



## **LibraryCo - Key Resolutions of the Board of Directors**

### **Resolutions of the Board of Directors – 2000**

#### **2000/01**

Monday, December 4, 2000 - That LibraryCo fund the continuation of the CDLPA Committee for one year. The long range planning committee would then make recommendations regarding the continuation of the funding.

### **Resolutions of the Board of Directors – 2001**

#### **2001/01**

Friday, January 19, 2001 - Board Meetings will be for members of the Board only unless an invitation to attend is extended by the Board.

#### **2001/02**

Friday, February 9, 2001 - Special Needs Emergency Fund of \$150,000 to be administered by a subcommittee of the Executive Director and one other person be established.

An amount of \$5000 per county per year be allowed. The criteria for releasing money would include a one-off cost within the fiscal year. The money would be allotted according to the following priorities: physical space severely compromised; ability to use library severely compromised; gross deficiency in equipment; gross deficiency in collection; significant change in usage.

#### **2001/03**

Friday, March 23, 2001 - That LibraryCo retain J.A. (Sandy) Nixon of Loopstra Nixon LLP, Woodbine Place, Suite 600, 135 Queens Plate Drive, Toronto as Counsel.

#### **2001/04**

Friday, March 23, 2001 - LibraryCo obtain Directors and Officers Liability Insurance from Hal Bennett Insurance for coverage of \$2 million per year for a premium of \$2250.00 subject to filling in the application.

#### **2001/05**

Wednesday, April 25, 2001 - Resolved that the Chartered Accountant firm of Arthur Anderson be appointed as auditors of LibraryCo Inc. to serve in office until the first annual or special meeting of shareholders.

#### **2001/06**

Wednesday, April 25, 2001 - LibraryCo Officers

- Resolved that Susan Elliott, a Director be elected as Chair of the Board of Directors of the Corporation, effective immediately, to serve until her successor is elected or appointed;
- Michael Hennessy, a Director be appointed as Vice-Chair of the Board of Directors of the

- Corporation;
- Peter Bourque, a Director be appointed as Secretary of the Corporation;
  - Suzan Hebditch be appointed Executive Director of the Corporation;
  - Urmas Suits, a Director, be appointed as Treasurer of the Corporation.

### **2001/07**

Wednesday, April 25, 2001 - Resolution re: Signing Authority Policy and Cheque Signing Authority

Resolved that for the purposes of:

- authorizing expenditures of funds held by the Law Society for the benefit of the county and district law libraries;
- approving the expenditure or signing of cheques of LibraryCo Inc. funds;
- signing of any material contracts, or financial commitments;

The following procedures shall apply:

1. For amounts not exceeding \$5000 the approval, authorization or signature of the Executive Director is sufficient, provided the expenditure has been generally contemplated in an approved budget.
2. In addition and independent of the amount, two authorizations or signatures, where applicable, are sufficient provided:
  - i) one signature is from either the Executive Director or the Chair of the Board, and
  - ii) the other signature is from the Vice Chair of the Board, the Treasurer, or the Secretary, or alternatively, both the Executive Director and the Chair of the Board both sign.

### **2001/08**

Wednesday, May 23, 2001 - LibraryCo engage the services of Wade & Partners. S. Hebditch and U. Suits would work with the firm and the LSUC to establish a plan for the transition of LibraryCo financial systems that is manageable and practical for the ED given other pressures on her time.

### **2001/09**

Wednesday, May 23, 2001 – LSUC Payment of Funds to LibraryCo (Options 1 and 2)

LibraryCo Board Supports Option 1 Payments based on approved net LibraryCo Budget. Additionally, they would request of Convocation two friendly amendments:

1. To change the period of distributing funds from monthly to periodic for more flexibility.
  2. That given that we are halfway through the 2001 fiscal year, that this not come into effect until 2002 fiscal year
- Option 1 - Payments based on approved Net LibraryCo Budget. Library levies received in excess of budget requirements because of actual membership exceeding budget, would not be transferred to LibraryCo Inc., but would be retained by the Law Society to reduce library levy requirements in future years. The funds retained would not be available for the general use of the Society.
  - Option 2 – Payments based on amount collected. Under this option the Law Society would act as a conduit and would transfer all library levies collected in the year to LibraryCo Inc.

### **2001/10**

Wednesday, May 23, 2001 - Local Associations' Funds – A good deal of discussion ensued but the consensus of the Board was that as of January 2001 we start fresh and not delve into balances of Associations' accounts. LibraryCo will not inquire into the historic bank accounts, however, on a case by case basis, when the Board starts to look at standards and look at a library that is substandard, it may well be realistic to ask that Association where they had been putting their previously received monies.

### **2001/11**

Wednesday, May 23, 2001 - Succession Planning – moved that G. Mulligan be LibraryCo's nominee as new Board Chair and that the LibraryCo Board recommend this appointment to the Treasurer of LSUC.

### **2001/12**

Thursday, June 21, 2001 - The LibraryCo Board resolved to not register the lease at 460 Brant Street. A non-disturbance agreement in favour of the tenant be requested. S. Nixon will request same.

### **2001/13**

Thursday, June 21, 2001 - Documentation/Minute Book for LibraryCo Inc. be put together by S. Nixon. Once created, the Minute book will be held at Corporate Counsel's office. The Board resolved that By-laws be drafted and include corporate indemnification.

A history will be prepared of the Board of Directors and the Officers of the Corporation. Effective June 21, 2001 the Officers of the Corporation are:

Greg Mulligan, Chair  
Suzan A. Hebditch, Executive Director  
Michael Hennessy, Vice-Chair  
Urmars Suits, Treasurer  
Peter Bourque, Secretary

### **2001/14**

Thursday, June 21, 2001 – It was resolved that the ED will keep the Board apprised of deadlines/obligations as spelled out in the Unanimous Shareholders Agreement.

Section 5.2 of the Unanimous Shareholders Agreement states that within 90 days after the end of the fiscal year the Board shall approve an Annual Report which sets out annual audited statements, major activities of the year, summary of the long range planning activities etc.

