

Peterborough Public Library Governance Board By-laws



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1. Statement of Authority

The Library Board bears legal responsibility for the library by ensuring that it operates in accordance with the *Public Libraries Act, R.S.O. 1990, chapter P.44*. The purpose of this by-law is to define the legal authority of the board.

- 1.1. In accordance with the *Public Libraries Act*, section 3 (1), the Council of the Corporation of the City of Peterborough has established the Peterborough Public Library by the adoption of municipal by-law # 1551 passed October 3, 1910. This document is the establishing By-law for the Peterborough Public Library Board.
- 1.2. In accordance with the *Public Libraries Act*, section 3 (3), the Peterborough Public Library “shall be under the management and control of the Peterborough Public Library Board which is a corporation...”. Together with establishing By-law, this section of the *Public Libraries Act (PLA)* provides evidence of incorporation under Canada Revenue Agency (CRA) rules for charitable organizations.
- 1.3. The Peterborough Public Library will operate under the authority of the *Public Libraries Act*, R.S.O. 1990, chapter P44 and, as a charitable organization within the CRA framework, will be operated without purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its objectives. Should the Library Board dissolve, the directions provided under Section 42 of *PLA* will be followed with assets distributed to other charitable organizations, including, for example, the municipality.
- 1.4. The powers and duties of the Library Board are prescribed in the *Public Libraries Act*, R.S.O. 1990, chapter P44, to which this by-law adheres. The role of the Library Board is to govern the affairs of the Library, and in accordance with the *Public Libraries Act*, section 20, the Library Board:
 - 1.4.1. shall seek to provide, in co-operation with other boards, a comprehensive and efficient public library service that reflects the community’s unique needs;

- 1.4.2. shall seek to provide library services in French language, where appropriate;
 - 1.4.3. shall operate one or more libraries and ensure that they are conducted in accordance with this Act and the regulations;
 - 1.4.4. may operate special services in connection with a library as it considers necessary;
 - 1.4.5. shall fix the times and places for board meetings and the mode of calling and conducting them, and ensure that full and correct minutes are kept;
 - 1.4.6. shall make an annual report to the Minister and make any other reports or provide any other information required by this Act and the regulations or requested by the Minister from time to time;
 - 1.4.7. shall make provision for insuring the board's real and personal property;
 - 1.4.8. shall take proper security for the treasurer; and
 - 1.4.9. may appoint such committees as it considers expedient. R.S.O. 1990, c. P.44, s. 20; 2009, c. 33, Sched. 11, s. 7 (3).
- 1.5. Under the *Public Libraries Act*, (Section 15(2)), the Library Board shall appoint a CEO who shall have general supervision over and direction of the operations of the public library and its staff, shall attend all board meetings and shall have the other powers and duties that the board assigns to him or her from time to time.

2. Definitions

- 2.1. **Act:** The Public Libraries Act, R.S.O. 1990, c. P44
- 2.2. **Board:** Board of Directors for the Peterborough Public Library.
- 2.3. **Board Member and/or Member:** a person appointed to the Board of Directors of the Peterborough Public Library by City Council or a person who is appointed to a Committee or Subcommittee by the Board.
- 2.4. **By-law:** this by-law and all other by-laws of the Peterborough Public Library from time to time in force and effect.
- 2.5. **Chairperson:** the presiding officer at a meeting.
- 2.6. **Chairperson of the Board:** the Chairperson selected by the members of the Board.
- 2.7. **City:** Corporation of the City of Peterborough.
- 2.8. **Committee:** 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.
- 2.9. **Conflict of interest:** any situation where an individual or organization in a position of trust has competing professional or personal interests, making it difficult for duties to be fulfilled impartially.
- 2.10. **Consensus:** general agreement or concord.

- 2.11. **Consent Agenda:** grouping of routine, non-controversial items that can be voted on collectively during the regular meeting of a governing body.
- 2.12. **Term:** Board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed, and may be reappointed for one or more further terms. R.S.O. 1990, c. P.44, s. 10 (3).
- 2.13. **In-Camera Meeting:** a meeting or portion of a meeting that is closed to the public.
- 2.14. **Library:** Peterborough Public Library.
- 2.15. **Meeting:** any official gathering of members of the Board or Committee to transact business for the Peterborough Public Library, including any regular, special, committee, or other meetings of the Board or a Committee of the Board.
- 2.16. **Minutes:** Approved minutes of meetings are the official record of decisions and are a public document (excluding in camera minutes).
- 2.17. **Motion:** a formal proposal by a member in a meeting that the Board or a Committee take certain action.
- 2.18. **Open Meeting:** a meeting of the Board or a Committee that is open to the general public.
- 2.19. **Quorum:** 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).
- 2.20. **Regular Meeting:** formally scheduled, recurring gathering of the Board of directors held at predetermined intervals to oversee governance of the Library.
- 2.21. **Resolution:** a motion that is carried at a meeting by a majority vote in the affirmative of the members present
- 2.22. **Special Meeting:** The chair or any two members of the Board may summon a special meeting of the Board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called. R.S.O. 1990, c. P.44, s. 16 (2).
- 2.23. **Vice-Chairperson of the Board:** the Vice-Chairperson selected by the members of the Board.
- 2.24. **Voting:** The chair or acting chair of the 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).

