



## **Halifax Regional Public Library**

### **Board Bylaws**

**June 26, 2018**

## TABLE OF CONTENTS

1. Preamble
2. Definitions
3. Name of the Board
4. Objects of the Organization
5. Responsibilities and Powers of the Board
6. Role of the Board
7. Role of the Chief Librarian & CEO
  - 7.1 Duties and Responsibilities
  - 7.2 Appointment of Acting CEO
8. Board Members
  - 8.1 Board Membership and Term of Appointment
  - 8.2 Absence from Meetings
  - 8.3 Remuneration
  - 8.4 Removal of Board Members
9. Standard of Conduct of Board Members
  - 9.1 Independence
  - 9.2 Conflict of Interest and Conflict of Commitment
  - 9.3 Confidentiality
10. Officers of the Board
  - 10.1 Appointment of Officers
  - 10.2 Chair
  - 10.3 Vice-Chair
11. Annual Meeting
  - 11.1 Annual Meeting of the Halifax Regional Library Board
  - 11.2 Notice of Meeting
  - 11.3 Waiver of Notice
  - 11.4 Quorum for Annual Meeting
  - 11.5 Adjournment of Annual Meeting
  - 11.6 Chair of the Annual Meeting
  - 11.7 Business Transacted at the Annual Meeting
  - 11.8 Minutes of the Annual Meeting
  - 11.9 Voting
  - 11.10 Questions of Procedure
12. Meetings of the Board
  - 12.1 Regular Meetings
    - 12.1.1 Notice of Meetings
    - 12.1.2 Frequency
    - 12.1.3 In-Camera Sessions
    - 12.1.4 Agenda
    - 12.1.5 Quorum
    - 12.1.6 Exercise of Powers when Vacancy Exists
    - 12.1.7 Motions

- 12.1.8 Voting
- 12.1.9 Questions of Procedure
- 12.1.10 Minutes
- 12.1.11 Distribution of Documents
- 12.2 Special Meetings
- 13. Chairing Board and Board Committee Meetings
- 14. Committees of the Board
  - 14.1 Committee Appointment Process
  - 14.2 Minutes and Reports of the Committees
- 15. Ad Hoc and Working Committees
- 16. Reports and Budget Submissions
  - 16.1 Annual Report
  - 16.2 Annual Budget Submission to Halifax Regional Municipality
- 17. Banking and Financial Control
  - 17.1 Banking and Borrowing
  - 17.2 Signing Officers
- 18. Insurance
  - 18.1 Liability Insurance
- 19. Accounts and Auditors
  - 19.1 Books of Account
  - 19.2 Auditors
- 20. Fiscal Year
- 21. Governance Policies
- 22. Amendments

## BYLAWS

### 1. PREAMBLE

The *Nova Scotia Libraries Act, R.S., c. 254, s. 1* (hereinafter called the “Act”) regulates regional library service in the Province. An agreement (hereinafter called the “MOU”) effective April 1, 1996, and amended on November 20, 2014, was created between the Municipality and the Province, from a merging of the Halifax City, Halifax County, and Dartmouth Regional Libraries. The Act permits the creation of the Board, the Bylaws, the MOU, and the Funding Regulations; the MOU sets out further powers and authority of the regional library board under the Act. Under the Act, the Halifax Regional Library Board (“HRLB”) is a body corporate. These Bylaws have been approved by the Halifax Regional Library Board, which recognizes the authority and precedence of the Act. References to the provisions and requirements of the Act are cited in brackets ( ) in the text; direct quotations from the Act are in italics. References to the provisions and requirements of the MOU are cited in chevrons <> in the text; direct quotations from the MOU are in chevron italics.

### 2. DEFINITIONS

In these Bylaws, and in any other bylaws and governance resolutions made by the Halifax Regional Library Board,

“**Act**” means the *Libraries Act, 1989* or its successive revisions. This is the provincial statute that provides for the establishment of regional libraries in the province.

“**Board**” means the governing body of the Halifax Regional Library Board.

“**Board member**” means the member appointed to the governing body of the Halifax Regional Library Board.

