend the wording of the By-Laws to ensure that what is allowed under legislation and has traditionally been discussed *in camera* is not prohibited by the By-Laws when there is a compelling reason to do so.

The Library Board should be aware that the CEO may be informed about 3rd party confidential information. If such information has a potential serious financial, labour relations or legal impact it is the CEO's responsibility to disclose this to the Library Board, as soon as is reasonable, so that the Board can be informed in order to provide direction and advice. If the Board directs that the confidential matters brought forward by the staff cannot be discussed *in camera*, then such information may have to be disclosed to the Board at a later time when it is made public by the 3rd party.

In conclusion, we have a long history of using *in camera* discussions only when necessary to protect the organization as allowed for in the legislation. The Board's history shows that our tradition and approach have remained consistent. **Moving forward we will need to continue to carefully look at each situation on a case by case basis.**

APPENDIX I: HPL BOARD BY-LAW SECTION ON *IN CAMERA*

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.

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.

APPENDIX II: BOARD HISTORY OF *IN CAMERA* MOTIONS

Annual Number of In camera Discussions

Year	<i>In camera</i> Other	CEO Hiring & Assessment	Total
2002	8	1	9
2003	8	0	8
2004	3	1	4
2005	6	0	6
2006	5	0	5
2007	6	0	6
2008	7	0	7
2009	5	0	5
2010	4	0	4
2011	3	3	6
2012	2	4	6
2013	6	0	6
2014	3	1	4
2015	3	2	5

Text of In camera Motions

The agendas and minutes of past Board meetings have been reviewed to show the actual motions that were passed and how the items appeared on the agenda.

- January 2002 - 8.1 Job Evaluation
THAT THE HAMILTON PUBLIC LIBRARY NON-UNION SALARY STRUCTURE, ESTABLISHED IN ACCORDANCE WITH THE CITY OF HAMILTON NON-UNION JOB EVALUATION PLAN ATTACHED AS APPENDIX A, BE APPROVED EFFECTIVE JANUARY 1, 2001 AT A COST OF \$126,681.72.

- February 2002 - 7.1 Chief Librarian Contract
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE CHIEF LIBRARIAN'S CONTRACT.
- THAT THE HAMILTON PUBLIC LIBRARY AMEND THE CHIEF LIBRARIAN'S CONTRACT AS RECOMMENDED BY THE AD HOC CONTRACT COMMITTEE.
- March 2002 - 9.1 Labour Issues (Oral presentation from Library's Legal Counsel)
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES WITH LIBRARY COUNSEL
- May 2002 - 9.1 Management Positions
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS MEMBERS OF STAFF THAT WILL BE IDENTIFIED.
- June 2002 - 9.1 Union Contract (Legal Representation will be present) ; 9.2 Chief Librarian's Annual Plan
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE UNION CONTRACT NEGOTIATIONS.
THAT THE PERFORMANCE REVIEW TEAM'S RECOMMENDATION REGARDING THE CHIEF LIBRARIAN'S CONTRACT BE APPROVED
- September 2002 - 9.1 Labour Issues
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE LABOUR ISSUES
- November 2002 - 9.1 Job Evaluation
Nothing recorded in minutes
- December 2002 - 9.1 Negotiations Update
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS
- January 2003 - 11.1 Labour Issues (deferred from December 18/02 meeting)
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- February 2003 - 8.1 Dundas Pay Equity
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS DUNDAS PAY EQUITY AND GRIEVANCES
- March 2003 - 9.1 Labour Issues Report; 9.2 Pay Equity
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS PAY EQUITY AND LABOUR ISSUES
- May 2003 - 9.1 Pay Equity Issues; 9.2 Personnel Issue
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES AND PERSONNEL ISSUES.
- June 2003 - 9.1 Labour Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES.
- September 2003 – 9.1 Labour Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- October 2003 - 9.1 Labour Relations update
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- November 2003 - 9.1 Labour Relations
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES

- December 2003 - 9.1 Labour Relations Update
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- February 2004 - 9.1 Labour Issue
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- March 2004 - 9.1 Chief Librarian Performance Appraisal
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE CHIEF LIBRARIAN EVALUATION
- May 2004 - 9.1 Labour Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- September 2004 - 9.1 Labour Relations
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS
- January 2005 - 12.1 Labour Issue
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
THAT THE HAMILTON PUBLIC LIBRARY BOARD CONTINUE TO UTILIZE THE LEGAL FIRM HICKS MORLEY HAMILTON STORIE TO REPRESENT THE LIBRARY'S INTERESTS IN LABOUR RELATIONS MATTERS, INCLUDING THE UPCOMING 2005 NEGOTIATIONS
- April 2005 - 10.1 Labour Relations
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS
THAT THE NON-UNION COMPENSATION ISSUES AND PAY EQUITY REPORT BE RECEIVED AND THE DIRECTION APPROVED AS AMENDED
- May 2005 - 10.1 Contract Negotiations
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS CONTRACT NEGOTIATIONS.
- June 2005 - 10.1 Staff Issues
THAT THE RATING FOR THE MANAGER, COMMUNICATIONS AND COMMUNITY DEVELOPMENT BE CHANGED FROM CLASSIFICATION 5 TO CLASSIFICATION 6 RETROACTIVE TO APRIL 1, 2004 BE APPROVED
- October 2005 - 10.1 Labour Relations Update
THAT THE HAMILTON PUBLIC LIBRARY MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- November 2005 - 10.1 Labour Negotiations
THAT THE HAMILTON PUBLIC LIBRARY MOVE IN-CAMERA TO DISCUSS LABOUR NEGOTIATIONS
- March 2006 - 10.1 Labour Relations
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES.
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS BRANCH LEASES.
- June 2006 – Tentative Agreement
THAT THE HAMILTON PUBLIC LIBRARY MOVE IN-CAMERA TO DISCUSS THE TENTATIVE AGREEMENT
THAT THE NEGOTIATED TENTATIVE AGREEMENT BETWEEN THE HAMILTON PUBLIC LIBRARY BOARD AND THE CANADIAN UNION OF PUBLIC EMPLOYEES LOCAL 932 (CUPE 932) FOR THE PERIOD OF APRIL 1, 2005 TO MARCH 31, 2009 BE APPROVED

- October 2006 - 10.1 Leases
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS BRANCH LEASES THAT THE CITY REAL ESTATE DEPARTMENT BE REQUESTED TO NEGOTIATE A RENEWAL OF THE LEASE ON THE CURRENT GREENVILLE BRANCH LIBRARY FACILITY WHICH EXPIRES ON DECEMBER 31, 2006 FOR AN ADDITIONAL TERM OF FIVE YEARS, AND THAT THE CITY REAL ESTATE DEPARTMENT BE REQUESTED TO NEGOTIATE A RENEWAL OF THE LEASE ON THE CURRENT LYNDEN BRANCH LIBRARY FACILITY WHICH EXPIRES ON DECEMBER 31, 2006 FOR ADDITIONAL TERM OF ONE YEAR WITH AN OPTION TO RENEW FOR ONE OR TWO ADDITIONAL TERMS OF ONE YEAR.
- November 2006 - 10.1 Labour Relations
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS
- February 2007 - 10.1 Pay Equity/Internal Equity
THAT THE HAMILTON PUBLIC LIBRARY BOARD GO IN-CAMERA TO DISCUSS PAY EQUITY ISSUES
- May 2007 - 10.1 Internal Equity – LF; 10.2 Labour Relations Matter
THAT THE LIBRARY BOARD GO IN-CAMERA TO DISCUSS INTERNAL EQUITY AND LABOUR ISSUES
- September 2007 - 10.1 Labour Relations
THAT THE LIBRARY BOARD GO IN-CAMERA TO DISCUSS LABOUR RELATIONS
- November 2007 - 10.1 Personnel Matters
THAT THE HAMILTON PUBLIC LIBRARY MOVE IN-CAMERA TO DISCUSS PROPERTY ACQUISITION THAT THE INFORMATION DISCUSSED WITH REGARD TO PROPERTY AND CONTENT REMAIN IN-CAMERA THAT ADMINISTRATION BE AUTHORIZED TO SUBMIT AN OPTION FOR THE PURCHASE OF THE PROPERTY LOCATED AT 110 LYNDEN ROAD, LYNDEN AND THAT THE LIBRARY'S ADMINISTRATION PREPARE, FOR THE DECEMBER BOARD MEETING, THE POTENTIAL PURCHASE AND CONSTRUCTION OF A LIBRARY BRANCH TO REPLACE THE CURRENT LYNDEN AND ROCKTON LOCATION (this motion remained in-camera with separate in-camera minutes
- January 2008 - 12.1 Purchase of Property
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE PURCHASE OF PROPERTY THAT THE DIRECTION GIVEN TO STAFF IN-CAMERA FOR THE ACQUISITION OF PROPERTY BE APPROVED AND THAT THE REPORT BE MADE PUBLIC ONCE ALL CONDITIONS OF THE OFFER TO PURCHASE HAVE BEEN REMOVED
- April 2008 - 10.1 Personnel Issues – KR
THAT THE HAMILTON PUBLIC LIBRARY MOVE IN-CAMERA TO DISUCSS PERSONNEL ISSUES
- September 2008 - 10.1 Labour Issues
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- October 2008 - 10.1 Pay Equity – LD; 10.2 Staffing Issues – KR/WG
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS PAY EQUITY AND STAFFING ISSUES
- November 2008 - 10.1 2009 Draft Operating Budget
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS STAFFING ISSUES RELATED TO THE 2009 OPERATING BUDGET
- December 2008 - 10.1 HR Update
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS HR ISSUES

