



## **Thunder Bay Public Library Board By-Laws**

**Enacted by the Board on December 11 2025**

# Thunder Bay Public Library Board

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## 1.1 Corporate Seal

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

## 1.2 Names of Library Buildings

Buildings owned or leased by the Thunder Bay Public Library Board are known as the Waverley Library, Brodie Library, Mary J. L. Black Library, and the County Park Library.

## 1.3 Management Offices

The management offices of the Board shall be at the Waverley Library, 285 Red River Road, Thunder Bay, Ontario, P7B 1A9.

## 1.4 Policy Development

The Board shall be responsible for the development and review of all Board policies.

## 2.0 Review and Amendments to By-Laws

### 2.1 Review

Revision to any of the guiding authorities (Public Libraries Act, other legislation, Board Governance policies) may necessitate a review of these by-laws.

### 2.2 Amendments to the By-Laws/Rules of Order

Any of the clauses in these By-Laws may be repealed or amended at a regular or special meeting of the Board by motion, provided that members have received written notice of the proposed amendment at least 14 days prior to the meeting, or notice has been given at a previous Board meeting and recorded in the minutes which have been distributed to Board members. Any amendments to the By-Laws require an affirmative vote of two-thirds of those present at such meetings.

Whenever there is a dispute in regard to the procedure governing any meeting of the Board that is not covered in this By-law, the current edition of Robert's Rules of Order shall be followed.

All by-laws, parts of by-laws and procedural policies of the Board inconsistent with the provisions of this By-law are hereby repealed.

### 2.3 Effective Date

These by-laws are effective at the time of approval by Board motion.

### 3.0 Thunder Bay Public Library Board

#### 3.1 Composition of and Nominations for the Board

The Thunder Bay Public Library Board shall be comprised of 9 members made up as follows two (2) members of City Council, and seven (7) citizen representatives appointed by City Council.

#### 3.2 Terms of Appointment for Board Members

A Board member shall hold office for a term concurrent with the term of the City of Thunder Bay Council or until they resign or until their successor is appointed by City Council.

No Board member shall serve more than 3 consecutive terms.

Members of the Board shall serve without remuneration.

Appointees must meet the qualifications set out in the Public Libraries Act.

A Board member's seat becomes vacant if the Board member:

- is convicted of an indictable offence
- becomes incapacitated
- is absent from meetings of the Board for three consecutive months or three meetings in a 12 month period without permission.

Where a vacancy arises in the membership of the Board, City Council shall promptly appoint a person to fill the vacancy and to hold office for the unexpired term unless the unexpired term is fewer than 45 days.

Resignations should be presented in writing to the appointing body with a copy to the Chair of the Thunder Bay Public Library Board.

### 3.3 Responsibilities of the Board

#### 3.1 Board Job Description

The Board is responsible for the management and control of the Thunder Bay Public Library. The Board shall carry out those duties and requirements as established by the Public Libraries Act and the Regulations.

#### 3.2 Financial Year End Auditors

The Board shall appoint an external auditor for the Thunder Bay Public Library. The auditors are appointed for a term not exceeding 5 years.

Until changed by resolution of the Board, the financial year end shall be December 31.

### 3.3 Contracts

Contracts and obligations authorized by the Board may be signed by any of the Chair or Vice-Chair together with the CEO or designate.

### 3.4 Responsibilities of a Board Member

As a member of a Library Board, a member must act honestly and in good faith and in the best interests of the Library. This means the interests of the Library take precedence over personal interest or those of any group with which the member is associated or may favour.

Board members must uphold and conduct themselves in accordance with the *Thunder Bay Public Library Workplace Harassment, Sexual Harassment and Discrimination Policy*. This policy states that Thunder Bay Public Library believes that it is the right of all employees, Board members, volunteers and any person having a relationship with the Library to be treated with dignity and respect. The Library provides equal opportunities and is free from harassment.

Along with the governance, legal, and fiscal roles, Library Board members are expected to support and participate in community engagement by:

- Sustaining the Library as an essential community service
- Advocating the Library's role in the community
- Maintaining an open dialogue with the community
- Building strong relationships with municipal council
- Being aware of the municipal planning context
- Developing strategic partnerships with community groups and leaders.

In order to fulfill the above responsibilities, Thunder Bay Public Library requires a well-rounded Library Board with competent, experienced members. The Board should also reflect the diversity of the City and the surrounding communities that it serves. The member's job is not an easy one: it requires the ability to work towards a vision and to think in broad, future oriented terms while maintaining a commitment to move vision to reality. This requires understanding and discussing the philosophical aspects of library service while implementing the necessary governance measures to achieve desired services.

Each member must uphold the overall mission, vision, purpose, and values of the Library while acting strategically in the best interests of the public good. The Board speaks with one voice.

#### 3.4.1 Competencies & Qualifications

The core competencies and qualifications for a Thunder Bay Public Library Board Member are:

- Belief that the public library provides a unique and essential service to all residents within Thunder Bay

- Ability to seek and listen to input from all stakeholders
- Ability to approach people and problems with an open mind
- Ability to actively participate in discussion and deliberation and to attain positive outcomes

#### 3.4.2 Time Commitment

The Library Board holds a minimum of seven (7) regular monthly meetings a year.