3. Composition of the Board

Unless exempt through special legislation, the Library Board adheres to the *Public Libraries Act*, R.S.O. 1990, c. P44 as it relates to the composition of the Board. The purpose of this section is to guide the council's appointment process for board members.

- 3.1. While the *Public Libraries Act*, section 9 (1) prescribes a board of no fewer than five (5) members and gives the municipal council the power to make appointments, the Library Board endorses a board that consist of at least five (5) and no more than nine (9) members.
- 3.2. In accordance with the *Public Libraries Act*, section 10(4), municipal council will appoint all board members at the first regular meeting of council in each term. If the council fails to make the appointments at its first meeting, it shall do so at any regular or special meeting held within 60 days after its first meeting.
- 3.3. In accordance with the *Public Libraries Act*, section 10 (2a), municipal council shall not appoint more of its own members to the board than the number that is one (1) less than a majority of the board.
- 3.4. In accordance with the *Public Libraries Act*, section 10 (3), a board member shall hold office for a term concurrent with the term of the appointing municipal council, or until a successor is appointed.
- 3.5. A member seeking re-appointment must follow the same process of application for consideration as for new candidates to the board.
- 3.6. In accordance with the *Public Libraries Act*, section 13, if any member of the board is disqualified from holding office, the members shall forthwith declare the seat vacant and notify the municipal council accordingly.
- 3.7. In accordance with the *Public Libraries Act*, section 12, when a vacancy arises in the membership of the board, the municipal council shall promptly appoint a person to fill the vacancy and to hold the office for the unexpired term, except where the unexpired term is less than forty-five days.

4. Officers of the Board

Where required, the Library Board adheres to the *Public Libraries Act*, R.S.O. 1990, c. P44 as it relates to the election and appointment of officers. The purpose of this section of the by-law is twofold: to guide the Library Board's appointment of its officers and outline the responsibilities of each of these officers in points 4.1 to 4.6.

- a. The Board shall elect one (1) of its members as Chair and Vice-Chair at its first meeting in a new term. In subsequent years, the Board shall elect the Chair and Vice-Chair from among its members at the first meeting of each year.

- b. In accordance with the *Public Libraries Act*, a board shall appoint a Chief Executive Officer (CEO) who shall have general supervision over and direction of the operations of the public library and its staff, shall attend all board meetings, and shall have the other powers and duties that the board assigns to them from time to time.
- c. If any of the officers retire, step down or are dismissed during their term, the Library Board must immediately elect or appoint a new officer.
- d. The Clerk of the City of Peterborough shall give the public notice of vacancies on the Board and invite applications using various media.

4.1. Terms of Reference for the Board Chair

4.1.1. The chair leads the Library Board, acts as an official representative of the Library, ensures the proper functioning of the Board, and the proper conduct of board business, in accordance with appropriate legislation and prescribed rules of procedure adopted by the board.

4.1.2. The chair will:

- a. preside at regular and special meetings of the Library Board
- b. set the agenda in consultation with the Library CEO
- c. ensure that business is dealt with expeditiously and help the Library Board work as a team
- d. in accordance with *Public Libraries Act*, section 16(6), vote on all questions
- e. act as an authorized signing officer of all documents pertaining to board business
- f. co-ordinate the CEO evaluation process
- g. share with the CEO the responsibility for conducting board orientation
- h. co-ordinate the Library Board's evaluation process
- i. represent the Library Board, alone or with other members of the Library Board, at any public or private meetings for the purpose of conducting, promoting, or completing the business of the Library Board
- j. not commit the Library Board to any course of action in the absence of the specific authority of the Library Board
- k. the Chair maintains the right to be an ex officio member of any subcommittee to which they have not been appointed

4.2. Terms of Reference for the Vice-Chair

4.2.1. In the absence of the board chair, the vice-chair will perform the duties of the chair, including presiding at Library Board meetings.