- February 2009 - 10.1 Collective Agreement Update
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE COLLECTIVE AGREEMENT
- March 2009 - 10.1 Labour Issues – LD
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE LABOUR ISSUES
- September 2009 - 10.1 Labour Issues
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- November 2009 - 10.1 Labour Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- December 2009 - 10.1 Labour Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES.
- February 2010 - 10.1 CUPE 932 Collective Agreement Ratification
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE CUPE 932 COLLECTIVE AGREEMENT RATIFICATION.
- May 2010 - 10.1 Personnel Issues
THAT THE HAMILTON PUBLIC LIBRARY MOVE IN-CAMERA TO DISCUSS PERSONNEL ISSUES.
- September 2010 - 10.1 Employee Related Matters
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS EMPLOYEE RELATED MATTERS.
- November 2010 - Nothing listed on Agenda
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS STAFFING ISSUES.
- January 2011 - 10.1 Personnel Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS STAFFING ISSUES.
- March 2011 - 10.1 Staffing Review
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS STAFFING REVIEW AND CENTRAL LIBRARY RENOVATIONS.
- April 2011 - Nothing listed on agenda
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS AN IDENTIFIABLE EMPLOYEE.
- June 2011 - 12.1 Succession Planning
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS SUCCESSION PLANNING AND STAFFING ISSUES.
- September 2011 - Nothing listed on agenda
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS SUCCESSION PLANNING.
- October 2011 - 10.1 Succession Planning
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS SUCCESSION PLANNING.
- January 2012: 12.1 Personnel Issue; 12.2 Succession Planning (entire board)
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS PERSONNEL ISSUES AND SUCCESSION PLANNING.
- February 2012 - 10.1 Succession Planning
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS SUCCESSION PLANNING.

- April 2012 - 10.1 Succession Planning
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS SUCCESSION PLANNING AND LABOUR RELATIONS.
- June 2012 - 10.1 Employee Relations
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS EMPLOYEE RELATIONS.
- November 2012 - 10.1 Report from the Performance Review Committee
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE REPORT FROM THE PERFORMANCE MANAGEMENT COMMITTEE.
- February 2013 - 10.1 Labour Relations; 10.2 Customer Issues
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS AND A CUSTOMER ISSUE.
- May 2013 - 10.1 Labour Relations Update
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS.
- September 2013 - 10.1 Labour Relations
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR RELATIONS.
- November 2013 - 10.1 Labour Issues
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS LABOUR ISSUES
- December 2013 - 10.1 Employee Issue
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS EMPLOYEE ISSUES.
- January 2014 - 12.1 Employee Issue
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS AN EMPLOYEE ISSUE.
- April 2014 - Nothing listed on agenda
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS PROPERTY OPPORTUNITY.
- September 2014 - Nothing listed on agenda
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS A RFP PROPOSAL.
- December 2014 - Nothing listed on agenda
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE CHIEF EXECUTIVE OFFICER'S PERFORMANCE.
- January 2015 - 10.1 Performance Appraisal
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS THE CHIEF EXECUTIVE OFFICER'S PERFORMANCE.
- May 2015 - Nothing listed on Agenda
THAT THE LIBRARY BOARD MOVE IN CAMERA TO DISCUSS THIRD PARTY INFORMATION.
- September 2015 - 10.1 Human Resources Update
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS A HUMAN RESOURCES UPDATE.
- October 2015 - 10.1 Human Resources Update
THAT THE LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS A HUMAN RESOURCES UPDATE.

