



MANAGEMENT REPORT

Date: June 10, 2019
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VanRIMS #: DOC/2019/096162
Meeting Date: June 26, 2019

TO: VPL Board
FROM: Jennifer Chan, Chair, Governance Committee
SUBJECT: Board Procedure Policy

SUMMARY

This report recommends updates to the Board Procedure Policy to address staff attendance at meetings and edits for clarity and transparency.

PURPOSE

This report is for decision.

RECOMMENDATION

That the Board approve the revised Board Procedure Policy.

COMMITTEE DISCUSSION

The Governance Committee discussed the proposed revisions to the policy in detail at their meeting April 8, 2019, identified changes to the framing of conduct of delegations, identified the need for clarification of exclusion from voting due to conflict of interest, and recommended changing the procedure for hearing individual reports from trustees to written reports submitted to the Executive Assistant a week in advance of the meeting, in order to allow more time for discussion and analysis of policy issues.

BACKGROUND

At its March 27, 2019 meeting, the Board discussed meeting practices and agreed that the Chief Librarian would be present for all meetings in the future with the exception of meetings related to the Chief Librarian's performance. At these performance discussions, trustees will designate

one of their members to take minutes, and will request attendance of City of Vancouver legal counsel if considered necessary. In addition, the Board agreed that no gatherings of trustees to discuss Library business would take place that are not described in the Board Procedure policy. Trustees discussed the value of candour, asking questions, and reviewing the process of the meetings, and agreed to hold more frequent short Governance Committee meetings to provide opportunities to evaluate process for all trustees.

The Board directed the Chief Librarian to amend the Board Procedure Policy to add a new section to Board Meetings:

The Chief Librarian or delegate will be present in all meetings of the Board, with the exception of meetings related to the performance of the Chief Librarian. Other staff may be requested to leave at the discretion of the Chief Librarian or Board. In the event the Board must discuss a matter related to the termination of the Chief Librarian, the City Solicitor will be invited to be present.”

and to identify other changes as required, for consideration at the next Governance Committee meeting.

DISCUSSION

The attached draft revision to the Board's Procedure Policy adds a new section to identify that the Chief Librarian acts as Secretary to the Board, as specified in the Library Act, and the designation of a trustee as Secretary when the Chief Librarian's performance is being discussed, and includes the requirement for staff presence at all meetings. In addition, the Chief Librarian has reviewed other libraries' procedure policies and based on this review has established a section for Quorum, identified Board Standing Committees, and included edits for clarity, such as sequencing of activities and numbering. The changes are illustrated in Appendix A, and the proposed revision in Appendix B.

FINANCIAL IMPLICATIONS

There are no financial implications.

FINAL REMARKS

The Vancouver Public Library Board commands the use and disposition of significant public assets. The Library Board has established the Board Procedure Policy to be transparent about its procedures, recognizing the responsibilities of a public Board governing public assets.

APPENDIX A: PROPOSED CHANGES

SUBJECT: Board Procedure Policy	
CATEGORY: Board	POLICY CODE: VPL-BD-Board-001-2016

Objective

This policy sets out the procedures for the meetings of the Vancouver Public Library Board and its committees.

Scope

This policy applies to members of and delegations to the Vancouver Public Library Board.

Policy Statements

The Library Board of the City of Vancouver in open meeting assembled enacts the following procedures for regulation of the business of the Board as follows:

1. Presentations and Delegations
2. Inaugural Meeting
3. Chair
4. Vice Chair
5. Secretary
6. Quorum
7. Board Meetings
8. Order
9. Order of Business
10. Voting
11. Rescind
12. Rule of Procedure
13. Motion
14. New Business
15. Notice of Motion
- ~~16. Enquiries~~
16. Additional Meetings
17. Speaking Time
18. Adjournments
19. Committees
20. Role and Responsibility of the Board Chair
21. Role and Responsibility of the Chief Librarian and Board-Chief Librarian Linkage

This Policy may be cited as the Board Procedure Policy and shall be applicable to all meetings of the Library Board and its committees.

1. PRESENTATIONS AND DELEGATIONS

- 1.1** Any member of the public may send correspondence or apply to be a delegation, either on their own behalf or as a representative of an organization or group, to present information, a viewpoint or a concern regarding matters that are the responsibility of the Library Board.
- 1.2** The Library Board reserves the right to approve a delegation, refuse a delegation, or request additional information before granting delegation status and depending on the nature of the concern, the Board may refer delegations or correspondence to the Chief Librarian for further review or resolution.

If issues or concerns are raised about a Vancouver Public Library employee's performance (other than of the Chief Librarian) as part of a delegation or submission, the Chair will direct the complainant to the Chief Librarian's office for resolution. Should an issue or concern be raised about the Chief Librarian's performance as part of the delegation or submission, the Library Board will review the matter.

- 1.3** A person or organization wishing to appear as a delegation shall satisfy the provisions of this section as set out below:

1.3.1 Board - Regular Delegations

- (a) A delegation wishing to appear before the Board shall advise the Executive Assistant by noon of the Wednesday in the week before the scheduled Board meeting. The request must stipulate the subject matter upon which the delegation wishes to speak.
- (b) The Executive Assistant shall notify a representative of the delegation at a time reasonably in advance of the date, time and place of the hearing.
- (c) The delegation appearance and the subject of the delegation will be included on the Regular Board agenda and each delegation shall be limited to a maximum time of five (5) minutes to make a presentation unless otherwise determined by leave of the Chair.

1.3.2 Board - Late Delegations

- (a) Any person or organization who deems their interests to be affected by an item on a Board agenda who because of circumstances, could not give earlier notice, may request to appear as a delegation before the Board by submitting a written request to the Executive Assistant no later than twelve o'clock noon the day before the Board meeting.
- (b) The written request must stipulate the subject matter upon which the delegation wishes to speak and explain why the Board should consider this late delegation.
- (c) The Executive Assistant will advise the Chair of the Board of the request ~~and circulate the written request to Board members on table at the Board meetings.~~

- (d) The Board Chair will determine if the delegation will be heard at the Board meeting.
- (e) If the Board Chair agrees to the delegation, the Executive Assistant will circulate the written request to Board members on table at the Board meeting.
- (f) The delegation shall provide sufficient written copies of their submission for distribution to the Board at the time they are heard.

