

Purpose: The Medicine Hat Library Board works within a procedural framework to ensure effective governance of the Medicine Hat Public Library. The Board will provide all of its trustees with the opportunity to participate in the decision-making process through Committee and Board meetings while ensuring that respect, courtesy, and fairness is maintained at all levels.

1. Definitions

- 1.1. Agenda: means the order of business for regular or special meetings of the Board or its Committees.
- 1.2. Board: refers to the Medicine Hat Library Board.
- 1.3. Chief Librarian: means the Chief Librarian or any person who holds the position of Chief Librarian in an acting capacity.
- 1.4. Chair: means the trustee elected annually as Chair of the Board.
- 1.5. Committee Chair: means that trustee appointed as chair of a Board committee.
- 1.6. Committee: means all committees that come under the jurisdiction and the appointment of the Board.
- 1.7. Policy: means the policies of the Board.
- 1.8. Presiding Chair: means the Board trustee presiding at the regular meeting of the Board. The Presiding Chair is determined by an alphabetic rotating schedule based on last name. Each Board trustee will chair at least one regular board meeting.
- 1.9. Quorum: means half plus one members of the Board or half of the members of a Committee.
- 1.10. Regular Meeting: refers to the regular scheduled meetings of the Medicine Hat Public Library Board.
- 1.11. Special Meeting: refers to a meeting of the Board which is called by the Board pursuant to section 4.9, and 4.10 of this policy.

2. Application of Board Governance Policy

- 2.1. This Policy applies to
  - 2.1.1. all regular and special meetings of the Board; and,
  - 2.1.2. all Committee meetings.
- 2.2. From the date of the passing of this Policy; the rules and procedures contained herein shall be observed for the good order of dispatch and business of the Board and of its Committees, and all motions, rules or regulations existing at the time of the passing of this Policy which are inconsistent with this Policy are hereby repealed by the Board.
- 2.3. Where this Policy does not provide guidance, the rules and procedures as contained in the Robert's Rules of Order (2001) shall be followed.

3. Authority of the Board Chair

- 3.1. Annually, at the January Board meeting, Board trustees will elect one trustee as Chair of the Board and one trustee as Vice-Chair. A trustee shall not ordinarily serve more than two (2) consecutive years as Chair of the Board.
- 3.2. The Board Chair shall have the following duties and responsibilities:
  - 3.2.1. call all special meetings of the Board;
  - 3.2.2. speak on behalf of the Board and represent the Board to the media and general public;
  - 3.2.3. in consultation with the Chief Librarian liaise with officials of the City of Medicine Hat, municipal, provincial and national agencies, library board associations and other relevant agencies on library matters;
  - 3.2.4. regularly attend committee meetings as an ex-officio member.