“**Halifax Regional Library Board**” or “**HRLB**” means the Halifax Regional Library Board as established under the provisions of the Act and MOU.

“**Chair**” means the chairperson of the Board as duly elected under the provisions of the Act and MOU.

“**Council**” means the Regional Council for Halifax and its districts.

“**CEO**” means the Chief Librarian and Chief Executive Officer of Halifax Public Libraries.

“**HRM**” means the Halifax Regional Municipality, as defined by the municipality.

“**Library**” means Halifax Public Libraries including all of its branches.

**“Mayor”** means the Mayor of Halifax Regional Municipality, who is a member of the Board under provisions of the MOU.

**“MOU”** means the Agreement made between the Halifax Regional Municipality and the Minister responsible for Libraries for the Province of Nova Scotia, made effective April 1, 1996, and amended on November 20, 2014.

**“Officer”** means a person appointed to a Board or corporate office by the Board. Persons appointed to these leadership roles have the same fiduciary obligations towards the organization as Board members.

**“Vice-Chair”** means the vice chairperson of the Board as duly elected under the provisions of these Bylaws.

### **3. NAME OF THE BOARD**

As outlined in the MOU, the Board is known as the “Halifax Regional Library Board” **<1(1)>**.

### **4. OBJECTS OF THE ORGANIZATION**

The Halifax Regional Library Board, through investment from public and municipal levels, provides equitable library service to residents of HRM.

### **5. RESPONSIBILITIES AND POWERS OF THE BOARD**

In accordance with the Act, the Board shall oversee the business and affairs of the Library. Specifically, the MOU provides that the Board shall have the powers and authority of a regional library board under the Act (**Section 1 (2)(6)**). **Section 11** of the Act states that the Board may:

- “(a) acquire and hold real and personal property of every description;*
- (b) equip, establish and maintain a regional library;*
- (c) acquire and circulate books, periodicals, pamphlets and other articles and objects of educational or artistic value;*
- (d) borrow [money] from time to time for the purpose of defraying its operating expenses an amount not exceeding one half of the amount expended by it during its immediately preceding financial year;*
- (e) receive, hold and administer bequests, donations and gifts of real and personal property;*

- (f) *enter into and carry out agreements with cities, towns, municipalities, persons, associations or organizations for the provision of library services to them on such terms and conditions as the board thinks advisable;*
- (g) *make rules and regulations for the conduct and management of the business of the board and of the library;*
- (h) *with the approval of the Minister of Communities, Culture and Heritage, engage a librarian to act as chief executive officer;*
- (i) *engage such assistant librarians and other employees as the board considers advisable, and fix their compensation; and*
- (j) *do and perform such other acts and things as are conducive or incidental to the carrying out of its purposes and the exercise of its powers.”*

The *Corporations Miscellaneous Provisions Act, R.S., c. 100, s. 1*, also applies to the Halifax Regional Library Board.

## 6. **ROLE OF THE BOARD**

Board members are trustees of a valuable public resource. The Board has financial accountability to the citizens of the community for the management and operation of the Library (**Section 10 (1)**).

The Halifax Regional Library Board has a role to initiate and share in the development of the mission, vision, **strategic direction, priorities and goals** for the library system, working in collaboration with the Chief Executive Officer, and ensures that appropriate library services are delivered in accordance with this direction.

The Board’s **financial role** is to oversee and approve the annual Halifax Public Libraries Operating Business Plan and Budget ad Capital Budget Plan for referral to Halifax Regional Council for final approval. The Board has a role to oversee the Nova Scotia Provincial Grant, and will provide the annual audited financial report to the Minister responsible for Libraries, as well as the Halifax Regional Council. The Board is to ensure that the financial resources of the Library are managed and safeguarded in accordance with recognized accounting procedures and relevant legislation, and is to ensure that adequate funds are secured for the operation of the Library. The Board is to ensure that capital property and assets under its stewardship are properly planned for, maintained, protected, and replaced as necessary. The Board will ensure that an appropriate ethics framework is in place, provide **risk oversight** and effective governance.