1.4 Conduct of Delegations

- (a) Each delegation to the Library Board shall be limited to presentations not more than 5 minutes in total unless otherwise determined by leave of the Chair.
- (b) Any person granted permission to address the Library Board shall confine their remarks to the stated business.
- (c) Library Board members may only ask questions of the delegation in order to seek clarification or ask for additional information only. Staff may also be asked to provide clarification or to confirm information. Delegations to the Library Board provide an opportunity to receive information from the public and are not intended as a forum for debate. Library Board members shall not enter into a debate with the delegation respecting the presentation.

2. INAUGURAL MEETING

The Inaugural meeting may ordinarily take place at the first scheduled Board meeting in the calendar year at an hour to be fixed by the Chief Librarian in consultation with the members. In the event that new members have not been appointed to the Board, the Inaugural meeting may be postponed to the next scheduled Board meeting following the appointment of new members.

3. CHAIR

- (a) The Chief Librarian shall call the Inaugural Meeting to order and conduct the meeting for election of the Chair. ~~The Chief Librarian shall proceed accordingly whenever the Chair is vacant until the Board determines the vacancy.~~
- (b) The Chair shall be elected from among the Board members present by majority vote.
- (c) ~~The election of the Chair shall take place at the Inaugural Meeting.~~ If more than one candidate is nominated, there shall be a secret ballot. If there should be a tie vote, the Chief Librarian shall declare a one half hour recess and then reconvene the Board to hold a secret ballot. Should that vote also be a tie, the Chief Librarian shall adjourn the meeting for one week and continue the Inaugural Meeting at that time by holding the appropriate elections. The term of the Chair shall be until the next Inaugural Meeting.
- (d) In the event of the Chair being declared vacant, the Board shall forthwith elect a new Chair on the basis described in (b) and (c) above.

- (e) The Chair shall vote on all questions submitted and shall have the same rights and be subject to the same restrictions as to participation and debate as other members of the Board.
- (f) The Chair may vacate the chair for purposes of debate only, in which case, a Vice Chair, or, if absent, some other Board member shall take the Chair for the purpose.

4. VICE CHAIR

- (a) There shall be two Vice Chairs to be elected for a term of one year by the Board, in the same manner as the Chair, with the Chair presiding.
- (b) In the event of the office of a Vice Chair being declared vacant, the Board may elect a new Vice Chair to complete the term.
- (c) When the Chair is unable to carry out all or any of the designated duties, the ~~a~~-Vice Chair of the Board who has served the longer term, or if absent, the other Vice Chair, or if absent, such other appointed Board members shall act for the Chair until such time as the Board makes other arrangements.

5. SECRETARY

- a) The Chief Librarian is Secretary to the Library Board and shall record all minutes of the proceedings of the Board with the exception of meetings related to the performance of the Chief Librarian. When the performance of the Chief Librarian is the subject of a meeting, trustees will designate a trustee as Secretary.
- b) Minutes may be adopted after any necessary amendments are made provided the Board members have been furnished with a copy at least the day prior to the meeting.
- c) All Board minutes shall be signed by the Chair and the Secretary in attendance at the meeting.

6. QUORUM

A quorum of the Board shall be a majority of all of its members, present in-person, via teleconference, or by email during a special meeting under 7(g).

7. BOARD MEETINGS

- (a) Following the Inaugural Meeting, the Chief Librarian shall recommend a schedule of regular meetings for consideration, setting out the pertinent information.
- (b) The Board shall hold, at regular intervals, not less than five (5) regular meetings a year, following the Inaugural Meeting.
- (c) Notwithstanding (b) above, the Board may alter the numbers, the times and the dates of meetings as it sees fit as long as the Board meets six (6) times during the year.

- (d) The Chief Librarian shall ensure proper notice of any Board meeting is furnished to each member by having notice of such meeting delivered to the members at their place of business, residence, by personal delivery, or electronic mail.
- (e) Except by unanimous consent of all members, at least 48 hours' notice of all Board meetings shall be given.
- (f) The Chair or any 2 members may call a special meeting of the Library Board by notifying, in writing, the other members at least 2 days before the meeting and stating in the notice the purpose of the meeting.
- (g) Should a Board or Committee decision be required between monthly meetings, the Board or Committee Chair may authorize a telephone or e-mail poll of the Board or Committee in order to arrive at the decision. Minutes of the email or telephone meeting will be presented for approval by the Board at the next regular meeting of the Board. Should 2 members declare a preference for an in-person meeting to discuss the item and timing permits; the Chair will call an in-person special meeting.
- ~~(h) quorum of the Board shall be a majority of all of its members present in person or via teleconference.~~
- (h) If after the expiry of half an hour from the appointed time of the meeting, a quorum is not present, the Chair (or Acting Chair), may convene a meeting of the Committee of the Whole. This Committee shall follow the scheduled Board agenda and its deliberations shall be ratified at the next full Board meeting. (Any urgent business requiring action by Management in the interim may be settled by a telephone or e-mail poll authorized by the Chair.)
- (i) No action of the Board shall be considered passed unless at least four (4) members vote on the resolution.
- (j) If the Chair or a Vice Chair are not present at the appointed time of meeting, when the quorum is present, Board members may elect an acting Chair, who has, during the meeting, all the powers of the Chair and is subject to all rules applicable to the Chair.
- (k) The Chief Librarian or delegate will be present in all meetings of the Board, with the exception of meetings related to the performance of the Chief Librarian. Other staff may be requested to leave at the discretion of the Chief Librarian or Board. In the event the Board must discuss a matter related to the termination of the Chief Librarian, the City Solicitor will be invited to be present
- ~~(l) 1) The Chief Librarian shall record all minutes of the proceedings of the Board.~~
- ~~(m) 2) Such minutes may be adopted after any necessary amendments are made provided the Board members have been furnished with a copy at least the day prior to the meeting.~~
- ~~3) All Board minutes shall be signed by the Chair and the Chief Librarian.~~
- ~~(n)(l)~~ The In-Camera agenda shall be set by the Board or appropriate Committee Chair, in consultation with the Chief Librarian, prior to the meeting. During the meeting, the Board may move to refer an appropriate item to an In-Camera session.