- 3.3. When the office of the Chair is temporarily vacant, the Vice-Chair will assume the position of Board Chair in an acting capacity.
  - 3.4. Should the office of the Chair become vacant permanently, the Vice-Chair will assume the position of Board Chair to the end of the year. An election will be held for the position of Vice-Chair.
  - 3.5. The Chair may designate a trustee to represent the Board on specific occasions.
4. Meetings
    - 4.1. The Chief Librarian shall prepare the agendas for all regular and special meetings of the Board in consultation with the Chair when necessary, and for all committee meetings in consultation with the chairs of the Committees when necessary.
    - 4.2. Each agenda shall set forth the matters and issues of business to come before the Board or Committee.
    - 4.3. The agenda for every regular meeting of the Board shall be in the following format:
      - 4.3.1. Consent Agenda -- including minutes of previous Board meeting, reports from standing committees, the Chair, the Shortgrass representative, the Friends of the Library representative, the chief librarian, and the Department Heads;
      - 4.3.2. Action Agenda -- including all items requiring an individual Board motion;
      - 4.3.3. Items for Discussion -- including the calendar of monthly meetings; and,
      - 4.3.4. Adjournment.
    - 4.4. All material for inclusion in the Board agenda must be delivered to the Chief Librarian not later than five working days prior to a regular meeting.
    - 4.5. No other agenda item shall be added to an agenda if not received in time pursuant to section 4.4 unless the majority of the trustees at the meeting direct otherwise.
    - 4.6. The Chief Librarian shall ensure that Board agendas are prepared and delivered to Board trustees no later than three working days prior to the day of the meeting, and that Committee agendas are prepared and made available to all Board members two working days prior to the day of the meeting.
    - 4.7. The Administrative Assistant or designate shall be responsible for recording the minutes of meetings of the Board.
    - 4.8. Meetings of the Board shall not continue if a quorum is not present. Committee meetings lacking a quorum may continue for discussion only; no recommendations may be referred to the Board when quorum is not met.
    - 4.9. Special meetings of the Board may be called by the Board Chair by giving notice to all Board trustees at least 24 hours prior to the meeting indicating the business to be transacted. The Chair may call a special meeting of the Board upon shorter notice if at least two thirds of all the trustees give their consent to such notice prior to the commencement of the meeting.
    - 4.10. When requested by a majority of the Board trustees in writing, the Chair shall call a special meeting of the Board and shall notify all the trustees at least 24 hours prior to the meeting by notice. Such notice shall include that the meeting has been called at the request of the trustees and the business to be transacted.
    - 4.11. In accordance with the Libraries Act RSA 2000 Ch L-11, 31(1), any trustee finding it necessary to miss more than two (2) consecutive Board meetings must have a resolution of the Board authorizing such absences. If a resolution is not passed, the trustee is disqualified from remaining a trustee of the Board.
  5. Committees
    - 5.1. The Board shall have the following standing Committees: Advocacy, Policy, Programs, and Services; and Human Resources and Finance. The Advocacy, Policy, Programs and Services Committee will be made up of five (5) Board trustees, and the Human Resources and Finance Committee will be made up four (4) Board trustees. The terms of reference for these committees are outlined in the attached Schedule A.
    - 5.2. The general responsibility of all committees shall be to analyze all matters which come within its terms of reference and indicate to the Board by recommendation the ways and means of dealing with

the matters before it and to advise on a course of action which in its opinion is necessary and expedient and shall include without limiting its general responsibilities, any specific matters or responsibilities to it by the Board which are included in its terms of reference.

- 5.3. The Board Chair may from time to time in consultation with Board trustees establish any ad hoc committees as may be necessary to carry out the business of the Medicine Hat Public Library.
- 5.4. The Board shall review the standing Committees in January at which time the Chair shall appoint Board trustees to Committees.
  - 5.4.1. Each standing committee shall consist of a minimum of three Board trustees and the Board chair as an ex officio member.
  - 5.4.2. The Chief Librarian, and administrative staff as appropriate, shall attend all standing and ad hoc committees in an advisory capacity.
- 5.5. The Board may invite individuals to sit on committees. Such individuals may not vote.
- 5.6. The trustees may attend meetings of Committees of which they are not members. Such trustees may not vote.
- 5.7. In the absence of the Committee chair, another Committee member shall preside as chair at a committee meeting.

## 6. Control and Conduct of the Meetings

- 6.1. The Presiding Chair shall preside over the conduct of meetings of the Board subject only to being overruled by a majority vote of the trustees. Such a vote is to be taken without debate.
- 6.2. The Presiding Chair shall:
  - 6.2.1. maintain order and preserve decorum;
  - 6.2.2. decide points of order without debate or comment other than to state the rule governing;
  - 6.2.3. determine which trustee has a right to speak;
  - 6.2.4. ascertain that all members who wish to speak to a motion have had the opportunity to do so;
  - 6.2.5. rule when a motion is out of order.
- 6.3. Each trustee shall address the Presiding Chair. All others shall remain quiet and shall not interrupt the speaker except on a point of order.
  - 6.3.1. Any trustee of the Board may raise a point of order when he or she believes that a rule, procedure or bylaw of the Board has, or is about to be, violated by a motion or in a speech by another member or officer.
  - 6.3.2. The Presiding Chair will decide on the point of order raised.
- 6.4. When a trustee or officer of the Board is addressing the Board he or she shall:
  - 6.4.1. not shout or raise his or her voice or use profane, vulgar or offensive language;
  - 6.4.2. not speak on matters other than the matter then before the Board;
  - 6.4.3. obey the rules of procedure of the Board.
- 6.5. A trustee called to order by the Presiding Chair shall immediately cease speaking.
- 6.6. No trustee shall leave the meeting after a motion is made until the vote is taken.