The Board's **human resources** role is to oversee the hiring and performance management of the CEO, and to ensure that the organization has employment policies that comply with applicable laws and regulations. The Board has a responsibility to ensure the CEO appropriately oversees human resources matters for the organization.

The Board has a role to represent and be an **advocate** for Halifax Public Libraries, its users, and its policies, and to initiate and maintain effective relationships with all levels of government and outside agencies in order to promote the Library and to provide appropriate stewardship and support donor relations.

As the governing body, the Board has a role to promote positive **community relations** and respond to public representations on policy matters, leaving operations matters to be managed by senior staff.

## **7. ROLE OF THE CEO**

### **7.1 Duties and Responsibilities**

The CEO, as the chief administrator of Halifax Public Libraries, has operational responsibility for the effective management of the Library, including all human resource matters for all employees and volunteers, and including stewardship of resources and maintaining high standards for programs, collections, and services. The Board shall create and periodically update the position profile for the CEO as well as the process for regular review of the CEO's performance and compensation.

The CEO is not a member of the Board and has no vote. However, the CEO has the right to speak on all matters under consideration by the Board. The CEO has the following responsibilities:

- (a) preside at the Annual Meeting for the election of Chair and Vice-Chair;
- (b) prepare and distribute the agenda and Board meeting package as directed by the Chair;
- (c) shall in person or by designate attend all meetings of the Board and Committees and provide recommendations and advice to the Board;
- (d) ensure that all policies and procedures established by the Board are appropriately communicated, implemented, and enforced;
- (e) have other powers and duties that the Board assigns to them from time to time;

- (f) gives appropriate notice to all required meetings.
- (g) act as a custodian of the Board’s bylaws, policies, minutes, correspondence, meeting schedules, Board membership lists, and other official records;
- (h) receive and account for all Board money and disburse the money as the Board directs. Prepare budgets and estimates for recommendation to the Board. Prepare financial statements for approval by the Board.
- (i) recommend programs, policies, and services to the Board for approval.
- (j) may, in the performance of their responsibilities, delegate to members of the Senior Leadership Team such of their powers and duties as is appropriate; and
- (k) recruit, select, manage and discharge members of the Senior Leadership Team
- (l) such other duties as may be assigned by the Board and/or specified from time to time in a position profile for the CEO.

## **7.2 Appointment of Acting CEO**

The Board may from time to time appoint a person to act in the place of the CEO and Chief Librarian as it sees fit.

## **8. BOARD MEMBERS**

### **8.1 Board Membership and Term of Appointment**

The composition and appointment of Board membership is outlined both in the *Act* and *MOU*. As outlined in the *MOU*, the composition of the Board is as follows:

- (1) *That the regional library board shall be known as the Halifax Regional Library Board (the “Board”), and shall consist of eleven members to be appointed in the following manner:*
  - (a) *the Mayor of the Municipality, ex officio;*
  - (b) *two members appointed by the Governor in Council pursuant to clause 10(1)(b) of the Libraries Act; and*



(c) *eight persons appointed by the Council of Municipality pursuant to clause 10(2)(c) of the Act as follows:*

(i) *two councillors of the Municipality, and*

(ii) *six citizens of the Municipality.*

(2) *the citizen members of the Board appointed by the Municipality pursuant to subclause (1)(c)(ii) shall serve for a term of three years.*

As outlined in the Act, **10(3)**, *“a member appointed by the Governor in Council holds office for such term as the Governor in Council prescribes.”*

## **8.2 Absence from Meetings**

Board members are expected to attend meetings regularly. A Board member who anticipates being absent from any meeting must notify the Chair and CEO. As cited in the Act, **Section 10 (4)**:

*“A member of a regional library board who is absent without cause from more than one half of the meetings of the board in any term is ineligible for appointment to the board for the following term.”*

## **8.3 Remuneration**

Board members shall serve as such without remuneration provided that a Board member may be paid reasonable expenses incurred in the performance of their duties.

