

STATEMENT OF POLICY AND PROCEDURE

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Subject: **PROCEDURAL POLICY** |

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PROCEDURAL POLICY

PART I - INTERPRETATION AND APPLICATION

Purpose

1. The purpose of these Rules of Order is to establish procedures according to which meetings of the Board and committees of the Board are to be governed and conducted.

Definitions

2. In these Rules of Order, any word or expression used in the Act has its statutory meaning unless otherwise specified in this section, and:
 - a) "Act" means the Libraries Act, RSA 2000, c L-11 and its regulations, as amended;
 - b) "Board" means the Northern Lights Library System Board;
 - c) "Chair" means the Member elected by the Board in accordance with section 32 of the Act and included a Member assigned by the Chair or appointed by the Members present at a meeting to presides over the meeting in the Chair's absence;
 - d) "Delegation" means any person or group who wishes to make representations to the Board at a meeting related to the Board and its programs;
 - e) "Executive Committee" means that duly appointed committee of the Board;
 - f) "Executive Director" means the individual appointed by the Board to the position of executive director for Northern Lights Library System;
 - g) "Member" means a duly appointed member of the Board, and includes an alternate member when a Board Trustee's member is unable to attend a meeting of the Board;
 - h) "Motion" means a formal proposition put forward by a Member in attendance at a meeting with the intention that it be put to a vote;
 - i) "Point of Order" means the raising of a question by a Member to call attention to any deviation from a provision of these Rules of Order or any statute, regulation, bylaw or policy;
 - j) "Point of Privilege" means a matter affecting the rights and privileges of the Board collectively or of individual Members;
 - k) "Resolution" means a Motion which has been voted on and carried by the Board.

Application

3. When any matter relating to the proceedings of the Board or any committee of the Board is not addressed in the Act or in these Rules of Order, the matter shall be decided by a vote of a majority of Members participating in the meeting and entitled to vote.

PART 2 – BOARD MEETINGS

Regular Meetings

4. Regular meetings of the Board shall be held in accordance with Board policy.
5. The schedule of regular meetings of the Board, including the date, time and location of meetings, will be posted on the NLLS website.
6. If there are changes to the date, time or place of a regular meeting, including cancellation, at least 24 hours' written notice of the change must be given to all Members and to the public by posting on the NLLS website.

Special Meetings

7. The Executive Committee may call a special meeting of the Board whenever the Executive Committee considers it appropriate to do so.
8. The Executive Committee calls a special meeting of the Board by giving at least 48 hours' notice in NLLS website and to the member libraries, and municipalities by electronic mail, stating the purpose of the meeting and the date, time and electronic means by which it is to be held. A special meeting may only be held virtually.

Chair

9. The Chair shall preside over meetings of the Board. If the Chair is absent, the Member assigned by the Chair to preside in the Chair's absence, shall preside. If the Chair has not assigned a Member to act in the Chair's absence or, if that Member is absent, the Executive Director shall begin the meeting by calling for a motion for the appointment of an acting Chair from among the Members present.

Quorum

10. A quorum of the Board for the transaction of business shall be a simple majority of the Members.
11. As soon as there is a quorum after the time fixed for a meeting, the Chair shall call the meeting to order.
12. If there is no quorum within 15 minutes after the time set for the meeting, the names of the Members present shall be recorded and no meeting will take place on that date.
13. If at any time during a meeting quorum is lost, the Chair shall call a recess and if quorum is not achieved again within 15 minutes, the meeting will be adjourned.
14. The agenda for an adjourned meeting will be dealt with at the beginning of the next meeting.

Attendance

15. If a Member is unable to attend all or part of a meeting, including arriving after the start of a meeting or leaving before the meeting is adjourned, the Member:
 - a) must notify the Chair at least 24 hours in advance, or if exigent circumstances exist as soon as reasonably possible;
 - b) must provide the general reason for the absence; and
 - c) may request that the Chair announce the reason and expected duration of their absence during the meeting.

Electronic Participation at In-Person Meetings

16. A Member may participate in an in-person meeting via electronic means or other communications facilities if,
 - a) the Member provides the Chair and Executive Director with at least 24 hours' notice of their inability to attend in person or, in exigent circumstances, not less than one hour's notice;
 - b) the electronic means or other communication facilities enable the Members, and any Delegations, participating in the meeting to hear one another,
 - c) the members of the public attending the meeting are able to hear the meeting as it occurs, and
 - d) there is a quorum physically present at the meeting to ensure the meeting can continue if the electronic connection fails.