~~(e)~~(m) A part of a Board or Board Committee meeting may be closed to the public if the subject matter being considered relates to or is one or more of the following:

- i. Personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the Library;
- ii. Personal information about an identifiable individual who is being considered for an award or honour, or who has offered to provide a gift to the Library on condition of anonymity;
- iii. Labour relations or other employee relations;
- iv. The security of the property of the Library;
- v. Property matters where a divulgence of the discussion would likely result in prejudice to the Library
- vi. Law enforcement, if the Board considers that disclosure could reasonably be expected to harm the conduct of an investigation under or enforcement of an enactment;
- vii. Litigation or potential litigation affecting the Library;
- viii. The receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- ix. Information that is prohibited, or information that if it were presented in a document would be prohibited, from disclosure under section 21 (disclosure harmful to business interests of a third party) of the Freedom of Information and Protection of Privacy Act.
- x. Negotiations and related discussions respecting the proposed provision of an activity, work or facility that are at their preliminary stages and that, in the view of the Board, could reasonably be expected to harm the interests of the Library if they were held in public;
- xi. The consideration of whether a Board meeting should be closed under a provision of this subsection.

~~(e)~~(n) Staff reports should identify when the agenda item can be removed from in-camera, if ever, and, wherever feasible and appropriate, the removal of an item from in-camera should be set in the motion of the report as a pre-approval by the Board so that staff may remove the item as a matter of operations.

If an in-camera item does not have an associated pre-approval from the Board for removal from in-camera, the decision to remove the item from in-camera must first be decided by an in-camera vote of the Board.

~~(e)~~(o) When an item is removed from in-camera, the approved motions will be included in the Board package of the next open meeting.

8. ORDER

- (a) The Chair shall preserve order and decide all questions of order, subject to an appeal to the Board.
- (b) On request, the Chair shall state the rule applicable in determining the point of order:
 - There shall be an appeal to the Board from the ruling of the Chair. This appeal shall be decided without debate; the Chair putting the question, "Shall the decision of the Chair be sustained?"
 - If the Chair is sustained, the position taken by the Chair shall be acted upon.
 - If the Chair is not sustained, the appeal is successful and the Chair recognizes the member's point of order as valid and directs the proceedings accordingly.
- (c) A two-thirds vote of the members present shall be necessary to overrule the Chair.

9. ORDER OF BUSINESS

- (a) The general Order of Business at a Regular Meeting shall ordinarily be as follows (to be confirmed at the Inaugural Meeting):
 - Establishment of Quorum
 - Delegations / Presentations
 - Approval and Additions to the Agenda
 - Approval of Minutes of Previous Meeting
 - Request for Information from Union, VPL Friends, VPL Foundation ~~BCLTA and InterLINK trustee representatives,~~ and individual Board members
 - Decision items
 - Discussion items
 - Consent Agenda (Information items including reports from BCLTA, Interlink, trustee liaisons and individual Board members)
 - New Business
 - Adjournment
- (b) By a majority vote of the members present and without debate, the Order of Business of any Regular Meeting may be varied.
- (c) The Chief Librarian, in consultation with the Chair, shall prepare the agenda for the Board meeting.

10. VOTING

- (a) See Sections ~~86~~(a), (b), and (c) ~~and (d)~~ respecting order.
- (b) The Chair shall name the designated speaker.
- (c) Any member may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.

- (d) Every member present at a Board meeting, when a question is put, shall vote thereon, unless they have declared a conflict of interest, are excluded by the Chair, or unless the member declares that they are prohibited by law from voting; and if any member persists in refusing to vote for other than the reasons hereinbefore stated, they shall be recorded as voting in the affirmative on the question before the Board.
- (e) In the case of an equal division on any vote taken, the question shall be decided in the negative.
- (f) If any member shall call for a recorded vote, the names of those voting "for" or "against" the question shall be entered in the minutes.
- (g) In all cases, other than when a recorded vote is called for, the names of those voting in the negative shall only be entered in the minutes upon the request of the member so voting.
- (h) The method of holding a secret ballot shall be as follows:
 - Each member of the Board shall register a vote in writing on a numbered ballot provided. The Chief Librarian shall collect the ballots and shall call out and record the votes, and shall record the number of votes for and against in the minutes.
- (i) When a member is speaking, no other member shall interrupt except to raise a point of order. When a question is being put to vote, no member shall walk across or out of the room, or make any noise or disturbance until the votes are taken.

11. RESCIND

No resolution passed by any Board shall be rescinded during the Board's term of office except by a 2/3 vote of the entire Board. The Board's term of office shall be from Inaugural Meeting to Inaugural Meeting.

12. RULE OF PROCEDURE

- (a) Any rule of procedure under this policy may be suspended during the meeting by a vote of two-thirds of the members present.
- (b) In all unprovided cases, the proceedings of the Board and its Committees shall be guided by Robert's Rules of Order, newly revised.

13. MOTIONS

- (a) All motions at Board meetings shall be seconded before being debated or put from the Chair. Motions at Committee meetings do not require a seconder.
- (b) Prior to decision or amendment, a motion may be withdrawn with the approval of the Board.
- (c) Amendments shall be put in the reverse order to that in which they are moved. Every amendment submitted shall be decided upon or withdrawn before the main question

is put to vote. Only one amendment of the main motion and one amendment to the amendment may be permitted at any time.

- (d) When the question under consideration contains more than one distinct proposition, a separate vote upon each proposition shall be taken if any member so requires.
- (e) After the question is finally put by the Chair, no member shall speak to the question nor shall any other motion be made until after the result is declared, and the decision of the Chair as to whether the question has been finally put shall be conclusive.
- (f) A question or referral, until it is decided, shall preclude all amendments of the main question.