Section 5.4 of the Unanimous Shareholders Agreement concerns the budget approval process. It states 135 days prior to the commencement of the Fiscal Year the Board shall oversee the preparation and approval of a detailed operating budget. After board approval, it will be presented to the LSUC for approval. If there is a disagreement on the budget which cannot be resolved in good faith, the LSUC may suspend or reduce funding.

### **2001/15**

Friday, July 27, 2001 – The Board approve \$10,000 to engage R.H. Communications for three months to prepare the Backgrounder, prepare media releases/kit, design the newsletter to the counties, and help with other projects such as the launch and OCLA conference.

### **2001/16**

Friday, October 26, 2001 - Resolved that the Counties be instructed to provide financial reports within 30 days of the end of a quarter and that in turn LibraryCo would report to the shareholders within 90 days of the end of the quarter.

### **2001/17**

Friday, October 26, 2001 - To clarify the Board's position, as taken at the May 23, 2001 meeting, be it resolved that LibraryCo will not be supplying information relating to bank balances of local law Associations.

### **2001/18**

Friday, October 26, 2001 - Resolved that Wendy Tysall be requested to release the grant cheque to S. Hebditch. S. Hebditch will send a letter to the President of the Parry Sound Law Association requesting that the Association provide the financial information current to June 30, 2001 and projected Budget for 2002. If the financial information cannot be submitted, the Association should be asked to consider their

library requirements and respond accordingly. Until the necessary information is received the cheque will not be issued.

#### **2001/19**

Thursday, November 22, 2001 - Resolved that Wade & Partners prepare a separate package for LibraryCo. Inc. for the year ended December 31, 2001. This package will contain the financial accounts of LibraryCo Inc., as legal entity but will not extend to the accounts of the 48 County & District Libraries or their respective Associations.

Wade & Partners on behalf of the Board of Directors will obtain a quote from Arthur Anderson which will specify the audit fees that will be charged to LibraryCo Inc., given the comprehensiveness of the audit package that will be provided to them.

#### **2001/20**

Thursday, November 22, 2001 - Resolved that LibraryCo proceed with the items outlined in the *Report to the Board of Directors LibraryCo Inc. November 2001*, presented by Wade & Partners and that a high priority should be placed on its implementation.

#### **2001/21**

Friday, November 23, 2001 - Resolved that S. Hebditch have the authority to hire a Roving Librarian on a contract basis to assist with the library assessments. In lieu of not finding a qualified person, S. Hebditch will do the pre-assessments of the 21 libraries designated as Local Libraries.

### **Resolutions of the Board of Directors – 2002**

#### **2002/01**

Friday, January 11, 2002 - Resolved that R. Zochodne be appointed to the LibraryCo Board of Directors.

#### **2002/02**

Friday, January 11, 2002 - Resolved that the Executive Director explore the possibilities of remote access delivery with the publishers and report back the findings to the LibraryCo Board of Directors.

#### **2002/03**

Friday, January 11, 2002 - Resolved that LibraryCo purchase for the Frontenac Law Library, Tracking Software, at a reasonable cost. The Frontenac Law Library will provide remote access delivery statistics via the Tracking Software to the LibraryCo Board of Directors for review. A letter of appreciation be forwarded to Jackie Hawkins, the Library Technician at the Frontenac Law Association for promoting the desktop remote access delivery system. The letter is to have the joint signatures of the LibraryCo Chair and the E.D.

#### **2002/04**

Friday, January 11, 2002 - Resolved to adopt the draft of the *LibraryCo Inc. Financial Statements December 31, 2001* with minor adjustments and to authorize the LibraryCo Finance Committee to approve the adjustments.

#### **2002/05**

Friday, February 8, 2002 - Resolved that the County and District Law Libraries are to record expenditures relating exclusively to the library and not to record Association expenditures when reporting their quarterly financial information to LibraryCo.

#### **2002/06**

Friday, February 8, 2002 - Resolved that the *Rules of Use for the MTLA Law Library* be used as a model Code of Conduct and it is to be sent to the County and District Law Libraries for comment and input.

#### **2002/07**

Friday, March 22, 2002 - Resolved that Marion Boyd, Richmond Wilson and David Ziriada shall hold office as a Board of Director of LibraryCo Inc. for a term expiring on March 31, 2005.

#### **2002/08**

Friday, March 22, 2002 - Resolved that the OBA representative Holly Harris be appointed to the LibraryCo Inc. Board of Directors and shall hold office for a term expiring March 31, 2005.

#### **2002/09**

Friday, March 22, 2002 - Resolved to approve the *LibraryCo Inc. Audited Financial Statements for the year ending 2001*.

#### **2002/10**

Friday, March 22, 2002 - Resolved that S. Hebditch send a letter to the County and District Law Libraries thanking them for their feedback on the *LibraryCo Rules of use for an Association Law Library*. That the County and District Law Association Executives be encouraged to use the *LibraryCo Rules of use for an Association Law Library* as a guideline for their libraries, but that LibraryCo emphasize that it be used at their discretion.

#### **2002/11**

Friday, March 22, 2002 - Resolved that the Board approve the *Business Plan* in principal as presented.

#### **2002/12**

Friday, March 22, 2002 - Resolved that the Board include in the *Business Plan* the attached Financial Documents as presented and in particular *Schedule C*. The category Electronic Libraries be removed from *Schedule C*. The category Local Libraries on *Schedule C* be footnoted and designated as Local Library A and Local Library B for the purpose of the *Business Plan*.

#### **2002/13**

Friday, March 22, 2002 - Resolved that the criteria for distributing the funding for the ergonomic furniture and broad band access projects be approved.

#### **2002/14**

Wednesday, June 12, 2002 - Resolved that: 1) the E.D. move forward and refine the CCH desk-top delivery quotation to include if appropriate, in light of other publishers offerings, a family law product. 2) to see about obtaining a better price on the Canadian Insurance Law Guide/Reporter archival products. 3) if necessary use Reserve funds to supplement the Law Foundation funds.