Virtual Meetings

17. The Board may hold a meeting virtually, entirely by electronic means, including, without limitation, a teleconference or a live, publicly streamed broadcast if,
 - a) the electronic means or other communication facilities enable the Members, and any Delegations, participating in the meeting to hear one another,
 - b) the members of the public attending the meeting by electronic means are able to hear the meeting as it occurs, and;
 - c) notice of the meeting is given to the public which includes the electronic means by which the meeting is to be held and information necessary for the public to access the meeting.

Technical Difficulties

18. The Chair may direct that a Member's electronic participation in a meeting be terminated if the Member cannot be heard clearly, or if a poor connection or background noise is deemed to be unduly disruptive to the meeting.
19. If a technical problem prevents or interrupts a Member's electronic participation in a meeting, the minutes shall reflect the time at which the Member ceased to participate in the meeting by reason of the technical problem. If such technical problem is later resolved and the Member rejoins the meeting by electronic means without a vote on a Motion having taken place during the interruption in the Member's participation, the minutes shall reflect the time at which the Member rejoined the meeting.
20. If electronic communication is interrupted during a meeting and remains interrupted while a vote on a Motion is taken, the Member affected is deemed to have left the meeting prior to the vote and shall not be permitted to rejoin the meeting, either electronically or in person.

Electronic Recordings and Devices

21. No member of the public may electronically record any portion of a meeting, unless a request is made prior to the commencement of the meeting and the Chair determines that electronic recording of the meeting by the public will be permitted.
22. The Executive Director may cause an electronic recording of a meeting to be made, excluding any closed session, for internal administrative purposes only to assist the recording secretary in preparing the minutes of the meeting; however, the electronic recording shall be treated as a transitory record and destroyed upon the Board adopting the minutes of the meeting, which minutes shall constitute the official record of the proceedings.
23. All electronic devices must be in silent mode or turned off while a meeting is in progress.

PART 3 – AGENDAS and MINUTES

Agendas

24. The agenda for each meeting shall be prepared by the Executive Committee.
25. Any Member may submit an item for consideration of placement on a future meeting agenda. A Member who submits an item for consideration that is not placed on a Board meeting agenda retains the right to present the item at the next the Board meeting and have it added to the agenda if a majority of the Board agrees.
26. The agenda for all regular meetings of the Board shall contain the following matters in the order in which they are listed below:
 - a) Call to Order
 - b) Adoption of Agenda
 - c) Consent Agenda
 - d) Delegations
 - e) Old Business
 - f) New Business
 - g) Closed Session
 - h) Adjournment
27. The Executive Director shall cause the meeting agenda and all associated reports and other supporting documents to be provided first to all Members and then posted on the NLLS website, subject to any exceptions to public disclosure under the Freedom of Information and Protection of Privacy Act, at least 48 hours preceding the meeting to which the agenda relates. Supporting documentation that is received too late to be included with the agenda will be made available as soon as practicable thereafter.

Consent Agenda

28. The consent agenda portion of a meeting shall be reserved for non-controversial or routine items that may be moved and voted on without debate as one item, regardless of the number of reports included, to adopt all of the recommendations contained in the respective reports. Such items may include, but are not limited to: adoption of the minutes of a previous meeting, reports to be received for information only and correspondence addressed to the Board that does not require any Board action.
29. A Member may request for any item to be removed from the consent agenda and placed on to the agenda for debate. Such request must be made before voting occurs on the consent agenda.

Minutes of Meeting

30. The Executive Director shall prepare or cause to be prepared minutes of each Board meeting and the Board committee meeting that include:
 - a) the type of meeting that was held, whether regular or special;
 - b) the date, hour and place, or if virtual, the electronic means by which the meeting is held, of the meeting;
 - c) the names of the Members present at and absent from the meeting;
 - d) the name of the presiding officer;
 - e) the names of each member of NLS administration present at the meeting, including each person's title;
 - f) an item that corresponds with every item on the agenda for that meeting;
 - g) a Motion for each item on the agenda, as applicable;
 - h) the names of members of the public who speak to an item as a Delegation;
 - i) any abstentions made by any Member and the reason for the abstention;
 - j) the time of departure and return to the meeting of any Member for any reason;
 - k) the time the meeting is adjourned; and
 - l) the signatures of the presiding officer and the Executive Director.
31. At every regular meeting, the minutes of the previous regular meeting and any special meeting held more than 48 hours prior to the current meeting shall be considered for adoption.