14. NEW BUSINESS

- (a) New Business shall be considered as business not on the Board agenda.
- (b) Any member desiring to bring before the Board any new matter requiring a decision of the Board at that meeting, other than a point of order or of privilege, shall do so by way of motion.
- (c) If any member present at the time such motion is presented and before debate thereon calls for a "notice of motion", then the motion shall be at once ordered placed on the agenda of the next meeting of the Board.

15. NOTICE OF MOTION

Any member may give "notice" of a motion by giving a copy to the Chair during a Meeting of the Board and upon being acknowledged by the Chair in a formal session, the motion shall appear in the minutes of that meeting as "Notice of Motion", and be placed on the agenda of the next regular meeting of the Board.

16. ENQUIRIES

~~Any member of the Board shall have the right to seek information by means of a question relating to any matter connected with the business of the Board. Questions shall be addressed to the Chair or through the Chair to any other member of the Board or staff present. Such question shall not include any argument or opinion nor any facts beyond those necessary by way of explanation. Replies to questions shall be factual and limited to the terms of the question.~~

16. ADDITIONAL MEETINGS

In addition to the regular meetings of the Board and its Committees the following meetings may be called at the discretion of the Board:

- (a) Extraordinary Meetings may be scheduled by the Board to deal with specific subjects of significance as specified in Section [75](#)(f) of this Policy.

- (b) Public Meetings may be convened by the Board to request public input on specific issues. The rules and procedures for a specific meeting will be determined by the Board and they will be communicated in the appropriate manner to the public along with the notice of the meeting.
- (c) A meeting or event may be held once a year for the Public, at which time the Vancouver Public Library's annual report or other such information, as deemed appropriate, will be presented. Notice will be sent to interested parties, including City Council, Vancouver Board of Parks and Recreation and the Vancouver School Board.

17. SPEAKING TIME

The Chair may limit a member to five minutes speaking time on any subject, except in the case of the mover of a motion, who then may have an additional five minutes in which to close the debate.

No member shall speak more than once on the same question without the permission of the Chair, and only after each member has taken or passed his turn of speaking.

18. ADJOURNMENTS

A motion to adjourn shall always be in order, but no second motion to the same effect shall be made until some intermediate proceeding shall have been made.

19. COMMITTEES

The Board has three standing Committees: the Community Relations, Planning and Development Committee; the Services, Finance and Human Resources Committee; and the Governance Committee. The Board may also appoint Ad Hoc Committees.

- (a) Committees shall be appointed by the Board specifying the Terms of Reference and any instructions.
- (b) The Chair of the Board, after consulting with all Board members on their Committee preference, shall propose members to sit on Committees and after consultation with Board members, shall propose Chairpersons of the Committees.
- (c) Committee appointments shall be recommended by the Board Chair immediately after the Inaugural Meeting or at any other time deemed appropriate, including the personnel thereof, and such other relevant information, as is necessary.
- (d) The Chair shall be responsible for calling the first Committee meeting and may call other meetings, as necessary.
- (e) A majority of the appointed members shall constitute a quorum.
- (f) The Chair of the Board shall be a member ex-officio of all Committees, and when present, shall be included in arriving at a quorum, and may vote on any motion.

~~Any Committee member shall have the right to submit a minority report to the Board.~~

- (g) All Committee reports shall be presented to the Board by the Committee Chair, or in their absence, by another member of the Committee.
- (h) Any Committee member shall have the right to submit a minority report to the Board.
- (i) In accordance with its particular function, a Committee may appoint sub- committees.
- (j) Any main motion of a Committee which results in a tie vote shall be reported by the Chair for the Board's consideration.
- (k) No action of any Committee, unless power to take such action is expressly conferred on the Committee, shall be binding on the Board, unless and until the same has been reported to the Board by such Committee, and such report has been adopted by the Board.
- (l) The general rules of procedure which apply to Board meetings shall apply to Committee meetings, as applicable.
- (m) At the first meeting of each Committee, the Committee's Purpose Statement and Terms of Reference shall be reviewed and updated.

20. ROLE AND RESPONSIBILITY OF BOARD CHAIR

The Library Board Chair, or if absent, a Vice Chair, shall:

- a) Set the agenda for Board meetings, with input from the Chief Librarian and Board members, as appropriate.
- b) Approve delegations to the Board.
- c) Chair Board meetings.
- d) Recommend the membership and Chair of Board committees and other Board assignments.
- e) Serve as an ex-officio member to the Board committees.
- f) Ensure that Management implements Board decisions.
- g) Sign Board minutes.
- h) Answer all correspondence addressed to the Library Board and circulate to Board.
- i) Coordinate presentations to City Council and its committees.
- j) Maintain liaison with all Board members and, in particular, committee chairs.
- k) Approve telephone or e-mail polls to be ratified at the next Board meeting, of Board members, in order to make required decisions when it is not possible or appropriate to call a Board meeting.
- l) Represent the Board at official functions, or delegate this role to another Board member as appropriate.
- m) Act as primary spokesperson for the Board.
- n) Write a report on behalf of the Board for inclusion in the Annual Report.

21. ROLE AND RESPONSIBILITY OF CHIEF LIBRARIAN AND BOARD - CHIEF LIBRARIAN LINKAGE

This section defines the decision-making responsibilities that are delegated to the Chief Librarian in terms of library operations, administration and management, levels of financial authority and accountability and performance evaluation. This policy ensures the accountability of the Chief Executive Officer to the Board in terms of personal and operational performance.

POLICY STATEMENT

It is the policy of the Vancouver Public Library Board that the Board's sole official connection to the operational organization, its achievement, and conduct will be through a Chief Librarian, whose sole accountability is to the Vancouver Public Library Board.

A. Accountability of the Chief Librarian

In order to facilitate optimum operational effectiveness, the Board recognizes that the Chief Librarian exercises all authority over and accountability of staff and operations.

- i. The Board deals only through the Chief Librarian unless otherwise delegated by the Board.
- ii. The Board will not give instructions to persons who report directly or indirectly to the Chief Librarian.
- iii. The Board will not evaluate, either formally or informally, any staff other than the Chief Librarian.

B. Unity of Control

Only the Board, by majority vote, has authority over the Chief Librarian.