## **8.4 Removal of Board Members**

If Board members are in violation of Board policy, the Board may, under Board resolution, report this behavior to the appropriate nominating body.

## **9. STANDARD OF CONDUCT OF BOARD MEMBERS**

### **9.1 Independence**

Board members are expected to exercise their independent judgment in the best interest of the Library. They occupy a position of trust to do what is right for the organization and must place the Library's interests ahead of all others. Members of the Board are subject to the Code of Conduct for Board members which requires them to act honestly and in good faith in exercising the duties of their office to the best of their abilities. In their role as Board members, they shall not act as the agents of any person or organization.

### **9.2 Conflict of Interest and Conflict of Commitment**

Board members should conduct themselves so as to avoid conflict of interest or the appearance of conflict of interest, and must identify and disclose any real or perceived conflict of interest or commitment whenever it arises. Board members shall declare their conflict prior to discussion of the matter and abstain from voting in any Board or committee proceedings on matters on which there is a real or perceived conflict. Such a declaration, and any abstention from voting, shall be recorded in the minutes along with the reason for the conflict.

### **9.3 Confidentiality**

Members of the Board are bound to maintain the confidentiality of information received by them as such in their capacity as members. Information that is confidential or proprietary to the Board must not be divulged to anyone other than persons who are authorized to receive the information.

## **10. OFFICERS OF THE BOARD**

Board Officers are the Chair and Vice-Chair. The Board has, by virtue of their significant leadership role, also appointed the Chief Executive Officer as an Officer of HRLB. For greater clarity, the CEO is not a Board member.

### **10.1 Appointment of Board Officers**

The election of Board Officers shall take place at a meeting following the Annual Meeting of the Board. During the election of officers, the CEO will preside as Chair. Should a vacancy occur between Annual Meetings, the Board may make interim appointment of a Chair and/or Vice-Chair, and this term shall expire at the next Annual Meeting.

## **10.2 Chair**

Following the Annual Meeting, the Board shall elect one of its members as chairperson. The initial term of the Chair is two years. After the initial term has been served, the term may be renewed for an additional year, at a time, to a maximum of three additional years.

## **10.3 Vice-Chair**

Following the Annual Meeting, the Board may also elect a Vice-Chair to preside at meetings in the absence of the Chair. The term of the Vice-Chair is two years and is renewable up to a maximum of two terms. It is expected that under normal circumstances, the individual serving as Vice-Chair would move to the position of Chair.

# **11. ANNUAL MEETING**

## **11.1 Annual Meeting of the Halifax Regional Library Board**

The Board shall hold an Annual Meeting, at such time as determined by the Board. The Annual Meeting is normally conducted in the month of June.

## **11.2 Notice of Meeting**

A notice of meeting will be made available on the Library website at least three weeks prior to the Annual Meeting.

## **11.3 Waiver of Notice**

No error or omission in giving notice for a meeting for the Halifax Regional Library Board shall invalidate or make void any proceeding taken at such a meeting, and any member of the Board at any time may waive notice of any meeting and may ratify and approve all or any proceedings taken.

## **11.4 Quorum for Annual Meeting**

The quorum for the Annual Meeting shall consist of a majority, (half plus one) of the appointed board members at the time of the meeting of the Halifax Regional Library Board.

### **11.5 Adjournment of Annual Meeting**

If, within one-half hour after the time appointed for the Annual Meeting, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board. Portions of the celebration event, such as any entertainment may proceed, but no formal motions of the Board will be presented.

### **11.6 Chair of the Annual Meeting**

The Chair shall preside over the Annual Meeting. If the Chair is unable to preside due to absence or a declared conflict, then the Vice-Chair will preside. If neither the Chair nor the Vice-Chair is able to preside, a Chair will be chosen by those Board members present at the meeting. This decision will be conducted through Board motion.