PART 4 – PUBLIC PARTICIPATION

Meetings in Public

32. Subject to section 33 of these Rules of Order, all meetings of the Board and its committees shall be open to the public and no person may be excluded except for improper conduct as determined by the Chair.
33. Only Members or other persons recognized by the Chair or by a majority vote of the Members present shall be allowed to address the Board during a meeting.

Meetings Closed to the Public

34. The Board, and any committee of the Board, may close all or part of a meeting to the public in accordance with section 18 of the Freedom of Information and Protection of Privacy Regulation, AR 186/2008, as amended.
35. When a meeting is closed to the public, no Motion may be made, except a Motion to revert to a meeting held in public.
36. Only voting members may participate in closed session.

Conduct of the Public at Meetings

37. During a meeting, members of the public must conduct themselves with proper decorum. The Chair may order any member of the public who disturbs the proceedings by words or actions or in any other manner to be expelled from the meeting.
38. The Chair may request the assistance of a peace officer if a person ordered expelled by the Chair does not leave the meeting voluntarily.

Delegations

39. A person may request to appear as a Delegation and make a presentation to the Board, either on the person's own behalf or as a representative of a group or organization. The request must:
 - a) be made in writing;
 - b) include the name and contact information of the individual, and if applicable the group or organization, requesting to appear as a Delegation;
 - c) clearly identify the reason or purpose of the request and provide a brief explanation of the subject to be addressed in the presentation; and
 - d) be received by the Executive Director not less than 7 days prior to the meeting at which the Delegation is requesting to attend.

40. Delegation requests will be reviewed by the Executive Committee in preparing the agenda and the Executive Committee shall direct the Executive Director to notify the person requesting to appear as a Delegation whether the request has been:
 - a) approved, and added to the meeting agenda;
 - b) approved, but deferred to a subsequent meeting agenda;
 - c) referred to NLLS administration, if the matter is considered to be operational in nature; or
 - d) refused, if the matter is not considered to fall within the jurisdiction of the Board or is otherwise deemed improper, and the Executive Director shall so advise the Board why the request was refused by the Executive Committee.
41. The use of presentation slide decks, maps, videos and other similar materials is permitted in a Delegation presentation, provided that the materials are forwarded to the Executive Director in advance of the meeting, and these materials become the property of the Board as part of the record of the proceedings.
42. Each presentation by a Delegation shall be limited to 15 minutes unless a longer period is agreed to by a vote of the Members present at the meeting.

PART 5 – THE BOARD PROCEEDINGS

Role of the Chair

43. The Chair will preserve order and decorum and decide all questions relating to the orderly procedure of the meeting, subject to an immediate appeal by a Member from any ruling.
44. If a ruling of the Chair is appealed, the Chair will give concise reasons for the ruling and the Member will be provided an opportunity to give concise reasons for the appeal, and the Board will, without debate, determine by a show of hands whether to uphold or overturn the ruling. The Chair shall comply with the decision of the Board.
45. The Chair may participate in debate and vote on matters before the Board, without relinquishing the Chair.
46. If the Chair is required to leave the chair upon declaring a conflict of interest, the Chair must call on another Member present to preside until discussion and voting on the matter are concluded.