- January 2016 - 12.1 Real Estate; 12.2 HR Report
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS REAL ESTATE AND HR ITEMS.
- February 2016 - 10.1 HR Issue
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS HR ITEMS.
- March 2016 - 10.1 HR Matter
THAT THE HAMILTON PUBLIC LIBRARY BOARD MOVE IN-CAMERA TO DISCUSS HR ITEMS.

APPENDIX III - PUBLIC LIBRARIES ACT SECTION 16ⁱ

16. (1) A board shall hold regular meetings once a month for at least 10 months each year and at such other times as it considers necessary. 2009, c. 33, Sched. 11, s. 7 (2).

Special meetings

(2) The chair or any two members of a board may summon a special meeting of the board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called. R.S.O. 1990, c. P.44, s. 16 (2).

(3), (4) REPEALED: 2002, c. 17, Sched. C, s. 24 (4).

Quorum

(5) The presence of a majority of the board is necessary for the transaction of business at a meeting. R.S.O. 1990, c. P.44, s. 16 (5).

Voting

(6) The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative. R.S.O. 1990, c. P.44, s. 16 (6).

Open and closed meetings

16.1 (1) In this section,
 “committee” means any advisory or other committee, subcommittee or similar entity of which at least 50 per cent of the members are also members of the board; (“comité”)
 “meeting” means any regular, special, committee or other meeting of the board. (“réunion”) 2002, c. 17, Sched. C, s. 24 (5).

Open meetings

(2) Except as provided in this section, all meetings shall be open to the public. 2002, c. 17, Sched. C, s. 24 (5).

Improper conduct

(3) The board chair may expel any person for improper conduct at a meeting. 2002, c. 17, Sched. C, s. 24 (5).

Closed meetings

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

Other criteria

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

Resolution

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

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

Open meeting

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

Exception

- (8) A meeting may be closed to the public during a vote if,
 - (a) subsection (4) or (5) permits or requires the meeting to be closed to the public; and
 - (b) the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the board or committee of the board or persons retained by or under contract with the board. 2002, c. 17, Sched. C, s. 24 (5).

APPENDIX IV: CITY OF HAMILTON PROCEDURAL BYLAW (SECTIONS ON CONFIDENTIALITY)ⁱⁱ

CITY OF HAMILTON - BY-LAW NO. 10-053

A BY-LAW TO GOVERN THE PROCEEDINGS OF COUNCIL AND COMMITTEES OF COUNCIL

WHEREAS section 238 of the Municipal Act, 2001 requires that Council of the City of Hamilton adopt, by By-law, procedures governing the calling, place, and proceedings of meetings;

NOW THEREFORE, the Council of the City of Hamilton enacts as follows:

SECTION 1 - DEFINITIONS

- 1.1** In this By-law,
- “**Act**” means the Municipal Act, 2001;
 - “**Closed Meeting**” means a meeting, or part of a meeting, of Council or a Committee, which is closed to the public as permitted by the Act, also referred to as an “in-camera meeting”;

Appendix H - CODE OF CONDUCT FOR MEMBERS OF COUNCIL**PREAMBLE****Purpose:**

A written Code of Conduct helps to ensure that the members of Council share a common basis for acceptable conduct. The Code of Conduct is not intended to replace personal ethics. The Code of Conduct:

Statutory Provisions Regulating Conduct:

In addition, the Code of Conduct operates along with and as a supplement to the existing five statutes that govern the conduct of members of Council:

- the *Municipal Act, 2001*
- the *Municipal Conflict of Interest Act*
- the *Municipal Elections Act, 1996*
- the *Municipal Freedom of Information and Protection of Privacy Act*

- the *Criminal Code* (Canada)

SECTION 1 - DEFINITIONS

1.1 In this Code of Conduct:

- (a) “confidential information” includes but is not limited to information:
- i) in the possession of the City that the City is either prohibited from disclosing, is required to refuse to disclose or exercises its discretion to refuse to disclose under the *Municipal Freedom of Information and Protection of Privacy Act*¹ or other legislation; and
 - ii) concerning matters that are considered in an in-camera meeting under section 239 of the *Municipal Act, 2001*¹;

¹ Generally, the *Municipal Freedom of Information and Protection of Privacy Act* restricts or prohibits disclosure of information received in confidence from third parties of a corporate, commercial, scientific or technical nature and information that is personal, and permits the restriction or prohibition of disclosure of information that is subject to solicitor-client privilege.

Section 239 of the *Municipal Act, 2001* permits information concerning the following matters to be considered in an in-camera meeting: the security of the property of the City; personal matters about an identifiable individual, including City employees; a proposed or pending acquisition or disposition of land by the City; labour relations or employee negotiations; litigation or potential litigation, including matters before administrative tribunals, affecting the City; advice that is subject to solicitor-client privilege, including communications necessary for that purpose; a matter in respect of which Council may hold a closed meeting under another Act; a matter relating to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*; or the education or training of the members of Council

(i) “in camera” means the conduct of a meeting or part of a meeting, of Council or a Committee of Council, which is closed to the public as permitted under section 239 of the *Municipal Act, 2001*; and

SECTION 5 - CONFIDENTIALITY

No member of Council shall disclose or release by any means to any member of the public, any confidential information acquired by virtue of their office, in either oral or written form, except when required by law or authorized by Council to do so.

5.2 No member of Council shall use confidential information for financial or other gain, or for the financial or other gain of a family member or any person or corporation. For example, no member of Council should directly or indirectly benefit, or aid others to benefit, from knowledge respecting bidding on the sale of City property or assets.

5.3 No member of Council shall disclose the content of a matter that has been discussed at or the substance of deliberations of an in-camera meeting, except for content that has been authorized by Council or a Committee of Council to be released to the public.

5.4 Examples of the types of content that a member of Council must keep confidential under this section include but are not limited to:

- (a) items under litigation, negotiation, or personnel matters;
- (b) information that infringes on the rights of others (e.g., sources of complaints where the identity of a complainant is given in confidence);
- (c) price schedules in contract tender or Request For Proposal submissions if so specified;
- (d) information deemed to be personal information under the *Municipal Freedom of Information and Protection of Privacy Act*;
- (e) statistical data required by law not to be released (e.g. certain census or assessment data).

5.5 Members of Council shall not access or attempt to gain access to confidential information in the possession of the City unless it is necessary for the performance of their duties and not prohibited by Council policy.

APPENDIX V – MUNICIPAL ACT SECTION 239ⁱⁱⁱ

Meetings open to public

239. (1) Except as provided in this section, all meetings shall be open to the public. 2001, c. 25, s. 239 (1).

Exceptions

- (2) 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 municipality or local board;
 - personal matters about an identifiable individual, including municipal or local board employees;
 - a proposed or pending acquisition or disposition of land by the municipality or local board;
 - labour relations or employee negotiations;
 - litigation or potential litigation, including matters before administrative tribunals, affecting the municipality or local board;
 - advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - a matter in respect of which a council, board, committee or other body may hold a closed meeting under another Act. 2001, c. 25, s. 239 (2).

Other criteria

(3) 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 council, board, commission or other body is the head of an institution for the purposes of that Act. 2001, c. 25, s. 239 (3).