#### **2002/15**

Wednesday, June 12, 2002 - Resolved that if the Selection Committee for the Roving Law Librarian decides that W. Hearder-Moan is the right person for the position, that they have approval from the Board to make an offer of employment.

#### **2002/16**

Wednesday, June 12, 2002 - Resolved that the *Essential Law Library List – Draft May 8, 2002* be sent out to the County and District *Area Library* staff, Presidents and Library Chairs for a set time limited comment.

#### **2002/17**

Wednesday, June 12, 2002 - Whereas the *Unanimous Shareholder Agreement* for LibraryCo Inc. is between the Law Society of Upper Canada and the County and District Law Presidents' Association, be it resolved that the requests received for a copy of the *Unanimous Shareholder Agreement* should be directed to the shareholders.

#### **2002/18**

Wednesday, June 12, 2002 - In keeping with the Board Resolution 2001/01 – January 19, 2001, which states "*Board Meetings will be for members of the Board only unless an invitation to attend is extended by the Board.*"

Resolved, that the LibraryCo Board Minutes be kept for the purposes of the members of the Board. Further distribution of these minutes is at the discretion of the Board as a whole.

### **2002/19**

Wednesday, June 12, 2002 - Resolved that the resolutions of the LibraryCo Board meetings be posted on the LibraryCo website once it is developed.

### **2002/20**

Wednesday, June 12, 2002 - Whereas the LibraryCo Board, in developing its *Business Plan*, to implement the recommendations of *Beyond 2000: The Future Delivery of County Library Services* to Ontario Lawyers passed a motion on March 22, 2002 which involved elimination of existing staff in ten County and District Law Libraries by December 31, 2002.

Whereas, when LibraryCo's *Business Plan* was presented to its shareholders, the Law Society of Upper Canada and the County and District Law Presidents' Association, both organizations requested that LibraryCo reconsider this decision in order to consult more fully with the County and District Law Presidents' Association and individual County and District Law Associations.

Whereas, the Board of Directors of LibraryCo recognizes that consultation with its stakeholders is required to respond to the many concerns raised in respect to this decision.

Therefore, be it resolved that the proposed staffing changes be deferred pending a period of additional consultation and that during this period, the Board of LibraryCo anticipates that the County and District Associations will refrain from filling any vacated staff positions or increasing staff hours.

### **2002/21**

Friday, September 20, 2002 - Resolved that the OBA representative Jacques Menard be appointed to the LibraryCo Inc. Board of Directors.

### **2002/22**

Friday, September 20, 2002 - Resolved that the *Proposed 2003 Budget for LibraryCo Inc.* be approved.

### **2002/23**

Friday, September 20, 2002 - Resolved that \$1.5 million of the \$1.8 million reserve fund be put into a 30 day investment at the Bank of Nova Scotia at the current rate, subject to the Law Society of Upper Canada not objecting to moving the funds. The Bank of Montreal will be given an opportunity to match the rate.

### **2002/24**

Friday, November 22, 2002 - Resolved that: the County and District Law Libraries are to be informed that there is \$4,356,000 in available funding but at this time LibraryCo is still in the process of devising a Block-Based Funding formula.

The Excel *BAM Funding Formula: LibraryCo Funding Formula Expressed in Percentages* spreadsheet and the *LibraryCo Funding Formula Criteria* be sent out to the County and District Law Libraries for consultation and feedback. Included in the spreadsheet will be the figures for the following columns: *Number of members, Basic Allocation, Number of Lawyers, 2002 Centralized Purchases/Funding and 2002 Grant.*

Prior to sending out the document for consultation, M. Adams, P, Bourque and J. Menard will try to incorporate the principles from the *Business Plan* into the *BAM Funding Formula*.

### **2002/25**

Friday, November 22, 2002 - Whereas, it is clear that in the last eight months since writing of the *Business Plan* the County and District Law Library landscape has changed due to:

- an earlier than anticipated introduction of desktop delivery
- immediate and unforeseen staffing changes
- the earlier than expected implementation of policies regarding document delivery and collection rationalization

- the realigning of commercial contracts for electronic information to coincide with the fiscal year
- that 2003 is a transition year to see the implementation of the *Essential Law Library* and the *Core Titles for Ontario Courthouse Law Libraries*

Be it resolved that LibraryCo distribute in 2003 to the County and District Law Libraries \$4,356,000 plus an additional amount from the Reserve not to exceed \$300,000.

## **Resolutions of the Board of Directors – 2003**

### **2003/01**

Friday, February 28, 2003 – Resolved that the LibraryCo Inc. Draft Financial Statements for December 31, 2002 be approved.

### **2003/02**

Friday, February 28, 2003 – Resolved that LibraryCo distribute to the Law Associations a statement to the effect that the grants provided by LibraryCo are not a taxable supply. Law Associations might want to take a closer look at their respective **GST** situations, as each one is unique to the Association. Furthermore, if a Law Association does not have access to a financial adviser, they could contact Wade & Partners at their own expense, since Wade & Partners, as accountants to LibraryCo, are familiar with the financial arrangements between the Law Associations and LibraryCo and have researched this issue.

### **2003/03**

Friday, February 28, 2003 – Resolved that a small committee be struck to:

- a) review the current policy on Special Needs, particularly the dollar amount, and
- b) make recommendations for the April 2003 meeting.

Decisions regarding requests for funding in the mean time will continue to be based on the current policy. The committee, composed of S. Hebditch, M. Boyd and J. Carten, will come back with recommendations that incorporate the spirit of the third paragraph of the tabled motion (which addresses the CDLPA Resolution as presented in May 2002) and taking into account the *Out of the Box.....and Beyond the Walls: Business Strategies for LibraryCo Inc. 2002-2005*.

### **2003/04**

Friday, February 28, 2003 – Resolved that the three requests for funding of the LibraryCo bursaries for Continuing Education for County and District Law Library staff, as advanced by the Staffing Standards Team be approved.

### **2003/05**

Wednesday, April 9, 2003 – Resolved that Jennifer Carten, Judith Potter and Robert Whitmore shall hold office as a Board of Director of LibraryCo Inc. for term expiring on March 31, 2006.