The time commitment includes preparation time to read and consider reports and other information on library systems and public trends. Board meetings are generally two to three hours in length.

Board members are also required to participate on a variety of committees of the Board. Also, Board members are encouraged to represent the Library on external bodies and committees such as the Ontario Library Boards' Association, OLS, FOPL, etc., if possible.

#### 3.4.3 Compensation

Library Board members are not compensated for time devoted to Board activities.

#### 3.4.4 Code of Ethics

Members of the Board will:

- represent the interests of all people served by the organization, approach all Board issues with an open mind, and be prepared to make the best decision for the whole organization.
- focus their efforts on the mission of the organization and not on their own personal goals or goals of organizations to which they may be members.
- focus on policy making, planning, and advocacy, and not involve themselves directly in Library operations.
- strive to ensure that the public has access to the highest quality library services possible.
- support the Library's position on intellectual freedom.
- not use the organization or their service on the Board for their own personal advantage or for the advantage of their friends or supporters.
- keep confidential information confidential and do nothing to violate the trust of those who elected them to the Board or of those they serve.
- never exercise authority as a Board member except when acting in a meeting with the full Board or as they are specifically delegated by the Board.
- abide by the formal position of the Board even when they personally disagree.
- actively carry out their responsibilities as a Library Board member.

#### 3.4.5 Conduct of Board members

Members shall maintain a high standard of conduct and at all times comply with applicable laws.

No Member at any meeting shall:

- a. Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b. Leave their seat or make any disturbance while a vote is being taken or until the result is declared;
- c. Interrupt a Member while speaking, except to raise a point of order or a question of privilege;
- d. Speak disrespectfully or use offensive words against the Library, the Members, staff, or any member of the public;
- e. Speak beyond the question(s) under debate;
- f. Resist the rules of order or disobey the decision of the Chair on the questions or order or practices or upon the interpretation of the By-laws

#### 3.4.6 Conflict of Interest

The Board subscribes to the Thunder Bay Public Library Conflict of Interest Policy. Board members must be aware of and comply with all Conflict of Interest legislation.

#### 3.4.7 Confidentiality

The Thunder Bay Public Library Board may consider personnel and union matters, security, financial strategies, negotiations, actual or contemplated litigation, and property negotiations in In Camera meetings. Other matters will be considered in open meetings of the Board.

All Board members attending In Camera meetings must respect the confidentiality of all matters discussed in the In Camera meetings and no one present shall divulge any information discussed within such meetings. Relevant staff or others may be invited by the Board to give information at any time.

Once an issue has been discussed In Camera, a decision made, and the Board's position of being jeopardized removed, the decision of the Board may or may not be announced and recorded in open session.

Confidential records and minutes of the In Camera session will be kept, reviewed at the In Camera Session of the next Board meeting, but will not be distributed. In Camera minutes are to be kept by the Chair and/or Vice Chair, or other Board member in a secure place.

#### 3.4.8 Indemnification

Every member of the Board and every member of a committee, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to

time and at all times, be indemnified and saved harmless out of the funds and assets of the Board, from and against: all damages, costs, charges and expenses whatsoever which a Member, officer, committee member or Chief Executive Officer sustains and/or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution or intended execution in good faith of the duties of their office.

All other authorized costs, charges, and expenses that they incur in good faith occasioned in the ordinary course of business for the Board while acting in relation to the affairs of the Board.

### 3.4.9 Evaluation

#### 3.4.9.1 Evaluation of the CEO

In accordance with its mandate the Chair of the Board and the Human Resources Committee will conduct an annual performance review of the CEO.

#### 3.4.10 Board Evaluation

The Board is encouraged to regularly self-evaluate and seek out opportunities for professional development.

### 3.5 Officers of the Board

The members of the Board shall elect a Chair of the Board and a Vice-Chair of the Board from its membership at the first meeting of the Board for the term of the Board and each officer shall hold office during the remainder of the term of the Board and until the election of a successor. (Public Libraries Act 14.3)

The election of officers shall be conducted by asking for nominations for the office of Chair and Vice-Chair of the Board. If more than one nomination is received for any office, a vote by secret ballot shall be conducted by the Chief Executive Officer and the Secretary of the meeting.

### 3.6 CEO

The Board shall appoint a Chief Executive Officer who shall not be a member of the Board.

The CEO shall have the general supervision over and direction of the operations of the public library and its staff, shall attend all Board meetings and shall have other powers and duties that the Board may assign to him or her from time to time.

The CEO shall be the Secretary-Treasurer of the Board until the Board otherwise determines.



### 3.7 Secretary-Treasurer

The duties of the Secretary-Treasurer shall be to conduct the Board's official correspondence, keep minutes of every meeting of the Board, receive and account for all the Board's money, open an account or accounts in the name of the Board in a chartered bank, trust company, or credit union approved by the Board, deposit all money received on the Board's behalf to the credit of that account or accounts, and disburse the money as the Board directs.

### 3.8 Duties of the Chair

The Chair shall preside at all meetings of the Board and shall be ex-officio member of all committees and shall be notified of all committee meetings. In the event of a tie vote, the Chair shall cast the deciding vote.

