



**ONE VOICE FOR ONTARIO PUBLIC LIBRARIES**

**Annual General Meeting**

**Wednesday, January 30, 2013**

**4:30 p.m. to 6:00 p.m. (registration opens at 4:00 pm)**

**Metro Toronto Convention Centre - North Building - Room 206D**

**AGENDA**

1. Call to Order/Confirmation of Quorum J. Bennett
2. Guests J. Bennett
3. Approval of Meeting Agenda J. Bennett

**Motion:** That the meeting agenda be approved as circulated and described in the Notice of AGM.

4. Approval of Consent Items J. Bennett
  - a) Item 5 – Approval of Minutes of 2012 AGM
  - b) Item 8 – Confirmation of Acts of Directors and Officers
  - c) Item 9 – Reports of Task Forces and Special Committees
  - d) Item 11 – Nominations and Elections to the Board for 2013

5. Approval of Minutes of AGM – February 2, 2012 \* J. Bennett

**Motion:** That the minutes of the 2012 AGM be approved as circulated.

6. Chair's Report \* J. Bennett

**Motion:** That the report of the Chair be received.

7. Treasurer's Report \* L. Mackenzie

**Motion:** That the Audited Financial Statements and Auditor's Report for the fiscal year ending October 31, 2012 be received as circulated.

**Motion:** That the firm Harris & Chong LLP be appointed to conduct an audit for the fiscal year ending October 31, 2013 at an estimated cost of \$5,600 + HST and delegate responsibility for the audit terms of engagement to the Executive Officers.

**Motion:** That the Federation's budget for fiscal year 2012-2013 be received as circulated.

8. Confirmation of Acts of Directors and Officers

L. Mackenzie

**Motion:** That all acts, contracts, by-laws, proceedings, appointments, elections and payments, enacted, made, done and taken in good faith by the directors and officers of the Federation to the date of this meeting, as the same are set out or referred to in the resolutions of the board of directors, the minutes of the meetings of the board of directors or in the financial statements of the Federation, are approved, sanctioned and confirmed.

9. Reports of Task Forces and Special Committees

a) Advocacy Task Force *	L. Stewart
b) Marketing Task Force	B. Manson
c) Research Task Force *	D. Bright
d) Early Literacy Outcomes Study Steering Committee *	E. Hopkins
e) Guidelines and Accreditation Council *	S. Leighton
f) Chief Executives of Large Urban Public Libraries *	R. Vespa

**Motion:** That the reports of the Task Forces and Special Committees be received as circulated.

10. Approval of Bylaw Amendments \*

J. Bennett

**Motion:** That the following paragraphs be modified/added to the Federation's By-laws

(a) **Modify Section 5.3.2 (in Election or Appointment of Directors – Section 5.3):**

At AGM 1 and each subsequent Annual General Meeting each of the caucuses shall elect a number of directors equal to the number of directors from such caucuses retiring in such a year, or whose positions are otherwise vacant. *“If such a retirement or vacancy has occurred prior to the completion of a full term, the newly elected director will only serve until the end of the term of his or her predecessor. Otherwise a director will be elected”* for a term of three years or until the third Annual General Meeting after their election whichever shall first occur.

**Comment**

At the November 2011 Board meeting, it was identified that sections 5.3.2 and 5.3.4 do not facilitate maintaining Director turnover to one-third each year. Section 5.3.2 specifies all terms are for three years. But if a vacancy occurs prematurely, section 5.3.4 says a “replacement” Director’s term ends at the next AGM. The Board wants 5.3.4 to specify that a replacement Director’s term ends when the vacating Director’s term would have.

(b) **Modify Section 5.12 Executive Committee:**

The Board may from time to time elect from among themselves an executive committee composed of ~~three~~ Directors *“who are officers of the Board.”*

Modify Section 5.12.2: Meetings of the executive committee shall be at any time and place to be determined by members of such committee. Any ~~two~~

“three” members may call a meeting. .... ~~Two~~ “Three” members of such committee shall constitute a quorum. ....

**Comment:**

At the June 2012 meeting of the Board, it was identified that the composition of the Executive Committee as specified in the bylaws, is not consistent with our past and current practice, nor with best practices of the not-for-profit sector. Section 5.12 needs to be modified to permit our current practice.

- (c) Modify Section 9.3 (in Meetings – Annual General Meeting and other Sessions Section 9:** The board shall provide a second notice to all members “*at least fourteen (14) days*” prior to the Annual General Meeting.

**Comment**

Although section 9.1 of the bylaws specifies that the first notice of the AGM must be provided to members 90 days in advance, Section 9.3 describing the second notice does not specify when it must be provided. Our practice has been to issue the second notice 14 days in advance, which is consistent with section 9.4 describing other meetings of members. Section 9.3 needs to be modified accordingly.

- (d) Add new Section 11.5 (in Elections and Vacancies - Section 11):**  
“*Notwithstanding sections 4.2, 5.1, 5.3.2, 5.4, and 11.4, in years when province-wide municipal elections precede the AGM by less than six (6) months, the appointment of delegates by members, the election or appointment of Directors by Caucuses, and the election of Officers by the Board will be delayed until the period of time equal to no less than six (6) months and no more than eight (8) months following the municipal election. Incumbent Delegates, Directors and Officers remain in office until their successors are appointed or elected.*”

**Comment**

The scheduling of caucus elections to the Board was an issue leading up to our AGMs in 2007 and 2011, and can be expected to recur every four years due to the timing of municipal elections only three months prior. Section 5.3.2 of the bylaws specifies that caucus elections will occur at the AGM, and section 4.2 specifies that eligibility to vote and be nominated requires the Delegate to be an appointee of a member library in good standing. The process for caucus nominations and elections to the Board typically begins in December of each year. In December following municipal elections, many municipalities have not yet named their library board trustees for the coming years. Sections 5.3.2 and 4.2 need to be modified to permit caucus elections a few months after the AGM in years following municipal elections.

- (e) Renumber current sections 11.5, 11.6, 11.7, 11.7.1, and 11.7.2 to 11.6, 11.7, 11.8, 11.8.1, and 11.8.2 respectively**

## 11. Nominations and Elections to the Board for 2013

B. Manson

**Large Urban Caucus – Margaret MacLean** acclaimed as public library trustee for a three year term ending in February 2016 and **Lilita Stripnieks** acclaimed as public library CEO for a three year term ending in February 2016.

**First Nation Caucus – Sabrina Saunders** acclaimed as public library CEO for a three year term ending in February 2016.

**Northern Caucus – Sandra Weitzel** acclaimed as public library CEO for a three year term ending in February 2016 and **Zach Cheetham** acclaimed as public library trustee for a two year term ending in 2015

**Rural Caucus – Jennifer La Chapelle** acclaimed as public library CEO for a three year term ending in February, 2016.

**Small-Medium Caucus – Michael Kennedy** elected as public library trustee for a three year term ending in February, 2016.

**Toronto Caucus – Paul Ainslie and Benjamin Wulffhart**, trustees, continue as representatives of the Toronto Public Library Board for a term ending in February, 2014.

**Motion:** That the names of those appointed and elected to the Federation's Board of Directors by the various caucuses be received as circulated.

## 12. Other Business

## 13. Adjournment

**Motion:** That the meeting be adjourned.

\* Denotes attachments

*A short meeting of the new Board of Directors will follow immediately following the AGM for the purpose of electing officers.*