### **2003/06**

Wednesday, April 9, 2003 – Resolved that the *LibraryCo Inc. and County and District Law Libraries Combined Statement of Revenues and Expenses for the year ending December 31, 2002* be approved.

### **2003/07**

Wednesday, April 9, 2003 – Resolved that a 3 member committee be struck to:

- a) investigate and report to the Board on County and District Law Association Libraries who incur financial difficulty.
- b) make recommendations for a solution.

The committee is to be composed of S. Hebditch, M. Adams and R. Zochodne.

### **2003/08**

Wednesday, April 9, 2003 – Resolved that LibraryCo release a preliminary grant amount for 2004 to each County and District Law Association Library by May 15, 2003. The root of the 2004 funding will be based on the 2003 allocations. However, in considering a modest increase, a number of considerations will be

contemplated, not the least of which is the CDLPA endorsed and Convocation approved guidelines stating that LibraryCo will create a better library system for approximately the same money within 10% of \$200 per member, in its first three years.

#### **2003/09**

Wednesday, April 9, 2003 – Resolved that each County and District Law Association receive a notification letter by May 15 indicating what their proposed grant, pending approval of the LibraryCo Budget, for 2004 will be. Associations believing they have an *unusual or unique* circumstance requiring a further review by the LibraryCo Board of Directors may submit a written report outlining those circumstances by June 15, 2003. Submissions received by that deadline, will be considered within the confines of LibraryCo's budget constraints based on funding from the Law Foundation of Ontario and the Law Society of Upper Canada.

#### **2003/10**

Thursday, April 24, 2003 – Resolved that LibraryCo appoint Deloitte & Touche as Auditors for LibraryCo Inc. for the 2003 year.

#### **2003/11**

Friday, October 3, 2003 – Resolved that Abraham Feinstein, Q.C. shall hold office as a Director of the LibraryCo Inc. Board for a term expiring March 2006.

#### **2003/12**

Friday, October 3, 2003 – Resolved that the LibraryCo Board of Directors approve the Proposed 2004 Budget for LibraryCo Inc.

#### **2003/13**

Friday, October 3, 2003 – Resolved that the Realigning Compensation for County and District Library Staff 2004, Annual Salary Bands for County and District Library Staff, the position descriptions and the performance evaluation documents be approved.

#### **2003/14**

Friday, October 3, 2003 – In view of LibraryCo's aggressive move to delivery of electronic information to the lawyers of Ontario and that it is critical that the LibraryCo funded law libraries must keep pace with the technology, be it resolved that LibraryCo disburse up to \$200,000 for capital expenditures to the County and District Law Libraries that require new computer/office equipment and library furniture.

#### **2003/15**

Friday, November 28, 2003 – Resolved that LibraryCo fund CDLPA's Library Committee for the 2004 fiscal year up to a maximum of \$14,000 based on costs incurred.

And resolved that with respect to the 2005 year and beyond, the Chair of LibraryCo will meet with the Chair of CDLPA to discuss funding options including whether CDLPA should seek funding for their Library Committee from the Law Society as part of its overall grant application.

#### **2003/16**

Friday, November 28, 2003 - Resolved that the LibraryCo Board of Directors approved the *LibraryCo Inc. and County and District Law Libraries Combined Statement of Revenues and Expenses for the 3<sup>rd</sup> Quarter ending September 30, 2003.*

### **Resolutions of the Board of Directors – 2004**

#### **2004/01**

Friday, February 27, 2004 - In view of the important role that current, accurate and timely legal information plays in the administration of Justice and the critical importance that the County and District Law Libraries play in delivering that information to the lawyers of Ontario

Be it resolved that LibraryCo Inc. offer to participate in the obtaining of a legal opinion by the Peel Law Association regarding their law library's entitlement to space in the A. Grenville & William Davis



Courthouse; and that if this offer is accepted LibraryCo agrees to assume up to one third of the costs of a joint retainer in this regard.

**2004/02**

Friday, February 27, 2004 - Resolved that the LibraryCo Board of Directors re-appoint Michael Adams to the Board. Mr. Adams' continuing three year term of office is effective through to and including March 31 2007.

**2004/03**

Friday, February 27, 2004 - Resolved that the LibraryCo Board of Directors supports the Toronto Lawyers' Association re-appointment of Anne C. Matthewman to the Board. Ms. Matthewman's continuing three year term of office is effective through to and including March 31, 2007.

**2004/04**

Friday, February 27, 2004 - Resolved that the LibraryCo Board of Directors supports the County and District Law Presidents' Association nomination of Michael M. Johnston to the Board. Mr. Johnston's three year term of office is effective April 1, 2004 through to and including March 31, 2007.

**2004/05**

Friday, February 27, 2004 - Resolved that the LibraryCo Board of Directors supports the Toronto Lawyers' Association nomination of Nancy Iadaluca to the Board. Ms. Iadaluca's three year term of office is effective April 1, 2004 through to and including March 31 2007.

**2004/06**

Friday, February 27, 2004 - Resolved that the LibraryCo Board of Directors supports the Ontario Courthouse Librarians Association nomination of Mary-Jo Mustoe to the Board. Ms. Mustoe's three year term of office is effective April 1, 2004 through to and including March 31, 2007.

**2004/07**

Friday, February 27, 2004 - Resolved that the LibraryCo Board of Directors supports the Law Society of Upper Canada's nomination of Gavin Mackenzie as Chair of the Board. Mr. Mackenzie's three year term of office is effective June 1, 2004 through to and including March 31, 2007.

**2004/08**

Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc. Audited Financial Statements for the year ending December 31, 2003*.

**2004/09**

Friday, April 23, 2004 - Be it resolved that LibraryCo obtain legal opinions to a) clarify potential pay equity issues and, b) clarify the employer / employee relationship vis-à-vis LibraryCo, the Associations and Library Staff.

**2004/10**

Friday, April 23, 2004 - Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc. and County and District Law Libraries Combined Statement of Revenues and Expenses for the year ending December 31, 2003*.