- i. Decisions or instructions of individual Board members, officers or committees are not binding on the Chief Librarian except in circumstances when the Board has specifically authorized such instruction, through motion of the Board.
- ii. If Board members request information or assistance without Board authorization, the Chief Librarian can refuse such requests at their discretion.

C. Delegation to the Chief Librarian

All Board authority and accountability delegated to management is delegated through the Chief Librarian.

- i. The Board will instruct the Chief Librarian through written policies, Strategic Plan, Budget approval, and Board Motions, providing general direction on what is to be achieved and the values, behaviours and business practices of the

Library, allowing the Chief Librarian to use any reasonable interpretation of these policies.

- ii. The Chief Librarian is authorized to establish all further policies, make all decisions, take all actions and develop all activities, which are true to these Board directions.

D. Freedom of Information and Protection of Privacy Act

The Board delegates all powers and duties granted or vested in the head under the Freedom of Information and Protection of Privacy Act to the Chief Librarian.

E. Monitoring Executive Performance

The Board will evaluate the performance of the Chief Librarian based on the organization’s performance in its entirety and in the following specific areas:

- i. Progress toward achievements of the Mission, Vision, Values, and Strategic Goals and Budgets.
- ii. Organization’s operations within the boundaries of prudence and ethics, established through the Board’s Policies and decisions.
- iii. The Board will monitor the Chief Librarian’s performance by two mechanisms:
 - Monitor the progress towards the achievement of organizational goals through the receipt of management reports.
 - Undertake the annual formal evaluation of the Chief Librarian’s performance.

Policy Administration Roles and Responsibilities

Chief Librarian	<u>Oversees and recommends updates to the policy as required</u>
Governance Committee	<u>Reviews policy as required and recommends changes to the Board</u>
Board	Approves policy and revisions to the policy
Chief Librarian	Administers the policy

Approval History

ISSUED BY:	Library Board	APPROVED BY:	Library Board	DATE:	2001/05/28	
REVISED BY:	Library Board	APPROVED BY:	Library Board	DATE:	2014/12/04	

REVISED BY:	Directors Group	APPROVED BY:	Directors Group	DATE:	2016/03/03	FORMAT UPDATE
REVISED BY:	Governance Committee	APPROVED BY:	Library Board	DATE:	2016/07/27	
REVISED BY:	Governance Committee	APPROVED BY:	<u>Library Board</u>	<u>DATE:</u>	<u>2019/04/24</u>	

DATE OF NEXT REVIEW	<u>2024/04/24</u>	<u>REVIEW CYCLE</u>	5 Years
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APPENDIX B: DRAFT POLICY

SUBJECT: Board Procedure Policy	
CATEGORY: Board	POLICY CODE: VPL-BD-Board-

Objective

This policy sets out the procedures for the meetings of the Vancouver Public Library Board and its committees.

Scope

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21. Role and Responsibility of the Chief Librarian and Board-Chief Librarian Linkage

This Policy may be cited as the Board Procedure Policy and shall be applicable to all meetings of the Library Board and its committees.

1. PRESENTATIONS AND DELEGATIONS

- 1.1** Any member of the public may send correspondence or apply to be a delegation, either on their own behalf or as a representative of an organization or group, to present information, a viewpoint or a concern regarding matters that are the responsibility of the Library Board.
- 1.2** The Library Board reserves the right to approve a delegation, refuse a delegation, or request additional information before granting delegation status and depending on the nature of the concern, the Board may refer delegations or correspondence to the Chief Librarian for further review or resolution.

If issues or concerns are raised about a Vancouver Public Library employee's performance (other than of the Chief Librarian) as part of a delegation or submission, the Chair will direct the complainant to the Chief Librarian's office for resolution. Should an issue or concern be raised about the Chief Librarian's performance as part of the delegation or submission, the Library Board will review the matter.

- 1.3** A person or organization wishing to appear as a delegation shall satisfy the provisions of this section as set out below:

1.3.1 Board - Regular Delegations

- (a) A delegation wishing to appear before the Board shall advise the Executive Assistant by noon of the Wednesday in the week before the scheduled Board meeting. The request must stipulate the subject matter upon which the delegation wishes to speak.
- (b) The Executive Assistant shall notify a representative of the delegation at a time reasonably in advance of the date, time and place of the hearing.
- (c) The delegation appearance and the subject of the delegation will be included on the Regular Board agenda and each delegation shall be limited to a maximum time of five (5) minutes to make a presentation unless otherwise determined by leave of the Chair.

1.3.2 Board - Late Delegations

- (a) Any person or organization who deems their interests to be affected by an item on a Board agenda who because of circumstances, could not give earlier notice, may request to appear as a delegation before the Board by submitting a written request to the Executive Assistant no later than twelve o'clock noon the day before the Board meeting.
- (b) The written request must stipulate the subject matter upon which the delegation wishes to speak and explain why the Board should consider this late delegation.
- (c) The Executive Assistant will advise the Chair of the Board of the request.

- (d) The Board Chair will determine if the delegation will be heard at the Board meeting.
- (e) If the Board Chair agrees to hear the delegation, the Executive Assistant will circulate the written request to Board members on table at the Board meeting.
- (f) The delegation shall provide sufficient written copies of their submission for distribution to the Board at the time they are heard.

1.4 Conduct of Delegations

- (a) Each delegation to the Library Board shall be limited to presentations not more than 5 minutes in total unless otherwise determined by leave of the Chair.
- (b) Any person granted permission to address the Library Board shall confine their remarks to the stated business.
- (c) Library Board members may only ask questions of the delegation in order to seek clarification or ask for additional information. Staff may also be asked to provide clarification or to confirm information. Delegations to the Library Board provide an opportunity to receive information from the public and are not intended as a forum for debate.

2. INAUGURAL MEETING

The Inaugural Meeting may ordinarily take place at the first scheduled Board meeting in the calendar year at an hour to be fixed by the Chief Librarian in consultation with the members. In the event that new members have not been appointed to the Board, the Inaugural meeting may be postponed to the next scheduled Board meeting following the appointment of new members.