Note: On January 1, 2016, the day named by proclamation of the Lieutenant Governor, subsection (3) is repealed and the following substituted: (See: 2014, c. 13, Sched. 9, ss. 22, 24 (1))

Other criteria

- (3) A meeting or part of a meeting shall be closed to the public if the subject matter being considered is,
- a request under the *Municipal Freedom of Information and Protection of Privacy Act*, if the council, board, commission or other body is the head of an institution for the purposes of that Act; or
 - an ongoing investigation respecting the municipality, a local board or a municipally-controlled corporation by the Ombudsman appointed under the *Ombudsman Act*, an Ombudsman referred to in subsection 223.13 (1) of this Act, or the investigator referred to in subsection 239.2 (1). 2014, c. 13, Sched. 9, s. 22.

Educational or training sessions

(3.1) A meeting of a council or local board or of a committee of either of them may be closed to the public if the following conditions are both satisfied:

- The meeting is held for the purpose of educating or training the members.
- At the meeting, no member discusses or otherwise deals with any matter in a way that materially advances the business or decision-making of the council, local board or committee. 2006, c. 32, Sched. A, s. 103 (1).

Resolution

(4) Before holding a meeting or part of a meeting that is to be closed to the public, a municipality or local board or committee of either of them shall state by resolution,

- the fact of the holding of the closed meeting and the general nature of the matter to be considered at the closed meeting; or
- in the case of a meeting under subsection (3.1), the fact of the holding of the closed meeting, the general nature of its subject-matter and that it is to be closed under that subsection. 2001, c. 25, s. 239 (4); 2006, c. 32, Sched. A, s. 103 (2).

Open meeting

(5) Subject to subsection (6), a meeting shall not be closed to the public during the taking of a vote. 2001, c. 25, s. 239 (5).

Exception

- (6) Despite section 244, a meeting may be closed to the public during a vote if,
- subsection (2) or (3) permits or requires the meeting to be closed to the public; and
 - the vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the municipality, local board or committee of either of them or persons retained by or under a contract with the municipality or local board. 2001, c. 25, s. 239 (6).

Record of meeting

(7) A municipality or local board or a committee of either of them shall record without note or comment all resolutions, decisions and other proceedings at a meeting of the body, whether it is closed to the public or not. 2006, c. 32, Sched. A, s. 103 (3).

Same

- (8) The record required by subsection (7) shall be made by,
- (a) the clerk, in the case of a meeting of council; or
 - (b) the appropriate officer, in the case of a meeting of a local board or committee. 2006, c. 32, Sched. A, s. 103 (3).

Record may be disclosed

(9) Clause 6 (1) (b) of the *Municipal Freedom of Information and Protection of Privacy Act* does not apply to a record of a meeting closed under subsection (3.1). 2006, c. 32, Sched. A, s. 103 (3)

APPENDIX VI : DECISIONS OF THE IPC AND OMBUDSMAN ON CLOSED MEETINGS

The Information and Privacy Commissioner of Ontario (IPC) makes decisions and determinations under MFIPPA. Decisions are published on their website. There are over 40 decisions where the **Primary subject is "Closed Meetings"**^{iv}. Additionally there are over 280 decisions where **"Closed Meetings" is referenced in the Ruling**^v. Order **MO-2468**^{vi} provides a good discussion of the issues.

The Ontario Ombudsman has had legislative author over Municipal Act investigations since 2008 and list results from over 190 **Closed Meeting Investigations**^{vii}.

ⁱ <https://www.ontario.ca/laws/statute/90p44>

ⁱⁱ <http://www2.hamilton.ca/NR/rdonlyres/C8E8F719-F973-4E84-ABA2-1CF4CBBF6030/0/ProceduralBylaw10053OfficeConsolidDecember2013.pdf>

ⁱⁱⁱ <https://www.ontario.ca/laws/statute/01m25>

^{iv} <http://decisions.ipc.on.ca/ipc-cipvp/en/d/s/index.do?cont=&ref=&d1=&d2=&p=&su=319>

^v <http://decisions.ipc.on.ca/ipc-cipvp/en/d/s/index.do?cont=%22closed+meetings%22&ref=&d1=&d2=&p=&su=0>

^{vi} <http://decisions.ipc.on.ca/ipc-cipvp/orders/en/item/133522/index.do>

^{vii} <https://www.ombudsman.on.ca/Investigations/Investigation-Results.aspx?topic=Municipal%20Meetings>