**2004/11**

Friday, April 23, 2004 - Resolved that LibraryCo distribute the following LibraryCo brochures: *What's in a name?; Just the facts!; What's in a Law Library?; Hiring Law Library Staff?*

**2004/12**

Friday, June 25, 2004 - Resolved that the LibraryCo Board of Directors supports the Law Society of Upper Canada's nomination of Gerald A. Swaye, Q.C. to the Board for a three year term of office effective June 27, 2004 through to and including March 31, 2007.

#### **2004/13**

Friday, June 25, 2004 - Be it resolved that: the *Special Needs Emergency Fund Team* be renamed the *Capital Replenishment Fund Team*; the *Capital Replenishment Fund Team* have the authority to approve submissions received with appropriate supporting documentation to a maximum of \$15,000; and that the *Capital Replenishment Fund Team* reports to the LibraryCo Board all approved submissions. Lastly, if the *Capital Replenishment Fund Team* receives submissions in excess of \$15,000. the Team will circulate a brief business case to the Board for approval.

#### **2004/14**

Friday, June 25, 2004 – Be it resolved that the planning document for the LibraryCo *Autumn Advance* be approved.

#### **2004/15**

Friday, June 25, 2004 – Be it resolved that the LibraryCo Board approve staff to proceed with the short and medium term actions as articulated in *Fulfilling the Expectations of Beyond 2000*.

#### **2004/16**

Friday, June 25, 2004 – Be it resolved that the opinion requested from Christopher G. Riggs, Q.C. of Hicks, Morley Hamilton Stewart Storie LLP on the issue of whether LibraryCo would be considered or deemed to be an “employer” of any law library staff under Ontario law be shared with the Chair of CDLPA and the Treasurer of the Law Society of Upper Canada in their capacities as shareholders of LibraryCo. LibraryCo’s intention in sharing the opinion with its shareholders is that privilege be maintained.

#### **2004/17**

Friday, June 25, 2004 – Regarding the CDLPA Library Committee for the 2005 fiscal year, be it resolved that LibraryCo provide reimbursement to the CDLPA Library Committee for appropriate and reasonable expenses associated with conducting their business meetings based on receipts submitted to LibraryCo, up to a maximum of \$20,000.

#### **2004/18**

Friday, November 26, 2004 - Resolved that the E.D. draft a funding submission for a Virtual Reference Service for the Law Foundation of Ontario.

### **Resolutions of the Board of Directors – 2005**

#### **2005/01**

Friday, February 25, 2005 - Resolved that the *LibraryCo Inc. Financial Statements December 31, 2004* be approved.

#### **2005/02**

Monday, March 7, 2005 – Resolved that the LibraryCo Board of Directors support the *Moving toward a virtual reference service: A funding proposal to the Law Foundation of Ontario*.

#### **2005/03**

Friday, May 6, 2005 - Resolved that Deloitte & Touche LLP be appointed as the auditor for LibraryCo Inc.

#### **2005/04**

Friday, May 6, 2005 – Resolved that the LibraryCo Board of Directors approve funding of up to \$30,000.00 to enable the *Integration Task Force* to survey of the lawyers of Ontario regarding future directions of access to and delivery of legal information.

#### **2005/05**

Friday, May 6, 2005 – Resolved that the LibraryCo Board of Directors will bring forward in 2006 an operating budget which will no longer draw on the *Reserve*.

#### **2005/06 (via conference call)**

Tuesday, August 16, 2005 – Resolved that the LibraryCo Board of Directors approve the *Proposed 2006 Budget for LibraryCo Inc.*

**2005/07 (e-mail vote)**

Wednesday, August 31, 2005 – Resolved that the *LibraryCo Inc. 2<sup>nd</sup> Quarter Financial Report of 2005 for the 6 months ended June 30, 2005* be approved.

**2005/08**

Friday, September 23, 2005 - Resolved that the *Quarterly statements for LibraryCo and Law Libraries* be approved by the Board before being submitted to the Law Society of Upper Canada Finance and Audit Sub-Committee.

**2005/09**

Friday, September 23, 2005 - Resolved that the *Report of Revenues and Expenses* continue to be produced monthly for the Board's use and that the approved *Report of Revenues and Expenses for the month ending June 30, 2005* be submitted to the Law Society of Upper Canada Finance and Audit Sub-Committee.

**2005/10**

Friday, September 23, 2005 - Resolved that the Board approve the *Report of Revenues and Expenses for the month ending June 30, 2005*.

**2005/11**

Friday, September 23, 2005 - Resolved that the Board approve the *Report of Revenues and Expenses for the month ending August 31, 2005*.

**2005/12**

Friday, September 23, 2005 - Resolved that the LibraryCo Board adopt the *Policy on Funding Staff Termination Expenses Incurred by Associations*.

**2005/13**

Tuesday, November 8, 2005 - Resolved that the *LibraryCo Inc.: Report of Revenues and Expenses for the month ending September 30, 2005* be approved by the Board.

**2005/14**

Tuesday, November 8, 2005 - Resolved that the *LIBRARYCO INC: REPORT TO THE SHAREHOLDERS 3rd QUARTER FINANCIAL REPORT OF 2005 for the 9 months ended September 30, 2005* be approved by the Board.

**2005/15**

Friday, November 23, 2005 - Resolved that the *LibraryCo Inc.: Report of Revenues and Expenses for the Ten months ending October 31, 2005* be approved by the Board of Directors.

**2005/16**

Friday, November 23, 2005 - So as to address a technical deficit due to a change in generally accepted accounting principles, resolved that the Board of Directors approve a transfer of funds from the *Reserve Fund* sufficient to eliminate the overall deficit in the *General Fund*.

**2005/17**

Friday, November 23, 2005 - Resolved that the LibraryCo Board of Directors approve the County and District Law Library Grants for 2006 with a minor correction.

**Resolutions of the Board of Directors – 2006**

**2006/01(via conference call)**

Monday, February 13, 2006 - Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc.: Report to the Shareholders 4th Quarter Financial Report of 2005 for the 12 months ended December 31, 2005*.

