



Section of Policy Manual: Governance	Policy No. : GOV-10
Subject: Terms of Reference for Committees	Effective Date: April 14, 2016
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## 1. BACKGROUND

According to the Gravenhurst Public Library (GPL) procedural bylaws, the Board of Directors (Board) may establish standing committees to study and report on specific matters. The committees' objectives are to facilitate Board processes and promote effective decision-making. The Board will approve a mandate for each standing committee which will outline their area of responsibility. The Chair is an ex officio member of all GPL standing committees with voting privileges only to break a tie.

Standing committees operate under delegated authority from the Board and so will not take action or make decisions without the agreement of the Board.

The following Terms of Reference apply to all Board committees and are the administrative and operating procedures of all GPL standing committees.

## 2. POLICY

### Membership

- A. Eligibility to serve on GPL standing committees, and on bodies to which the GPL elects members, shall be restricted to Board members and to certain categories of staff as set out in the composition of each standing committee.
- B. The Board Chair appoints the members and chairs of each committee.
- C. The Board reviews at least biannually the composition of all standing committees and, on receiving the recommendations of the chair, revises or confirms the membership and chair of each committee accordingly. The members and chairs of the committees hold their positions at the pleasure of the Board.
- D. Each committee must keep the Board regularly informed of its activities and bring forward on a timely basis any recommendations required under its mandate. The chair of each committee provides a report to the Board at the next Board meeting.



- E. Members are expected and directed to divest themselves of personal and parochial interests and to act in the best interests of the GPL.
- F. Each committee will be comprised of Board members, the Board Chair (ex officio) and the secretary of the Board.

**Committee chair**

The chair of the committee (or designated alternate) presides at each meeting. The committee chair's role is to:

- A. ensure that the committee meets as required
- B. set the agenda for each meeting
- C. ensure that the committee deals with the matters described in the committee's terms of reference
- D. conduct committee meetings effectively and efficiently and ensure timely follow-up and resolution of issues
- E. maintain a collegial and constructive relationship between the committee and management
- F. consult and communicate as necessary on behalf of the committee with the Board and management on committee matters
- G. prepare an annual forward agenda in coordination with the setting of the Board's annual forward agenda

**Committee secretary**

The Board secretary (or alternate designated by the chair) acts as secretary of each meeting. The secretary's role is to:

- A. give notice of regular meetings to the members and, when directed by the committee chair, notice of ad hoc meetings
- B. distribute the agenda and all related materials to the committee members



- C. record attendance and prepare minutes for review and approval by the committee
- D. maintain records of approved minutes signed by the committee chair and secretary

#### **Ad-hoc committees**

These meeting procedures apply to an ad hoc committee unless the Board otherwise directs at the time of establishing the committee.

#### **Quorum and voting**

A majority of committee members present and voting constitutes a quorum. A simple majority of committee members present at a meeting is sufficient to pass a resolution of the committee.

#### **Telephone meetings**

Committee meetings may take place by telephone or other communications facilities that permit all participants in the meeting to hear each other. A member who participates in the meeting by such means is counted as present at the meeting.

#### **Attendance by other parties**

The committee may request management to present information and participate in discussions at committee meetings. Committee members may hold an in-camera session without management present for a portion of a scheduled meeting. The committee chair may invite an individual(s) or group who are not committee members to attend a meeting. On request, they may have access to the minutes and materials distributed for the meeting. They do not have voting rights and are not counted as part of the quorum.

### **3. PROCEDURES**

#### **A. Meeting procedures**

##### **i. Frequency**

Each committee meets as frequently as necessary in order to fulfill its responsibilities and carry out its mandate. The terms of reference for each standing committee may specify the minimum meeting frequency.



**ii. Notice**

Committee members receive advance notice of each meeting and related materials in sufficient time for the members to prepare adequately for the meeting. In an urgent situation, the committee chair will give as much notice as is practicable in the circumstances. In all cases, committee members may unanimously waive notice.

**iii. Attendance**

There shall be no alternates for any member. If an elected member is absent from three consecutive meetings or is frequently absent without a reason satisfactory to the remaining members of the committee and the Board, the chair shall declare the position vacant and a new member may be appointed by the Board Chair.

**iv. Quorum**

A scheduled meeting that begins with a quorum present shall be deemed to have a continuing quorum, notwithstanding the departure of voting members, unless the quorum is challenged by a voting member. In the event of a challenge, the remaining members may choose:

- to adjourn the meeting; or
- to continue the meeting, in which case the minutes shall record that it was acting on all further business without a quorum being present; ratification will then be considered at the next meeting.

**B. Communications**

Press releases of major recommendations of committees or highlights and key issues of programs are to be issued only by the Board where appropriate and approved.

Any information generated by a committee which is to be posted on the GPL website can only be acted on if it is recommended and approved by the Board.