## 7. Motions

- 7.1. Each Committee shall make recommendations to the Board by way of motion. No recommendation of any Committee shall be binding on the Board unless the Board has authorized the same.
- 7.2. Any trustee may make a motion on any matter discussed or dealt with pursuant to an item appearing on the agenda for a Board meeting.
  - 7.2.1. Any trustee may make a motion to table a matter before the Board or its Committees. Such a motion must include a specific date for inclusion in the agenda.
  - 7.2.2. Any trustee may make a motion to refer a matter back to a Committee or person for further consideration. Such a motion must include the terms under which the motion is being referred.
- 7.3. Each motion shall be moved and seconded except at Committee meetings where no second will be

required. Once a motion has been moved and seconded the motion shall be read and the trustees have the opportunity to discuss the motion.

- 7.4. The mover may withdraw or amend his or her motion at any time prior to the vote with the consent of the seconder.
- 7.5. All motions before the Board shall be decided by a majority of the members present and voting.
- 7.6. All trustees shall vote unless excused under this policy. The Presiding Chair shall not vote except in the case of a tie vote. Except in the case of 7.7, voting will only be recorded as carried or lost; no count of votes for or against the motion will be recorded.
- 7.7. A Board trustee may introduce a motion to have a vote recorded before a vote is taken. If the motion is carried, votes will be recorded for each trustee present. If a trustee refuses to vote, his or her vote shall be recorded as negative.
- 7.8. A Board trustee may introduce a motion that a trustee has abstained from debate and/or voting as a result of a demonstrable conflict of interest.

## 8. Amendments

- 8.1. Where any motion has been moved or seconded, any trustee may make a motion to amend that motion prior to the vote on that motion. Such a motion must not alter the intent of the motion and must be seconded.
- 8.2. A motion to amend shall be put to a vote prior to the vote on the original motion.
- 8.3. The original motion may be amended only once.
- 8.4. The following motions shall not be amended or debated:
  - 8.4.1. a motion to adjourn;
  - 8.4.2. a motion to table;
  - 8.4.3. a motion to nominate;
  - 8.4.4. a motion to withdraw a motion.

## 9. Appeal

- 9.1. Any decision of the Presiding Chair may be appealed by motion to the trustees by a trustee challenging the decision of the Presiding Chair.
- 9.2. The appeal shall be put to the trustees for a decision and the question shall be decided by a majority vote of the members present without debate.

## 10. Amendments to the Board Governance Policy

- 10.1. Any changes to the Policy shall be provided to all Board trustees at least one regular meeting prior to the meeting at which the changes are to be debated and voted on.
- 10.2. Notwithstanding 7.6, this policy may be amended, repealed or suspended by a vote of two-thirds of Board members.
- 10.3. Notwithstanding sections 10.1 and 10.2, this policy may be amended, repealed or suspended at any meeting of the Board by the unanimous vote of all trustees.