**2006/02**

Friday, February 24, 2006 – Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc. Audited Financial Statements for the year ending December 31, 2005.*

**2006/03**

Friday, April 28, 2006 - Resolved that the *LibraryCo Inc.: Report of Revenues and Expenses for the three months ending March 31, 2006* be approved by the Board of Directors.

**2006/04 (via conference call)**

Tuesday, May 9, 2006 - Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc.: Report to the Shareholders 1st Quarter Financial Report of 2006 for the 3 months ended March 31, 2006.*

**2006/05**

Friday, June 23, 2006 – Resolved that the *LibraryCo Inc.: Report of Revenues and Expenses for the Five months ending May 31, 2006* be approved by the Board of Directors.

**2006/06 (via conference call)**

Thursday, August 10, 2006 – Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc. Report to the Shareholders: 2nd Quarter Financial Report of 2006 for the 6 months ended June 30, 2006.*

**2006/07 (via conference call)**

Thursday, August 17, 2006 - That the *Proposed 2007 Budget for LibraryCo Inc.* including the *Management Discussion and Highlights* document accompanying it be approved as presented.

**2006/08**

Friday, September 15, 2006 - Resolved that the *LibraryCo Inc.: Report of Revenues and Expenses for the Eight months ending August 31, 2006* be approved by the Board of Directors.

**2006/09**

Friday, September 15, 2006 – Be it resolved that at the request of the County and District Law Presidents' Association, LibraryCo amend its *Proposed 2007 Budget for LibraryCo Inc.* to re-instate the \$105,000 for collections that was removed from the 2006 budget.

**2006/10 (via conference call)**

Monday, November 13, 2006 - Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc.: Report to the Shareholders 3rd Quarter Financial Report of 2006 for the 9 months ended September 30, 2006.*

**2006/11**

Wednesday, November 22, 2006 - Resolved that the *LibraryCo Inc.: Report of Revenues and Expenses for the Ten months ending October 31, 2006* be approved by the Board of Directors.

**2006/12**

Wednesday, November 22, 2006 - Resolved the LibraryCo Board defer the *Strategic Advance*, January 25 to 27, 2007 in favour of a joint LibraryCo Board, Shareholders and Stakeholders meeting to be held January 2007 to discuss the governance structure of LibraryCo.

**Resolutions of the Board of Directors – 2007****2007/01 (via conference call)**

Thursday, February 8, 2007 - Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc. Report to the Shareholders: 4<sup>th</sup> Quarter Financial Report of 2006 for the 12 months ended December 31, 2006.*

**2007/02 (via conference call)**

Friday, February 16, 2007 – Resolved that the LibraryCo Board of Directors approve the *LibraryCo Inc. Audited Financial Statements for the year ending December 31, 2006.*

### **2007/03 (via conference call)**

Friday, February 16, 2007 – Resolved that LibraryCo appoint a member of the Board of Directors to oversee for the 2007 year, the administration of the CALL/ACBD bursary program according to the approved guidelines.

### **2007/04**

Friday, May 18, 2007 - Pursuant to Section 3.9 of the Unanimous Shareholders Agreement, that Abraham Feinstein, Q.C., be appointed as Chair of the Corporation.

### **2007/05**

Friday, May 18, 2007 - Pursuant to Section 3.9 of the Unanimous Shareholder Agreement, that David Thompson be appointed as Vice Chair of the Corporation.

### **2007/06**

Friday, May 18, 2007 - Pursuant to Section 3.6 of the Unanimous Shareholder Agreement, that Bruce Hutchison, Michael Johnston and Gerald Swaye, Q.C. be appointed to the Audit and Finance Committee.

### **2007/07**

Friday, May 18, 2007 - Pursuant to Section 3.6 of the Unanimous Shareholder agreement, that Abraham Feinstein, Q.C, David Thompson, Paul Henderson and Lise Parent be appointed to the Governance and Planning Committee.

### **2007/08**

Friday, May 18, 2007 - Pursuant to Section 3.3 of the Unanimous Shareholders Agreement, the Board of Directors of the Corporation shall hold terms of office as follows:

Abraham Feinstein, Q.C., Michael Johnston and Gerald Swaye, Q.C. will hold a one year term of office. Paul Henderson, Bruce Hutchison, Ross Murray, Q.C., Lise Parent and David Thompson will hold a two year term of office.

### **2007/09**

Friday, May 18, 2007 - Pursuant to Section 5.5 of the Unanimous Shareholder Agreement, that Deloitte & Touche LLP be appointed as the auditor for the Corporation for the 2007 financial year.

### **2007/10**

Friday, May 18, 2007 - Pursuant to Section 4.3 of the Unanimous Shareholders Agreement, the Administrative Services Agreement be approved and dated March 1, 2007.

### **2007/11**

Friday, May 18, 2007 - Pursuant to Section 3.9 of the Unanimous Shareholders Agreement, that Wendy Tysall be appointed as Chief Financial Officer of LibraryCo Inc.

The Board of Directors appoints Abraham Feinstein, Q.C., Director; David S. Thompson, Director; Wendy Tysall, Chief Financial Officer and Fred Grady, Manager, Finance of the Law Society of Upper Canada as signing officers for LibraryCo Inc.

Any one signing officer on behalf of LibraryCo Inc. may sign contracts, obligations and any other financial commitment up to and including \$25,000. Contracts, obligations and other financial commitments in excess of \$25,000 must be signed by Wendy Tysall, Chief Financial Officer or Fred Grady, Manager, Finance of the Law Society of Upper Canada with the second signature being that of a LibraryCo Inc. Board Director with signing authority.

Banking and investment transactions resulting in the transfer of funds within LibraryCo Inc. accounts, regardless of dollar value, are to be signed by Wendy Tysall, Chief Financial Officer or Fred Grady, Manager, Finance of the Law Society of Upper Canada.

### **2007/12**

Friday, May 18, 2007 -The Board of Directors approves the banking resolution, in the form required by the Bank of Montreal.