3. CHAIR

- (a) The Chief Librarian shall call the Inaugural Meeting to order and conduct the meeting for election of the Chair.
- (b) The Chair shall be elected from among the Board members present by majority vote.
- (c) If more than one candidate is nominated, there shall be a secret ballot. If there should be a tie vote, the Chief Librarian shall declare a one half hour recess and then reconvene the Board to hold a secret ballot. Should that vote also be a tie, the Chief Librarian shall adjourn the meeting for one week and continue the Inaugural Meeting at that time by holding the appropriate elections. The term of the Chair shall be until the next Inaugural Meeting.
- (d) In the event of the Chair being declared vacant, the Board shall forthwith elect a new Chair on the basis described in (b) and (c) above.
- (e) The Chair shall vote on all questions submitted and shall have the same rights and be subject to the same restrictions as to participation and debate as other members of the Board.

- (f) The Chair may vacate the Chair for purposes of debate only, in which case, a Vice Chair, or, if absent, some other Board member shall take the Chair for the purpose.

4. VICE CHAIR

- (a) There shall be two Vice Chairs to be elected for a term of one year by the Board, in the same manner as the Chair, with the Chair presiding.
- (b) In the event of the office of a Vice Chair being declared vacant, the Board may elect a new Vice Chair to complete the term.
- (c) When the Chair is unable to carry out all or any of the designated duties, the Vice Chair of the Board who has served the longer term, or if absent, the other Vice Chair, or if absent, such other appointed Board member shall act for the Chair until such time as the Board makes other arrangements.

5. SECRETARY

- a) The Chief Librarian is Secretary to the Library Board and shall record all minutes of the proceedings of the Board with the exception of meetings related to the performance of the Chief Librarian. When the performance of the Chief Librarian is the subject of a meeting, trustees will designate a trustee as Secretary.
- b) Such minutes may be adopted after any necessary amendments are made provided the Board members have been furnished with a copy at least the day prior to the meeting.
- c) All Board minutes shall be signed by the Chair and the Secretary in attendance at the meeting.

6. QUORUM

A quorum of the Board shall be a majority of all of its members, present in person, via teleconference, or by email during a special meeting under 7(g).

7. BOARD MEETINGS

- (a) Following the Inaugural Meeting, the Chief Librarian shall recommend a schedule of regular meetings for consideration, setting out the pertinent information.
- (b) The Board shall hold, at regular intervals, not less than five (5) regular meetings a year, following the Inaugural Meeting.
- (c) Notwithstanding (b) above, the Board may alter the numbers, the times and the dates of meetings as it sees fit as long as the Board meets six (6) times during the year.
- (d) The Chief Librarian shall ensure proper notice of any Board meeting is furnished to each member by having notice of such meeting delivered to the members at their place of business, residence, by personal delivery, or electronic mail.

- (e) Except by unanimous consent of all members, at least 48 hours' notice of all Board meetings shall be given.
- (f) The Chair or any 2 members may call a special meeting of the Library Board by notifying, in writing, the other members at least 2 days before the meeting and stating in the notice the purpose of the meeting.
- (g) Should a Board or Committee decision be required between monthly meetings, the Board or Committee Chair may authorize a telephone or e-mail poll of the Board or Committee in order to arrive at the decision. Minutes of the email or telephone meeting will be presented for approval by the Board at the next regular meeting of the Board. Should 2 members declare a preference for an in-person meeting to discuss the item and timing permits; the Chair will call an in-person special meeting.
- (h) If after the expiry of half an hour from the appointed time of the meeting, a quorum is not present, the Chair (or Acting Chair), may convene a meeting of the Committee of the Whole. This Committee shall follow the scheduled Board agenda and its deliberations shall be ratified at the next full Board meeting. (Any urgent business requiring action by Management in the interim may be settled by a telephone or e-mail poll authorized by the Chair.)
- (i) No action of the Board shall be considered passed unless at least four (4) members vote on the resolution.
- (j) If the Chair or a Vice Chair are not present at the appointed time of meeting, when the quorum is present, Board members may elect an acting Chair, who has, during the meeting, all the powers of the Chair and is subject to all rules applicable to the Chair.
- (k) The Chief Librarian or delegate will be present in all meetings of the Board, with the exception of meetings related to the performance of the Chief Librarian. Other staff may be requested to leave at the discretion of the Chief Librarian or Board. In the event the Board must discuss a matter related to the termination of the Chief Librarian, the City Solicitor will be invited to be present
- (l) The In-Camera agenda shall be set by the Board or appropriate Committee Chair, in consultation with the Chief Librarian, prior to the meeting. During the meeting, the Board may move to refer an appropriate item to an In-Camera session.
- (m) A part of a Board or Board Committee meeting may be closed to the public if the subject matter being considered relates to or is one or more of the following:
 - i. Personal information about an identifiable individual who holds or is being considered for a position as an officer, employee or agent of the Library;
 - ii. Personal information about an identifiable individual who is being considered for an award or honour, or who has offered to provide a gift to the Library on condition of anonymity;
 - iii. Labour relations or other employee relations;
 - iv. The security of the property of the Library;
 - v. Property matters where a divulgence of the discussion would likely result in prejudice to the Library

- vi. Law enforcement, if the Board considers that disclosure could reasonably be expected to harm the conduct of an investigation under or enforcement of an enactment;
 - vii. Litigation or potential litigation affecting the Library;
 - viii. The receipt of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - ix. Information that is prohibited, or information that if it were presented in a document would be prohibited, from disclosure under section 21 (disclosure harmful to business interests of a third party) of the Freedom of Information and Protection of Privacy Act.
 - x. Negotiations and related discussions respecting the proposed provision of an activity, work or facility that are at their preliminary stages and that, in the view of the Board, could reasonably be expected to harm the interests of the Library if they were held in public;
 - xi. The consideration of whether a Board meeting should be closed under a provision of this subsection.
- (n) Staff reports should identify when the agenda item can be removed from in-camera, if ever, and, wherever feasible and appropriate, the removal of an item from in-camera should be set in the motion of the report as a pre-approval by the Board so that staff may remove the item as a matter of operations.

If an in-camera item does not have an associated pre-approval from the Board for removal from in-camera, the decision to remove the item from in-camera must first be decided by an in-camera vote of the Board.