### **11.7 Business Transacted at the Annual Meeting**

Business transacted at the Annual Meeting of the Halifax Regional Library Board may include any one or all of the following:

- (a) Minutes of the previous Annual Meeting;
- (b) Report of the Board including financial statements (operations and capital);
- (c) Report of the Board Chair and Chief Executive Officer;
- (d) Report of the Auditor of the Halifax Regional Library Board;
- (e) Report of the Committees of the Board;
- (f) Other reports and business at the discretion of the Board;
- (g) Business Arising at the Annual Meeting;
- (h) New Business at the Annual Meeting;
- (i) Introduction of Board members;
- (j) Any unfinished business from any previous meeting of the Halifax Regional Library Board.

Immediately following the Annual Meeting, the Board is permitted to hold a regular meeting of the Board to allow for elections of officers, and discuss any other matters.

#### **11.8 Minutes of the Annual Meeting**

The CEO shall cause minutes of the Meeting of the Halifax Regional Library Board to be duly recorded.

#### **11.9 Voting**

Motions arising at the Annual Meeting of the Halifax Regional Library Board shall be decided by a majority of votes. The Chair shall be entitled to vote and in the situation of an equality of votes, the motion shall be considered defeated. All votes at any such meeting shall be taken by ballot if so requested by any member of the Board present, but if no such request is made, the vote shall be taken orally by assent or dissent. Declaration by the Chair that a resolution has been carried shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

#### **11.10 Questions of Procedure**

Any question of procedure at or for any meeting of the members of the Halifax Regional Library Board which have not been provided for in these bylaws shall be determined by the Chair of the meeting in accordance with *Procedures for Meetings and Organizations*, Kerr & King.

### **12. MEETINGS OF THE BOARD**

#### **12.1 Regular Meetings**

##### **12.1.1 Notice of Meetings**

Notice of meeting will be made available on the Library's website.

##### **12.1.2 Frequency**

There shall be at least six regularly scheduled meetings of the Board held between consecutive Annual Meetings of the Library Board. The meetings shall be held at regular intervals and at a time and place as determined by the Board.

### **12.1.3 In-Camera Sessions**

Meetings of the full Board shall be open to the public, except that the Board may hold all or a portion of any meeting in-camera to deal with business that is confidential in nature. The Board takes guidance from **Section 19(2)** of the *Halifax Regional Municipality Charter* when determining in-camera agenda items. Items that may be addressed in an in-camera session are matters relating to:

- (a) acquisition, sale, lease and security of property;
- (b) personnel matters;
- (c) labour relations;
- (d) contract negotiations;
- (e) litigation or potential litigation;
- (f) legal advice eligible for solicitor-client privilege;
- (g) public security;

The Board may also go in-camera if desirability of protecting against the consequences of their public disclosure outweigh the desirability of holding the meeting in public.

The Board will adopt formal procedures for open and in-camera meetings, and for handling requests by members of the public to make presentations or representations to the Board. Board members will maintain the confidentiality of the documentation distributed for the discussion which occurs during any in-camera session.

### **12.1.4 Agenda**

The Board Chair and CEO will establish agendas for each meeting collaboratively. The order of business set out in the agenda may be changed by Board resolution.

A detailed agenda will be provided to Board members prior to the meeting. No substantial item may be added to the agenda without the support of a two-thirds majority of the Board members, who may approve a motion to add the item.

### **12.1.5 Quorum**

The presence of a majority (half plus one) of appointed members of the Board is necessary for the transaction of business at a meeting.

If quorum is not established within 20 minutes of the scheduled start time:

- (a) the presiding officer may dismiss the group, after ascertaining a suitably convenient time for a future meeting; **or**
- (b) the group may agree to proceed with the agenda in an informal manner, on the understanding that any decisions taken will have to be placed before a future meeting for ratification; **or**
- (c) the group may discuss any items of interest in an informal session, but make no decisions.

If quorum is lost during the course of a meeting, no further business can be transacted, with the exception of a motion to set the date and time of the next meeting.

#### **12.1.6 Exercise of Powers when Vacancy Exists**

When vacancies exist, the quorum is adjusted to reflect the composition of the Board at the moment in time.

#### **12.1.7 Motions**

All decisions will be made on the basis of motions.