The Chair (or Vice-Chair or designated member of the Library Board) shall approve by signature all expenses incurred by the CEO for travel, mileage, corporate expenses, or any other expenses of more than \$25.00 which are reimbursed by the Thunder Bay Public Library

### 3.9 Duties of the Vice Chair

The Vice-Chair shall, in the absence of the Chair perform all the Chair's duties. In the absence of the Vice-Chair, these duties shall be performed by such other member of the Board as may be appointed for the purpose.

### 3.10 Duties of Signing Officers

Expenditures shall be as the Board directs from time to time. All cheques of the Board shall bear the signatures of the Board Chair or Vice-Chair, and one of the CEO or any Director with signing authority. Such signatures may be affixed by mechanical means as authorized by the Board from time to time.

### 3.11 Meetings of the Board

#### 3.11.1 Regular Meeting

The Board shall hold regular meetings at least 7 times per year (except July and August) and on days designated by the Board.

The Board may meet as a Committee of the Whole as scheduled by the Board.

Should any regular meeting date of the Board fall on a statutory or civic holiday, the meeting shall be held on a day determined by a majority of the Board.

Notices of regular meetings and agenda packages shall be made available to members approximately one week prior to the meeting.

Board meetings shall be open to the public, except where the Board is of the opinion

that intimate financial or personal matters may be disclosed at a meeting and the desirability of protecting against the consequences of their public disclosure outweighs the desirability of holding the meeting in public, the Board may hold that meeting or portion of the meeting in the absence of the public (see In-Camera Meeting).

### 3.11.2 In Camera or Closed Meeting

Excluding the minutes, no notes will be taken in an In Camera Session.

Public Libraries Act 16.1 (4) Closed meetings:

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) labor relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the board;
- (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a board or committee of a board may hold a closed meeting under another Act. 2002, c. 17, Sched. C, s. 24 (5).

When the Board determines that matters should be dealt with in the absence of the public, a motion to move into an In Camera session must be moved, seconded, and approved by majority vote. Motions to move in camera are not debatable. At the conclusion of the In Camera meeting, a motion must be moved, seconded, and approved by majority vote to return to public session, and a motion to confirm motions approved in camera shall be passed. Brief minutes will be kept and read but not distributed at the next Board meeting In Camera session.

### 3.11.3 Special Meeting

Special meetings of the Board may be held at any time at the call of the Chair or on written request of any two members of the Board. At least two days prior notice of every special meeting of the Board shall be given. The specific purpose and detail of all business to be conducted at such meetings shall be stated.

### 3.11.4 Election of the Chair/Vice-Chair

At the meeting when the Chair and Vice-Chair of the Board are elected, the Procedure shall be as follows:

1. Call to Order (by the CEO/Secretary-Treasurer of the Board)
2. Election of Chair of the Board

- Motion required
- 3. Election of Vice-Chair of the Board  
Motion required
- 4. Motion to destroy ballots

### 3.11.5 Quorum

A majority of members shall constitute a quorum at any meeting of the Board.

If a quorum is not present within thirty minutes after the hour for which any meeting of the Board has been called, the Chief Executive Officer shall record the names of such members as are present and the Board shall continue the meeting.

Resolutions made at this time are to be voted on at the next Board meeting.

The Board Chair and CEO shall be notified by a member of the Board in the event of anticipated absence from a meeting of the Board and its Committees. If a majority of the members will be absent, the CEO shall inform all members of the Board that the meeting is cancelled.

In order to properly record members present during Board or Committee meetings the Secretary shall note when a member arrives late or leaves early, both by noting the time of late arrival or early departure, and also at what point in the meeting this arrival or departure occurs.

### 3.11.6 Attendance at Board Meetings

It is expected that a member be physically present for Board meetings. In extenuating circumstances, the Board may agree for a member to attend a meeting electronically.

In cases where an emergency meeting is deemed necessary, an electronic meeting can be held.

### 3.12 Committees of the Board

The Board shall establish by resolution such standing committees for specific purposes as it may deem advisable. The Board Chair is an ex-officio member of each committee and shall receive notice of the meetings of all committees.

A quorum of any standing committee shall be at least 50 percent of the membership of the committee.

#### 3.12.1 Committee Appointments

At the first meeting of each Board term, standing committees will be appointed. The members of the standing committees shall elect their own Chair. There will be an attempt to balance the number of members on each standing committee.

Standing committees and their Chairs shall remain in place for the term of the Board, subject to the discretion of the Board. The Board has two Standing

Committees: Finance & Audit Committee and the Human Resources Committee.

### 3.12.2 Committee Roles and Responsibilities

Each Board committee has a set of responsibilities that ensures that the full Board can stay focused on matters of strategic importance. Board committee updates are provided to the full Board, at each of its meetings as applicable, and committee recommendations are brought forward as required. The full Board undertakes its own deliberation process prior to determining its approval of specific activities.

Finance and Audit committee is responsible for Finance & Audit plus General Administration Policies

Human Resources is responsible for Human Resources Policies, The Board By-Laws & Library Services Policies