- (o) When an item is removed from in-camera, the approved motions will be included in the Board package of the next open meeting.

8. ORDER

- (a) The Chair shall preserve order and decide all questions of order, subject to an appeal to the Board.
- (b) On request, the Chair shall state the rule applicable in determining the point of order:
 - There shall be an appeal to the Board from the ruling of the Chair. This appeal shall be decided without debate; the Chair putting the question, "Shall the decision of the Chair be sustained?"
 - If the Chair is sustained, the position taken by the Chair shall be acted upon.
 - If the Chair is not sustained, the appeal is successful and the Chair recognizes the member's point of order as valid and directs the proceedings accordingly.
- (c) A two-thirds vote of the members present shall be necessary to overrule the Chair.

9. ORDER OF BUSINESS

- (a) The general Order of Business at a Regular Meeting shall ordinarily be as follows (to be confirmed at the Inaugural Meeting):
- Establishment of Quorum
 - Delegations / Presentations
 - Approval and Additions to the Agenda
 - Approval of Minutes of Previous Meeting
 - Request for Information from Union, VPL Friends, VPL Foundation
 - Decision items
 - Discussion items
 - Consent Agenda (Information items including reports from BCLTA, Interlink, trustee liaisons and individual Board members)
 - New Business
 - Adjournment
- (b) By a majority vote of the members present and without debate, the Order of Business of any Regular Meeting may be varied.
- (c) The Chief Librarian, in consultation with the Chair, shall prepare the agenda for the Board meeting.

10. VOTING

- (a) See Sections 8(a), (b), and (c) respecting order.
- (b) The Chair shall name the designated speaker.
- (c) Any member may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a member while speaking.
- (d) Every member present at a Board meeting, when a question is put, shall vote thereon, unless they have declared a conflict of interest, are excluded by the Chair, or unless the member declares that they are prohibited by law from voting; and if any member persists in refusing to vote for other than the reasons hereinbefore stated, they shall be recorded as voting in the affirmative on the question before the Board.
- (e) In the case of an equal division on any vote taken, the question shall be decided in the negative.
- (f) If any member shall call for a recorded vote, the names of those voting "for" or "against" the question shall be entered in the minutes.
- (g) In all cases, other than when a recorded vote is called for, the names of those voting in the negative shall only be entered in the minutes upon the request of the member so voting.

- (h) The method of holding a secret ballot shall be as follows:
- Each member of the Board shall register a vote in writing on a numbered ballot provided. The Chief Librarian shall collect the ballots and shall call out and record the votes, and shall record the number of votes for and against in the minutes.
- (i) When a member is speaking, no other member shall interrupt except to raise a point of order. When a question is being put to vote, no member shall walk across or out of the room, or make any noise or disturbance until the votes are taken.

11. RESCIND

No resolution passed by any Board shall be rescinded during the Board's term of office except by a 2/3 vote of the entire Board. The Board's term of office shall be from Inaugural Meeting to Inaugural Meeting.

12. RULE OF PROCEDURE

- (a) Any rule of procedure under this policy may be suspended during the meeting by a vote of two-thirds of the members present.
- (b) In all unprovided cases, the proceedings of the Board and its Committees shall be guided by Robert's Rules of Order, newly revised.

13. MOTIONS

- (a) All motions at Board meetings shall be seconded before being debated or put from the Chair. Motions at Committee meetings do not require a seconder.
- (b) Prior to decision or amendment, a motion may be withdrawn with the approval of the Board.
- (c) Amendments shall be put in the reverse order to that in which they are moved. Every amendment submitted shall be decided upon or withdrawn before the main question is put to vote. Only one amendment of the main motion and one amendment to the amendment may be permitted at any time.
- (d) When the question under consideration contains more than one distinct proposition, a separate vote upon each proposition shall be taken if any member so requires.
- (e) After the question is finally put by the Chair, no member shall speak to the question nor shall any other motion be made until after the result is declared, and the decision of the Chair as to whether the question has been finally put shall be conclusive.
- (f) A question or referral, until it is decided, shall preclude all amendments of the main question.

14. NEW BUSINESS

- (a) New Business shall be considered as business not on the Board agenda.
- (b) Any member desiring to bring before the Board any new matter requiring a decision of the Board at that meeting, other than a point of order or of privilege, shall do so by way of motion.
- (c) If any member present at the time such motion is presented and before debate thereon calls for a "notice of motion", then the motion shall be at once ordered placed on the agenda of the next meeting of the Board.

15. NOTICE OF MOTION

Any member may give "notice" of a motion by giving a copy to the Chair during a meeting of the Board and upon being acknowledged by the Chair in a formal session, the motion shall appear in the minutes of that meeting as "Notice of Motion", and be placed on the agenda of the next regular meeting of the Board.

16. ADDITIONAL MEETINGS

In addition to the regular meetings of the Board and its Committees the following meetings may be called at the discretion of the Board:

- a) Extraordinary Meetings may be scheduled by the Board to deal with specific subjects of significance as specified in Section 7(f) of this Policy.
- b) Public Meetings may be convened by the Board to request public input on specific issues. The rules and procedures for a specific meeting will be determined by the Board and they will be communicated in the appropriate manner to the public along with the notice of the meeting.
- c) A meeting or event may be held once a year for the public, at which time the Vancouver Public Library's annual report or other such information, as deemed appropriate, will be presented. Notice will be sent to interested parties, including City Council, Vancouver Board of Parks and Recreation and the Vancouver School Board.

17. SPEAKING TIME

The Chair may limit a member to five minutes speaking time on any subject, except in the case of the mover of a motion, who then may have an additional five minutes in which to close the debate.

No member shall speak more than once on the same question without the permission of the Chair, and only after each member has taken or passed his turn of speaking.

18. ADJOURNMENTS

A motion to adjourn shall always be in order, but no second motion to the same effect shall be made until some intermediate proceeding shall have been made.

19. COMMITTEES

The Board has three Standing Committees: the Community Relations, Planning and Development Committee; the Services, Finance and Human Resources Committee; and the Governance Committee. The Board may also appoint Ad Hoc Committees.

