

**Mission Statement**  
*Freedom to Discover*

**Strategic Priorities**  
*A Community Beacon Relevant and Responsive*  
*Learning and Innovative Organization*

**HAMILTON PUBLIC LIBRARY BOARD**

**Special Meeting**  
**Monday, January 11, 2021**  
**Central Library, Board Room**

5:30 PM Meeting

**AGENDA**

1. **Link to Teams Live Meeting**
2. **Call to Order**
3. **Confirmation of the Agenda**
4. **Review of the Board Bylaws on Nominations and Elections Process**
5. **Private and Confidential - In camera discussion**
6. **Motion to Adopt the Proposed Slate of Nominations**
7. **Adjournment**

**Date:** January 11, 2021  
**To:** Chair and Members of the Board  
**From:** Paul Takala, Chief Librarian/CEO  
**Subject:** **Link to Teams Live Meeting**

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## **BACKGROUND:**

**Link to Teams Live Meeting**

## **CONFIDENTIAL**

**Date:** January 11, 2021  
**To:** Nominations Committee  
**From:** Paul Takala, CEO/Chief Librarian, Secretary of the Board  
**Subject:** **Review of Board Bylaws on Nominations and Election Process**

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### **BACKGROUND**

Annually the Library Board appoints a Nominating Committee to gather and review Board members' expressions of interest in serving as Officers. Here are the relevant sections from the Bylaws that govern the process.

### **RELEVANT SECTIONS OF THE BY-LAWS**

#### **3.0 OFFICERS**

The Board shall have the following officers:

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

#### **3.1 CHAIR**

In the first year of a new Board's term the Chair shall be elected at the inaugural meeting of the Board and serve until January, when there will be the election of the Chair for that year. In each subsequent year of a Board's term, the election of the Chair shall take place in January. The Chair shall hold office for one year and may be re-elected for a maximum of one additional consecutive year (See **Elections Section 5.0**).

The primary role of the Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with all relevant legislation and with the rules of procedure adopted by the Board.

The Chair's responsibilities include:

- 1) Presiding at regular and special meetings of the Board in the manner and extent prescribed by the Board.
- 2) Committing the Board to no course of action unless specifically authorized by the Board to do so.
- 3) Serving as an ex officio member of all Board committees.
- 4) Only the Chair may represent and speak for the Board in an official capacity to outside parties in announcing Board-stated positions and in stating Chair decisions.
- 5) Acting as one of the authorized signing officers of all documents pertaining to Board business.
- 6) Representing the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board.

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

### **3.2 VICE-CHAIR**

The Vice-Chair shall be elected at the first meeting of the Board in each year, shall hold office for one year and may be re-elected for a maximum of one additional consecutive year.

The Vice-Chair, in the absence or illness of the Chair, shall act in the place and stead of the Chair and while so acting has all the powers of the Chair.

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

### **3.3 SECRETARY**

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

### **3.4 TREASURER**

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

## **5.1 INAUGURAL MEETING**

In the first year of its term, the Board shall hold its inaugural meeting at a place and time to be determined by the Chief Executive Officer, provided that such meeting shall be held within 30 days of the appointment of a majority of its members.

## **5.2 ELECTIONS**

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

The Secretary of the Board shall take the chair and shall call for the Nominating Committee Report with the full slate of nominations for the Chair, Vice-Chair and members of the standing committees. The Chief Executive Officer shall introduce the nominee for each position individually and then ask if there are any nominations from the floor for the same position.

Any member of the Board has the right to make nominations from the floor. This can either be a self-nomination for any position - Chair, Vice-Chair or member of a standing committee – or the nomination of someone else.

1. Nominations shall be made with no seconder required.
2. Nominations shall be closed by a motion made and seconded.
3. Voting shall be by secret ballot.
4. The nominee receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer.
5. Should no member receive a clear majority, balloting shall proceed with the nominee's name receiving the smallest number of votes being dropped.

### **6.12.1 NOMINATING COMMITTEE**

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

In a municipal election year, the outgoing Chair of the Board shall appoint the Nominating Committee from among the members of the new Board immediately following the appointment of the new Board by City Council.

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

**Duties of the Nominating Committee:**

1. To select from the nominations received for each position or standing committees, the most appropriate candidate. In their selection across the whole slate, the Committee will endeavour to balance candidates with expertise and new Board Members with a view to succession planning over the term of the Board.
2. To recruit candidates for those positions where no nominations have been received.
3. If any member of the Nominating Committee intends to stand for election as Chair or Vice Chair, they shall inform the Nominating Committee and withdraw from it.
4. To ensure that their report indicating the full slate of candidates is ready to be included with the January Board meeting package.
5. To ensure that the right of any member to either self-nominate or nominate someone else for any of the positions from the floor during elections in January is clearly outlined in their report.

**6.12.2 AUDIT COMMITTEE**

The **Audit Committee** oversees the financial reporting process, monitors the choice of accounting policies and procedures and monitors internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting.

The Committee is independent of the auditing function and ensures appropriate actions are taken with audit findings. The Committee has no direct responsibility for the operations and functions of audit areas. It does, however, make recommendations to the Board regarding both factors.

The Audit Committee will be composed of four members of the Hamilton Public Library Board, one of whom shall be the Chair of the Hamilton Public Library Board. Preference will be given to Library Board Members who are financially literate with relevant background in financial matters (i.e. prior experience as a business person, recognized accounting designation, work in the accounting profession, or in the financial accounting department of a current or past organization). Committee members will have no current business relationship or financial interests with the Library or its management.

Members will be appointed at the first meeting in each year of the Board's term and will serve until the end of the year. The members of the Audit Committee will appoint one of the members as Chair who will chair the meeting of the Audit Committee and perform such other duties as required to ensure the proper functioning of the Committee.