All motions require a mover and a seconder; voting is by a show of hands unless a motion to hold a secret ballot is approved by a majority of Board members present.

#### **12.1.8 Voting**

Unless otherwise notes in these bylaws, motions require a majority (half plus one) of Board members present and voting for approval.

Board members must be present when the question is called in order to register a vote. Each member shall have only one vote and there shall be no voting by proxy.

The Chair shall be entitled to vote and in the situation of an equality of votes, the motion shall be considered defeated. All votes at any such meeting shall be taken by ballot if so requested by any member of the Board present, but if no such request is made, the vote shall be taken orally by assent or dissent.

Declaration by the Chair that a resolution has been carried shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

#### **12.1.9 Questions of Procedure**

At the discretion of the Board, attendance at meetings may occur by way of teleconference or video conferencing.

Rules of procedure will be followed at all full Board meetings. For procedural matters not covered in these bylaws or in governance resolution or policy, the Chair will rule on the matter in consultation with the Recording Secretary, and may refer to the current edition of *Procedures for Meetings and Organizations* as an aid in ruling. Committee meetings may be held in a less formal manner.

#### **12.1.10 Minutes**

Minutes of Board meetings, including a record of those present and of the content and outcome of any motions considered, will be recorded by a Recording Secretary and submitted for approval at the next regular meeting of the Board. Copies of all Board minutes along with their associated agenda materials will be retained in perpetuity and will be made available upon request.

The Office of the CEO is responsible for the maintenance and safekeeping of Board minutes and meeting materials.

#### **12.1.11 Distribution of Documents**

In order to facilitate effective governance, the Office of CEO will endeavor to circulate meeting materials to Board members seven days in advance of any scheduled meeting.

### **12.2 Special Meetings**

The Chair or Vice-Chair of the Board or of any Committee appointed by the Board may summon a special meeting of the Board giving each member reasonable notice in writing, specifying the purpose for which the meeting is called, which shall be the sole business transacted thereat.



### **13 CHAIRING BOARD AND BOARD COMMITTEE MEETINGS**

If the Chair is unable to preside due to absence or a declared conflict, then the Vice-Chair will preside. If neither the Chair nor the Vice-Chair is able to preside, a Chair will be chosen by those Board members present at the meeting. This decision will be conducted through Board motion. If a Committee does not have a Vice-Chair in place, a Chair for the meeting will be chosen by those Committee members present at the meeting, if quorum is met.

### **14 COMMITTEES OF THE BOARD**

Committees are struck to facilitate the review and discussion of matters pertaining to the governance of the Halifax Public Libraries system. Committees have no power to put into effect any committee decisions, unanimous or otherwise. They have the responsibility to make recommendations that will be subject to the approval or dismissal of the board.

The Board may establish, by motion, such standing and special (*ad hoc* or advisory) committees as it considers necessary to fulfil its role. The Board may choose to appoint members of the public to *ad hoc* or advisory committees. Terms of reference for all committees will be brought forward to the Board for approval by the Executive Committee, and will be periodically reviewed by the Committee, which will also consider whether any committees should be struck or disbanded.

Standing committees will normally have a minimum of three appointed Board members (including the chair), and at the discretion of the Board, committees may have members who are not members of the Board.

Every Board member, except the Mayor, is expected to be on at least one committee, and no Board member, except the Chair, should be on more than two standing committees.

Attendance at committee meetings is restricted to committee members, other Board members, and the CEO or delegate. Others may be invited to attend as guests or resource persons at the invitation of the Committee Chair.

The CEO is a non-voting member to all committees of the Board, without vote. The CEO may delegate the role of Recording Secretary.

The quorum for any committee meeting is majority (half plus one). The Board Chair is a voting member, *ex officio*, of all Board committees, and is counted in quorum.

#### **14.1 Committee Appointment Process**

The Executive Committee will recommend to the Board membership of all committees and Committee Chairs.

#### **14.2 Minutes and Reports of the Committees**

Minutes of committee meetings, including a record of those present and of the content and outcome of any motions considered, will be recorded and submitted for approval at the next regular meeting of the committee.