Conflicts of Interest

47. A Member must not take part in a decision of the Board or any committee of the Board if the decision might further a private interest of the Member, the Member's employer or an immediate family member.
48. If a Member is present at a meeting and has a conflict of interest in a matter to be discussed the Member shall, prior to any discussion of the matter, declare a conflict of interest by:
 - a) disclosing the general nature of their interest,
 - b) abstaining from any discussion of the matter,
 - c) abstaining from voting on any question relating to the matter, and
 - d) leaving the meeting until discussion and voting on the matter are concluded

Member Conduct

49. During a meeting, a Member must:
 - a) only speak after being recognized by the Chair;
 - b) address the Chair when speaking;
 - c) refrain from using crude, vulgar, profane or offensive language, or disturbing the orderly business of the meeting in any way;
 - d) respect and follow all applicable procedural rules;
 - e) respect and obey all rulings of the Chair except in the case of an appeal of a Chair's decision that is upheld by the Board;
 - f) refrain from leaving their seat or making any noise while a vote is being taken or the result declared;
 - g) refrain from re-entering the meeting while the vote is being taken, if absent from the meeting due to a conflict of interest;
 - h) refrain from interrupting other speakers, except to raise a Point of Order or a Point of Privilege;
 - i) reflect upon any vote, except for the purpose of moving that the vote be reconsidered; and
 - j) refrain from using any electronic device to record any portion of the meeting, engage in private discussion and debate with other Members on matters being discussed by the Board, or attempt to live-tweet the meeting in progress.

Points of Order

50. When a Point of Order is called, the Member calling the Point of Order must identify the procedural deviation.
51. The Chair may call to order any Member who is out of order.
52. When a Member persists in a breach of order, after having been called to order by the Chair, the Chair may declare the breach and name the offending Member.
53. Unless the Member who has been named by the Chair immediately apologizes for the breach and withdraws any objectionable statements, the Chair shall direct that the notation of the declaration of the breach and naming of the Member be noted in the minutes.
54. Upon a Member being named by the Chair and refusing to apologize, the Chair shall direct the Member to leave the meeting and the Member shall immediately leave the meeting and will not be allowed to return to the meeting unless the Member apologizes for the breach.

Motions

55. A Motion relating to a matter not within the jurisdiction of the Board is not in order.
56. A recommendation in a report does not constitute a Motion until a Member has formally moved it.
57. A Motion does not require a seconder.
58. Once a Motion has been moved and accepted by the Chair, it may only be withdrawn with the consent of the majority of Members present at the meeting.
59. The mover of the Motion may speak and vote for or against the Motion and once all Members present have had the opportunity to speak to the motion the mover is entitled to speak in closing on the motion immediately prior to the vote.
60. All Members must be provided with an opportunity to speak to a Motion before any Member is permitted to speak to the Motion a second or subsequent time.
61. Any Member may require a Motion under debate to be re-read at any time during the debate if the Motion is not electronically displayed for all Members to see, but must not interrupt a speaker to do so.
62. When a Motion is under debate, no other Motion shall be made except to:
 - a) "table", which means to cease discussion on the current topic to address another matter that the Member considers to be of greater urgency. A Motion to table is not debatable. If a Motion to table is passed, the Motion under debate is no longer debatable and a Motion to "lift from the table" is required to resume consideration of the matter. If not lifted from the table during the same Meeting, a tabled Motion expires at the end of that Meeting;
 - b) "call for the question", which means to close debate and ask that a vote be taken on the Motion under debate. A Motion to call for the question is not debatable but is only in order if all Members have had an opportunity to speak to the Motion under debate. If a Motion to call for the question is in order and passes, the Chair must put the Motion under debate to an immediate vote;
 - c) "refer", which means to redirect a matter under consideration to another party, such as a Board committee. A Motion to refer must include instructions to the referral body and is debatable;
 - d) "defer", which means to temporarily set aside a Motion under debate to a future Meeting. A Motion to defer must identify a timeline for the matter to be brought back to the Board and is debatable;
 - e) "amend", which means to modify the wording of a motion. An amending motion is debatable;
 - f) "move into closed session", which means to close all or part of the meeting to the public if a matter to be discussed concerns an item listed in section 18 of the Freedom of Information and Protection of Privacy Regulation; or
 - g) "reconvene in public", which means to revert to a meeting open to the public.

Amending Motions

63. A Member may only amend the Member's own Motion for the purpose of clarifying the Motion's intent without affecting the substance of the Motion. The Chair may accept such a "friendly amendment" upon putting a request to that effect to the meeting and if no other Member objects. A Member may also propose such a "friendly amendment" to another Member's Motion, which may be accepted by the Chair if the other Member agrees and no Member objects.
64. A proposed amendment to a Motion under debate that changes the Motion under debate in any substantive way must take the form of a Motion to amend and is debatable. A Motion to amend must be relevant to the subject matter of the Motion under debate and must not propose a direct negative of the Motion under debate.
65. Only one amendment to the main Motion under debate may be before the meeting at any time. A Motion to amend the proposed amendment is not in order.