4.3. Terms of Reference of the Secretary

- 4.3.1. The secretary acts as the record-keeper to the Library Board. In the absence of the secretary, the Library Board may appoint one of its members as the acting secretary.
- 4.3.2. In accordance with the *Public Libraries Act*, s. 15(3), the secretary will:
 - a. conduct the board's official correspondence
 - b. keep minutes of every meeting of the board
- 4.3.3. In addition, the secretary, or their delegate, will:
 - c. prepare the agenda prior to each board meeting, in cooperation with the chair
 - d. distribute the agenda, with all reports and enclosures, to all board members prior to the relevant board meeting
 - e. distribute the minutes to all board members not less than three (3) days prior to the next board meeting.

4.4. Terms of Reference of the Treasurer

- 4.4.1. The treasurer shall monitor the financial activities of the Library and shall ensure that complete and accurate records are kept in accordance with generally accepted accounting practices.
- 4.4.2. In accordance with the *Public Libraries Act*, s. 15(4), the treasurer will:
 - a. receive and account for all the Library Board's money
 - b. open an account or accounts in the name of the Library Board in a chartered bank, trust company, or credit union approved by the Board
 - c. deposit all money received on the Library Board's behalf to the credit of that account or accounts
 - d. disburse the money as the Library Board directs
- 4.4.3. The treasurer will act as an authorized signing officer of all documents pertaining to the financial business of the Library Board.
- 4.4.4. The treasurer will provide the Library Board with a report of all financial transactions and of the financial position of the Library, quarterly or as otherwise required.

4.5. Removal of an Officer of the Board

An Officer of the Board may be removed from office by a two-thirds majority vote of the entire Board. If an Officer resigns or is removed from office, the successor will hold office for the balance of the term of appointment.

4.6. Terms of Reference of the Chief Executive Officer (CEO)

- 4.6.1. The Library Board delegates the authority for management and operations of Library services to the CEO.
- 4.6.2. The CEO:
 - a. reports directly to the Library Board on the affairs of the Library and makes recommendations they consider necessary
 - b. interprets and communicates the Board's decisions and direction to other staff
 - c. does not vote on Board business
 - d. at the discretion of the Board, sits on committees of the Library Board and acts as a resource person
 - e. assists and supports the Library Board at the presentation of the Library budget estimates before the council

5. Meetings of the Board

Board members must meet regularly to ensure the proper governance of the Library and to conduct the business of the Board. Since the Library Board 'as a whole' has the authority to act, and not individual members, the Board meeting is the major opportunity for the Library Board to do its work – to make decisions, solve problems, educate Board members, plan and review monitoring or evaluation material submitted by employees. This section of the by-laws sets procedures to follow for meetings and ensures compliance with the *Public Libraries Act*, R.S.O. chapter P.44.

5.1. Board Meeting Ground Rule

The Library Board values a diversity of opinions and strives to set an environment conducive to exploring ideas.

5.2. Types of Meetings

- 5.2.1. In accordance with the *Public Libraries Act*, section 16.1 (2), Board meetings will be open to the public unless the subject matter being considered falls within the parameters of the *Public Libraries Act*, s. 16.1(4) as stated in point 5.2.5 of this section of this by-law.
- 5.2.2. In accordance with the *Public Libraries Act*, section 16(1), the Library Board shall hold at least seven (7) regular meetings in each year and at such other times as it considers necessary. While a Library Board may have standing committees, the Peterborough Public Library will meet "as a whole." The Peterborough Public Library Board will use subcommittees, as necessary, for special purposes.

- 5.2.3. In accordance with the *Public Libraries Act*, section 14(1), the first meeting shall be called by the Chief Executive Officer (CEO) of the Library Board, in each new term, upon receipt of the confirmation of appointments from the municipal clerk. This inaugural meeting shall be held as soon as possible after the appointments are made by municipal council. At this first meeting, the CEO or Secretary oversees the elections of the officers. The elections begin with the position of chair.
- 5.2.4. In accordance with the *Public Libraries Act*, section 16(2), the chair or any two (2) members of the Library Board may summon a special meeting by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted at the meeting.
- 5.2.5. In accordance with the *Public Libraries Act*, section 16.1(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*
- 5.2.6. In accordance with the *Public Libraries Act*, section 16.1 (5) and (6), 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*, R.S.O. 1990, chapter M56, if the board or committee of the board is the head of an institution for the purposes of that Act. Before holding a meeting or part of a meeting that is to be closed to the public, the Library Board or committee of the Board shall state by resolution:
- a. the fact of the holding of the closed meeting
 - b. the general nature of the matter to be considered at the closed meeting
- 5.2.7. Minutes of closed meetings are kept separately and held to be confidential.
- 5.2.8. Board members may attend Library Board meetings remotely via teleconference or Internet video conferencing call.