Submitting reports to the Board are an essential function for the committees, as its recommendations can only be adopted and implemented through Board approval. The Committee Chair may determine whether reports and updates to the Board are submitted in written or oral form.

### **15 AD HOC AND WORKING COMMITTEES**

The Board from time to time may appoint such *ad hoc* committees as it may deem advisable, and the composition, duties, and tenure of such committees shall be solely at the discretion of the Board.

Any *ad hoc* committee constituted hereunder shall be deemed to be dissolved when it has fulfilled its terms of reference and has reported to the Board.

### **16 REPORTS AND BUDGET SUBMISSIONS**

#### **16.1 Annual Report**

The Board shall prepare an annual report and audited financial statements each year, and submit these to the Minister and Council as required by the Act. **14(2)**.

#### **16.2 Annual Budget Submission to Halifax Regional Municipality**

As outlined in the MOU, < 5(1),(2),(3)>;

*(1) "Subject to the Regulations under the Act, the Board shall not later than the date set by resolution of the Council of the Municipality, in each year submit to the Council of the Municipality a detailed estimate of the amounts required by the Board for the ensuing fiscal year to meet the expenses of maintaining and managing the library service in the Municipality and showing the amounts to be paid by the Municipality.*

*(2) Subject to Regulations under the Act, the Board shall each year submit to the Provincial Library reports on goals and objectives, budget for the upcoming year, audited statements of expenditures and revenues, regional library statistics, and results achieved and output measures in the prescribed format and on the dates outlined on the forms.*

*(3) The timing of contributions by the parties toward the support of the Board shall be made in accordance with the Act and Regulations.*

## **17 BANKING AND FINANCIAL CONTROL**

### **17.1 Banking and Borrowing**

The Board is empowered to acquire property, borrow, enter into agreements for the provision of regional public library service, provide library facilities and collections, and to perform such other functions as specified in the Act.

Furthermore, as outlined in the Act **(8)**, the Library:

*“may borrow or raise funds by way of loan on the credit of the municipality such sum or sums as the council thereof deems necessary for the purpose of erecting, acquiring, purchasing, altering, adding to, improving, furnishing or equipping a building or buildings for a regional public library or for the purpose of purchasing or acquiring books for such library.”*

### **17.2 Signing Officers**

For matters which do fall under the existing HRM Procurement policies, the Board shall have two signing officers. Signing officers for HRLB are any two Board or corporate officers listed in Article 9, provided only that they do not have a conflict of interest in the matter.

## **18 INSURANCE**

### **18.1 Liability Insurance**

The Board shall direct the CEO to obtain insurance for such Board members against errors and omissions liability incurred by them in or about the execution of the duties of their office, provided however, that no such liability insurance shall provide insurance against liability relating to the failure of the Board member to act honestly and in good faith with a view to the best interests of the Library.

No members of the Board shall be responsible for the expenses of obtaining insurance.

## **19 ACCOUNTS AND AUDITORS**

### **19.1 Books of Account**

The Board, through the CEO, shall cause proper books of account to be kept of the sums of money received and expended by the Library and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Library.

### **19.2 Auditors**

An auditor shall be appointed by the Board and shall have such rights and responsibilities as prescribed by the *Act 14(1)*.

## **20 FISCAL YEAR**

The fiscal year of the Library begins on April 1 and ends March 31 in the following year.

## **21 GOVERNANCE POLICIES**

The Board may adopt Governance Policies that expands on issues within these bylaws or such other governance matters as it considers appropriate.

Governance Policies may be established, altered, amended or repealed and new policies may be enacted by the Board at a regular or special meeting.

## **22 AMENDMENTS**

Subject to applicable legislation, the Bylaws of the Library may be altered, amended or repealed and new Bylaws may be enacted by the Board members at a meeting of the Board duly called for the purpose of considering any such alteration, amendment, repeal or new Bylaws provided that no notice of motion concerning the matters referred to in this clause 21 shall be made at a Board meeting without circulation of such notice at least fourteen days prior to the Board meeting.