## Schedule A: Board Committees – Terms of Reference

1. Advocacy, Policy, Programs, and Services Committee
  - 1.1. The Advocacy, Policy, Programs, and Services Committee is a standing committee. Its general purpose is to coordinate overall Board policy development; establish and implement goals and objectives in an annual planning cycle, develop, implement and annually evaluate the Plan of Service, and monitor and evaluate the delivery of library services; and liaise with external government, professional and community groups and raise the profile of the Library in the community.
  - 1.2. Key duties and responsibilities: Programs, Services and Policy
    - 1.2.1. Ensure adherence to the Libraries Act and Regulation;
    - 1.2.2. Enact and periodically review and update the by-laws;
    - 1.2.3. Develop and periodically review and update the mission and vision statement;
    - 1.2.4. Regularly review policies and refer directly to the relevant committee policies for development, deletion and/or revision;
    - 1.2.5. Establish and implement goals and objectives in a planning cycle which will include a plan of service;
    - 1.2.6. Regularly conduct a community needs assessment;
    - 1.2.7. Monitor and regularly evaluate progress of the plan of service;
    - 1.2.8. Develop strategies for advocacy activities including lobbying municipal and provincial governments for increased support;
    - 1.2.9. Coordinate advocacy activities;
    - 1.2.10. Maintain a pro-active liaison with other organizations including Friends of the Library;
    - 1.2.11. Responsible for the overall public image of the building, including facility enhancement projects and infrastructure;
    - 1.2.12. Develop, delete, and/or revise relevant Board policies;
    - 1.2.13. Monitor electronic technology and non-print resources as extensions of library service;
    - 1.2.14. Submit recommendations for additions or changes to the annual budget to the Human Resources and Finance committee no later than the June Board meeting.
    - 1.2.15. At the January Committee meeting, establish goals consistent with the Board's Plan of Service and the Committee's terms of reference; present these goals to the Board for information;
  - 1.3. Meetings will be at the call of the committee chair or as determined by the members.
  - 1.4. The committee will present a review and evaluation of its accomplishments for the term and recommendations for changes in the terms of reference at the December board meeting
2. Human Resources and Finance Committee
  - 2.1. The Human Resources and Finance Committee is a standing committee. Its general purpose is to provide a program of ongoing Board member development, trustee orientation and education; to monitor and evaluate the Chief Librarian; to present an annual operational and capital budget to the Board; and to make recommendations to the Board with respect to any additional expenditures required outside of the current approved operational and capital budgets.
  - 2.2. Key Duties and Responsibilities:
    - 2.2.1. Define the roles, responsibilities and functions of Board, Board Chair and Chief Librarian;
    - 2.2.2. Cooperate with the municipal council to recruit and recommend potential Board members;
    - 2.2.3. Seek out, offer and/or promote continuing education opportunities for Board members;
    - 2.2.4. Ensure a thorough and ongoing program of Board orientation;
    - 2.2.5. Monitor and evaluate Board effectiveness and Board member performance by doing an annual survey and conducting Trustee exit interviews.
    - 2.2.6. Develop, delete, and/or revise relevant Board policies;
    - 2.2.7. Perform its role in accordance with Policies HR 2, HR12, and the Collective Agreement;

- 2.2.8. Review and recommend to the Board, changes in the collective agreement;
  - 2.2.9. Review and recommend to the Board, changes to the non-union staffs' salaries, benefits and condition of employment;
  - 2.2.10. Conduct an annual performance evaluation of the Chief Librarian;
  - 2.2.11. Establish budgeting and financial reporting systems;
  - 2.2.12. Recommend an annual budget to the Board no later than the September Board meeting;
  - 2.2.13. Regularly review the monthly revenue and expenditure statements;
  - 2.2.14. Review the annual audited financial statement with the auditor and submit it to the Board meeting directly following the auditor's report;
  - 2.2.15. Develop, delete, and/or revise relevant Board policies;
  - 2.2.16. Review with the Chief Librarian bids submitted by companies as set out in the policy on tendering, and make recommendations to the Board;
  - 2.2.17. At the January Committee meeting, establish goals consistent with the Board's Plan of Service and Committee terms of reference and present these goals to the Board for information.
- 2.3. Meetings will be at the call of the committee chair or as determined by the members.
  - 2.4. The committee will present a review and evaluation of accomplishments for the term and recommendations for changes in the terms of reference at the December Board meeting.