- a. The notice of meeting will include a link to attend the meeting virtually.
- b. As all Board meetings are open to the public, these meetings must be conducted in such a way that all members participating can hear each other, at the same time, and that the public can also hear the deliberations.
- c. A member of the Library Board or a committee may attend, participate, and vote at an open or closed meeting remotely. The Board member must be identifiable either by voice or video.
- d. Members who wish to attend a meeting remotely must give notice two (2) hours before the commencement of the meeting to the Secretary so that the equipment can be made ready.
- e. Meeting minutes will reflect that a member is participating remotely.
- f. Quorum applies to the members attending in person and remotely.

5.3. Orders of Proceedings

5.3.1. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Library Board in cases where there are no by-laws of the board in place.

5.3.2. Call to Order

Meetings shall be called to order by the chair on the hour fixed for the meeting. In the absence of the chair, the vice-chair will preside over the meeting.

5.3.3. Quorum

In accordance with the *Public Libraries Act*, section 16(5), the presence of most of the board is necessary for the transaction of business at a meeting.

- a. Where a quorum is not present within fifteen minutes of the hour fixed for a meeting, the secretary shall record the names of the board members present and the meeting shall stand adjourned until the next meeting or until a special meeting is called.
- b. 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 Library board.
- c. If notified by a majority of Board members of their anticipated absence from a meeting, the secretary shall notify all members of the Library Board that the meeting is cancelled.

5.3.4. Attendance at Meetings

In accordance with the *Public Libraries Act*, s. 13, should a member be absent for three (3) consecutive meetings, the board, shall:

- a. consider the member disqualified from the board and notify the appointing council that the seat is vacant, or
- b. consider the circumstances of the absence and pass a resolution authorizing that person to continue as a Board member.

5.3.5. Agenda

The agenda will be released a minimum of three (3) working days prior to the meeting.

The agenda focuses the discussion to make good use of the Library Board's time. Meetings of the Library Board 'as a whole' do not re-do the work of the employees or of any ad hoc or standing committees.

The order of business for all regular meetings of the Library Board shall be as follows:

- a. Call to order
- b. Land Acknowledgement
- c. Confirmation of minutes
- d. Declaration of any conflicts of interest
- e. Delegations
- f. Consent
- g. Presentations
- h. Reports (e.g.: CEO Report, Finance, Investments)
- i. Other business
- j. Adjournment

5.3.6. Voting

The three (3) main points to consider are:

- a. All motions at Board meetings, except those approving or amending the by-laws, are decided by a majority of votes cast.
- b. A motion to add, amend, or remove a by-law shall require a majority vote of at least two thirds of the members to be carried.
- c. In accordance with the *Public Libraries Act*, s. 16(6), the chair or acting chair of the board may vote with the other members of the board upon all questions. Any question on which there is equality of votes shall be deemed to be negative (motion fails).

5.3.7. Delegations to the Board

Members of the public or external groups may request to make a delegation to the board during a meeting. Such requests must be made in writing, via the board secretary, with no less than two (2) days' notice prior to the meeting. Approval of any delegation is at the discretion of the Board chair.

5.4. Chairing of Meetings

It is the duty of the chair of the Library Board to:

- 5.4.1. open meetings of the Library Board by calling the members to order
- 5.4.2. announce the business before the Library Board in the order in which it is to be acted upon
- 5.4.3. receive and submit, in the proper manner, all motions presented by the members of the library board
- 5.4.4. put to vote all motions, which are moved during proceedings, and announce the results
- 5.4.5. decline to put to vote motions which infringe the rules of procedure
- 5.4.6. restrain the members, when engaged in debate, within the rules of order
- 5.4.7. exclude any person from a meeting for improper conduct
- 5.4.8. enforce the observance of order and decorum among the members
- 5.4.9. instruct the Library Board on the rules of order
- 5.4.10. represent and support the Library Board, declaring its will, and implicitly obeying its decisions in all things
- 5.4.11. receive all messages and communications on behalf of, and announce them to, the Library Board
- 5.4.12. ensure that the decisions of the Library Board are in conformity with the laws and by-laws governing the activities of the Library Board

6. Amendments of By-laws

By-laws are the fundamental governing rules of the Library Board. The purpose of this section of the by-law is to state the conditions under which by-laws are amended.

- 6.1. By-laws may be amended in response to legislation or when circumstances change.
- 6.2. At a Board meeting, any member can propose a review or an amendment of clause within the by-law.
- 6.3. All members of the Library Board will receive notice and draft of proposed changes prior to the next Board meeting at which a motion for amendment may be tabled.

A motion to add, amend or remove a clause in the by-law shall require a majority vote of at least two thirds of the members to be carried.

- 6.4. By-laws are to be reviewed in each Board term.

7. Related Documents

- 7.1. [Public Libraries Act, R.S.O. 1990, chapter P44](#)