LibraryCo Inc. has been with the Bank of Montreal since 2001. The Law Society of Upper Canada also uses the Bank of Montreal. At this time, to simplify the process of transferring financial administration to the

Law Society of Upper Canada, it is recommended that the relationship with the Bank of Montreal be maintained.

**2007/13**

Friday, May 18, 2007 - Resolved that an application for funding for one year be made to the Law Foundation of Ontario based on the statistical information in the advoCHAT Business Analysis and Report.

**2007/14**

Friday, May 18, 2007 - The Board was asked to adopt Halpenny's recommendations to change the funding arrangements of the health and benefits to a method called Refund (Retention) Accounting which would provide a detailed financial statement at the end of the accounting period and fully disclose all retention charges. This method uses a claims fluctuation reserve to cover any deficits at the end of each accounting period and any surplus, up to a maximum, goes into the reserve, which would then be the property of LibraryCo for withdrawal at any time or to be applied to future costs.

**2007/15**

Friday, June 29, 2007 - The Board was asked to provide the Director, Professional Development & Competence with approval to proceed to work with LexisNexis to attend to the required upgrades and integration of the new Quicklaw system in all county libraries.

**2007/16**

Friday, June 29, 2007 - The Board was asked to direct the CFO to utilize the reserve to fund the deficit for 2007 estimated at \$272,000.

**2007/17**

Monday, July 30, 2007 - After reviewing the agenda topics, the Board directed A. Feinstein to contact the Chair of OCLA and communicate the following: the Board supports the agenda topics presented; OCLA is to take a leadership role in planning the conference and setting the agenda; and that conference space has been secured at a hotel in Toronto for October 15 & 16, 2007.

**2007/18**

August 20, 2007 - Approval of the 2008 budget for LibraryCo Inc. of \$8,591,000 to be funded by the Law Society of Upper Canada fee levies of \$7,691,000, estimated at \$11 per lawyer licensee, and Law Foundation grants of \$900,000.

**2007/19**

August 20, 2007 - Approval of the use of the surplus in the reserve to fund any additional 2008 budget requirements of County and District Law Libraries based on a review by the Board of the individual libraries funding requests.

**2007/20**

August 20, 2007 - LibraryCo Inc. should maintain a reserve of \$500,000 comprising a general component of \$200,000, a capital and special needs component of \$150,000 and a staffing and severance component of \$150,000. Any expenditure from this reserve should be replenished in the following year.

**2007/21**

November 6, 2007 – LibraryCo will create a Human Resources Committee to examine severance payments, merit increases and employment contracts. D. Thompson will serve as chair with T. Conway and L. Parent as committee members.

**2007/22**

November 6, 2007 – M. Foote, Board General Manager, will have signing authority for LibraryCo contracts.

## **Resolutions of the Board of Directors – 2008**

### **2008/01 (via conference call)**

February 13, 2008 – Resolved that the Board approve the Long Term Disability Benefits Premium Policy policy as distributed.

### **2008/02 (via conference call)**

February 13, 2008 – Resolved that David S. Thompson be appointed Chair of the Board and Bruce Hutchison be appointed Vice Chair of the Corporation to hold office during the pleasure of the Board and subject to the Unanimous Shareholders' Agreement dated June 1<sup>st</sup>, 2007. This appointment will be effective March 1, 2008.

### **2008/03**

March 18, 2008 – Resolution to give signing authority to M. Johnston.

### **2008/04 (via conference call)**

March 28, 2008 – Resolved that the LibraryCo Board of Directors approve the *LibraryCo Audited Financial Statements for the year ended December 31, 2007*.

### **2008/05 (via conference call)**

March 28, 2008 – Resolved that the Bank of Montreal be appointed the banker of LibraryCo Inc. and that the following are authorized signing officers on behalf of LibraryCo Inc.: Chair of the Board - David S. Thompson, Chief Financial Officer – Wendy Tysall, Manager, Finance - Fred Grady, Director - Michael Johnston, Director – Bruce Hutchison.

### **2008/06 (via conference call)**

March 28, 2008 – Resolution to approve the 2007 LibraryCo Annual Review.

### **2008/07**

May 13, 2008 – Resolved that, in order to improve statistical reporting, the local libraries will no longer be required to report their statistics to LibraryCo effective July 1.

### **2008/08 (via conference call)**

July 24, 2008 – Resolution that LibraryCo go to Carswell to renegotiate the contract to include only Law Source, and that LibraryCo negotiate with LexisNexisCanada to make Quicklaw available via desktop delivery.

### **2008/09 (via conference call)**

July 24, 2008 – Resolution that LibraryCo drop the CCH suite from the Toolkit.

### **2008/10 (via conference call)**

August 29, 2008 – Resolution that the Board of Directors approve the LibraryCo 2<sup>nd</sup> quarter financial statements.

### **2008/11 (via conference call)**

August 29, 2008 – Resolution that the Board of Directors approve the renewal of LibraryCo's benefits package with Great-West Life.

### **2008/12 (via conference call)**

August 29, 2008 – Resolution that the Board of Directors approve the Hastings Law Association's request for \$5,000 from the LibraryCo Capital and Special Needs Grant fund to cover part of the cost of a new photocopier.

### **2008/13**

September 23, 2008 – Resolution to approve the LibraryCo 2009 budget.

### **2008/14**

September 23, 2008 – Resolution to approve the Capital & Special Needs Grant Policy as amended.

**2008/15**

December 10, 2008 – Resolution to approve the Q3 2008 financial statements.

**2008/16**

December 10, 2008 – Resolution to approve that LibraryCo will not claim ITC credits as recommended by W. Tysall in her memorandum of November 28, 2008 and that the Board will advise the associations to seek their own advice.

**2008/17**

December 10, 2008 – Resolution to approve CCLA's request to return \$66,000 to LibraryCo.

**2008/18**

December 10, 2008 - Resolution to approve the Group Resolution.

**2008/19**

December 10, 2008 – Resolution that LibraryCo continue the policy on budget carry-overs until December 31, 2009.