- a) Committees shall be appointed by the Board specifying the Terms of Reference and any instructions.
- b) The Chair of the Board, after consulting with all Board members on their Committee preference, shall propose members to sit on Committees and after consultation with Board members, shall propose Chairpersons of the Committees.
- c) Committee appointments shall be recommended by the Board Chair immediately after the Inaugural Meeting or at any other time deemed appropriate, including the personnel thereof, and such other relevant information, as is necessary.
- d) The Chair shall be responsible for calling the first Committee meeting and may call other meetings, as necessary.
- e) A majority of the appointed members shall constitute a quorum.
- f) The Chair of the Board shall be a member ex-officio of all Committees, and when present, shall be included in arriving at a quorum, and may vote on any motion.
- g) All Committee reports shall be presented to the Board by the Committee Chair, or in their absence, by another member of the Committee.
- h) Any Committee member shall have the right to submit a minority report to the Board.
- i) In accordance with its particular function, a Committee may appoint sub-committees.
- j) Any main motion of a Committee which results in a tie vote shall be reported by the Chair for the Board's consideration.
- k) No action of any Committee, unless power to take such action is expressly conferred on the Committee, shall be binding on the Board, unless and until the same has been reported to the Board by such Committee, and such report has been adopted by the Board.
- l) The general rules of procedure which apply to Board meetings shall apply to Committee meetings, as applicable.
- m) At the first meeting of each Committee, the Committee's Terms of Reference shall be reviewed and updated.

20. ROLE AND RESPONSIBILITY OF BOARD CHAIR

The Library Board Chair, or if absent, a Vice Chair, shall:

- a) Set the agenda for Board meetings, with input from the Chief Librarian and Board members, as appropriate.
- b) Approve delegations to the Board.

- c) Chair Board meetings.
- d) Recommend the membership and Chair of Board committees and other Board assignments.
- e) Serve as an ex-officio member to the Board committees.
- f) Ensure that Management implements Board decisions.
- g) Sign Board minutes.
- h) Answer all correspondence addressed to the Library Board and circulate to Board.
- i) Coordinate presentations to City Council and its committees.
- j) Maintain liaison with all Board members and, in particular, committee chairs.
- k) Approve telephone or e-mail polls to be ratified at the next Board meeting, of Board members, in order to make required decisions when it is not possible or appropriate to call a Board meeting.
- l) Represent the Board at official functions, or delegate this role to another Board member as appropriate.
- m) Act as primary spokesperson for the Board.
- n) Write a report on behalf of the Board for inclusion in the Annual Report.

21. ROLE AND RESPONSIBILITY OF CHIEF LIBRARIAN AND BOARD - CHIEF LIBRARIAN LINKAGE

This section defines the decision-making responsibilities that are delegated to the Chief Librarian in terms of library operations, administration and management, levels of financial authority and accountability and performance evaluation. This policy ensures the accountability of the Chief Executive Officer to the Board in terms of personal and operational performance.

POLICY STATEMENT

It is the policy of the Vancouver Public Library Board that the Board's sole official connection to the operational organization, its achievement, and conduct will be through a Chief Librarian, whose sole accountability is to the Vancouver Public Library Board.

A. Accountability of the Chief Librarian

In order to facilitate optimum operational effectiveness, the Board recognizes that the Chief Librarian exercises all authority over and accountability of staff and operations.

- i. The Board deals only through the Chief Librarian unless otherwise delegated by the Board.
- ii. The Board will not give instructions to persons who report directly or indirectly to the Chief Librarian.
- iii. The Board will not evaluate, either formally or informally, any staff other than the Chief Librarian.

B. Unity of Control

Only the Board, by majority vote, has authority over the Chief Librarian.

- i. Decisions or instructions of individual Board members, officers or committees are not binding on the Chief Librarian except in circumstances when the Board has specifically authorized such instruction, through motion of the Board.
- ii. If Board members request information or assistance without Board authorization, the Chief Librarian can refuse such requests at their discretion.

C. Delegation to the Chief Librarian

All Board authority and accountability delegated to management is delegated through the Chief Librarian.

- i. The Board will instruct the Chief Librarian through written policies, Strategic Plan, Budget approval, and Board Motions, providing general direction on what is to be achieved and the values, behaviours and business practices of the Library, allowing the Chief Librarian to use any reasonable interpretation of these policies.
- ii. The Chief Librarian is authorized to establish all further policies, make all decisions, take all actions and develop all activities, which are true to these Board directions.

D. Freedom of Information and Protection of Privacy Act

The Board delegates all powers and duties granted or vested in the head under the *Freedom of Information and Protection of Privacy Act* to the Chief Librarian.

E. Monitoring Executive Performance

The Board will evaluate the performance of the Chief Librarian based on the organization's performance in its entirety and in the following specific areas:

- i. Progress toward achievements of the Mission, Vision, Values, and Strategic Goals and Budgets.
- ii. Organization's operations within the boundaries of prudence and ethics, established through the Board's Policies and decisions.
- iii. The Board will monitor the Chief Librarian's performance by two mechanisms:
 - Monitor the progress towards the achievement of organizational goals through the receipt of management reports.
 - Undertake the annual formal evaluation of the Chief Librarian's performance.

Policy Administration Roles and Responsibilities

Chief Librarian	Oversees and recommends updates to the policy as required.
Governance Committee	Reviews policy as required and recommends changes to the Board.
Board	Approves policy and revisions to the policy
Chief Librarian	Administers the policy

Approval History

ISSUED BY:	Library Board	APPROVED BY:	Library Board	DATE:	2001/05/28	
REVISED BY:	Library Board	APPROVED BY:	Library Board	DATE:	2014/12/04	
REVISED BY:	Directors Group	APPROVED BY:	Directors Group	DATE:	2016/03/03	FORMAT UPDATE
REVISED BY:	Governance Committee	APPROVED BY:	Library Board	DATE:	2016/07-27	
REVISED BY:	Governance Committee	APPROVED BY:	Library Board	DATE:	2019/04/08	

DATE OF NEXT REVIEW	2024/04/24	REVIEW CYCLE	5 Years
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