66. When a Motion to amend is on the floor, Members may debate only the proposed amendment, not the main Motion under debate to which the amendment pertains.
67. If an amendment to a Motion is defeated it cannot be moved a second time.
68. Only after any Motion to amend has been put to a vote shall the main Motion under debate be put to a vote.

Splitting Motions

69. When a Motion under debate contains distinct propositions, at the request of any Member on a Point of Order, the Chair shall call for separate votes on each proposition.

Voting

70. Unless otherwise specified in these Rules of Order, a Motion is passed when a majority of Members participating in the meeting and entitled to vote have voted in favour of the Motion. A Motion put to a vote and not passed is defeated and does not result in a Resolution.
71. If there is an equal number of votes for and against a Motion the Motion is defeated.
72. A matter not amounting to a Motion that is put to a vote of the Board in the same manner as a Motion, such as an appeal of a ruling of the Chair on a Point of Order, becomes an act of the Board if a majority of Members present indicate support for it.
73. Before a vote is taken, a Member may request that the vote be recorded and the minutes must show the names of the Members present and whether each Member voted for or against the proposal or abstained on declaring a conflict of interest.
74. Votes on all Motions must be taken as follows:
 - a) The Chair will ensure that the Motion to be voted upon is clear by either:
 - i. confirming that the Motion is viewable by Members, either in hard copy or electronically; or
 - ii. by restating the Motion verbatim immediately prior to the vote.
 - b) Members must:
 - i. vote by show of hands at an in-person meeting;
 - ii. vote verbally by stating "yes" or "no" to the Motion if participating via teleconference or other electronic means at an in-person meeting;
 - iii. vote electronically using the polling function provided in the platform if participating in a virtual meeting; or
 - iv. vote by secret ballot when electing the Chair or any other officers.
 - c) The Chair will announce the result of the vote.
75. Once a vote has been called, no Member will be given an opportunity to speak to the matter.
76. After the Chair declares the result of a vote, Members may not change their votes.

Voting by Email – outside a formal meeting

From time-to-time Board members may be called on to discuss an issue or decision outside of a regularly scheduled meeting (i.e. via email). Motions may be made and passed through email using the following procedure. The email will include the procedure as follows:

77. Email containing a motion will be sent to a distribution list containing emails of all voting members of the applicable body.
78. Discussion on the motion shall conclude and all votes shall be cast within 72 hours of the electronic motion.
79. A majority of Board members must cast an vote within the above timeline for the vote to be valid.
80. When Board members cast an e-vote they must "REPLY ALL" so that all Board members may see how they have voted.
81. Each person voting must respond as follows: "Motion of [complete motion], in Favour/Against." (Ex. Motion of holding meetings on Sundays at 2am, Against).
82. If a member has a pecuniary interest in the vote they must declare this by email and abstain from voting before the deadline of the vote.
83. The Chair (or vice-chair in the absence of the Chair) will make it clear when voting ends.
84. The electronic vote will be ratified at the next applicable meeting.

Reconsideration

85. After a Motion has been voted upon, but before the meeting is adjourned, any Member who voted with the prevailing side may move for reconsideration of a previous Motion.

86. Debate on a Motion for reconsideration of a previous Motion must be confined to reasons for or against reconsideration of the previous Motion.
87. If a motion to reconsider a previous Motion is passed, such reconsideration shall become the next order of business despite the agenda for the meeting.
88. A Member who voted with the prevailing side on a Motion may serve notice of intention to bring a Motion for reconsideration at a subsequent meeting; however, a motion for reconsideration is out of order if the original Motion has already been acted upon irrevocably.

Adjournment

89. A Motion to adjourn the Meeting is always in order except:
- a) when another Member has the floor;
 - b) when a vote on a Motion has been called for but not yet taken; or
 - c) when a vote on a Motion is in progress or has been completed but the Chair has not yet declared the results of the vote.
90. A Motion to adjourn the Meeting shall be put without comment or debate.