**2008/20**

December 10, 2008 - Resolution that the Board will respond to the Thunder Bay Law Association saying that the current carry-over policy will remain in effect.

**Resolutions of the Board of Directors – 2009****2009/01**

February 13, 2009 - Resolution that LibraryCo go back to Goodmans LLP for clarification of LibraryCo's corporate structure.

**2009/02**

February 13, 2009 - Resolution that the Board ask D. Whelan to approach LexisNexis Quicklaw for a quote to extend the secondary content to the desktop; for a quote to extend the existing desktop access to three additional associations (Algoma, Kenora and Thunder Bay); and for a quote to extend desktop access to these three associations with the secondary content that is presently available in the libraries.

**2009/03**

February 13, 2009 - Resolution to determine, by examining the AdvoCat catalogue or through a survey, which law report series are still being purchased and retained by the regional libraries.

**2009/04**

February 13, 2009 - Resolution that M. Foote investigate the cost of hiring a consultant to conduct a survey of library staff salaries using LSUC and other resources and provide this information to the Board of Directors prior to the May meeting.

**2009/05**

February 13, 2009 - Resolution to adopt the Business Plan.

**2009/06**

May 13, 2009 – Resolution that the annual meeting of the shareholders of the Corporation shall be held at Osgoode Hall, Toronto, Ontario, on Wednesday, May 13, 2009 at 1:30 o'clock; that a notice of meeting shall be sent to the shareholders of the Corporation as at the close of business on May 5, 2009; and that the Board General Manager of the Corporation is hereby authorized and directed to execute the Notice and to do all things necessary or desirable in connection with the foregoing.

**2009/07**

May 13, 2009 – Resolution to provide the Durham Law Association with \$11,000 and the Lincoln Law Association with \$6,000 from either the grant monies to associations or the Capital and Special Needs Grant fund.



**2009/08**

May 13, 2009 – Resolution that David Thompson be appointed Chair of LibraryCo Inc., Bruce Hutchison be appointed Vice Chair and Martha Foote be appointed Secretary/Board General Manager for the ensuing year or until their respective successors are appointed to serve at the pleasure of the directors.

**2009/09**

May 29, 2009 – Resolution that the Board continue W. Tysall's appointment as Chief Financial Officer of LibraryCo.

**2009/10**

May 29, 2009 – Resolution to approve LibraryCo's Q1 financial statements as presented

**2009/11**

August 28, 2009 – Resolution to approve the LibraryCo Q2 financial statements as presented.

**2009/12**

August 28, 2009 – Resolution to add a contingency of \$100,000 to the budget for core collections and/or salary band adjustment, that the budgeted amount for electronic resources be \$1,025,500 and that \$2,270 be added to the grants to the associations.

**2009/13**

August 28, 2009 – Resolution to approve LibraryCo 2010 budget as amended.

**2009/14**

August 28, 2009 – Resolved that LibraryCo's application to the Law Foundation of Ontario for \$1,025,500 go forward.

**2009/15**

September 11, 2009 – Resolution to adopt the recommendations as set out in W. Tysall's memorandum of September 3, 2009 re Capital & Special Needs Grants with the exception of Bruce, which will be deferred subject to receiving further details from this association.

**2009/16**

September 11, 2009 – Resolved that LibraryCo provide \$10,000 to CCLA for a new server to be paid out of the Capital & Special Needs Grant funds.

**2009/17**

September 11, 2009 – Resolved that funding for CCLA's web site be denied.

**2009/18**

September 11, 2009 – Resolution to approve D. Whelan's recommendations re LexisNexis Canada as set out in page 4 of his report.

**2009/19**

September 11, 2009 – Resolution to renew Criminal Spectrum for one year at a maximum cost of \$175,000 and to request pricing for two years.

**2009/20**

September 11, 2009 – Resolution to adopt the employment contract as a model employment contract for new hires subject to the revisions requested by C. Hartman and to make it available to the associations.

**2009/21**

September 11, 2009 – Resolution to accept M. Foote's recommendations that bar coding is not worth pursuing for all the associations.

**2009/22**

September 11, 2009 – Resolved to accept M. Foote's recommendations and proceed with digitization to a maximum of \$20,000 depending on outside funding.

**Resolutions of the Board of Directors – 2010**

**2010/01**

February 12, 2010 – Resolved that the annual meeting of the shareholders of the Corporation shall be held at Osgoode Hall, Toronto, Ontario, on Friday, May 14, 2010 at 1:30 o'clock.

**2010/02**

February 12, 2010 – Resolved that the change in the format of LibraryCo's Annual Review be approved.

**2010/03**

February 12, 2010 – Resolved that the Board approve the LibraryCo 2009 Annual Review subject to the changes discussed.

**2010/04**

February 12, 2010 – Resolved that the draft policy on computer purchases be approved subject to B. Hutchison's amendment.

**2010/05**

February 12, 2010 – Resolved that the draft policy on new staff training be approved.

**2010/06**

February 12, 2010 – Resolved that the amended policy on funding staff termination expenses incurred by associations be approved.

**2010/07**

February 12, 2010 – Resolved that LibraryCo not proceed with bar coding association collections at this time.

**2010/08**

February 12, 2010 – Resolved that Lise Parent be appointed to serve on LibraryCo's Audit & Finance Committee.

**2010/09**

March 25, 2010 (conference call) – Resolved that the Board approve the audited 2009 Annual Financial Statements and the Management Discussion and Analysis for LibraryCo Inc.

**2010/10**

March 25, 2010 (conference call) – Resolved that the Board approve LibraryCo's short-term investment policy.

**2010/11**

May 14, 2010 – Resolved that, subject to amendments made by M. Johnston, ByLaw 1 be approved.

**2010/12**

May 14, 2010 – Resolved that LibraryCo accept the draft policy on desktop access.

**2010/13**

May 14, 2010 – Resolved that the Board receive the first quarter financial statements for LibraryCo Inc. for information.

**2010/14**

May 14, 2010 – Resolved that the Board establish a short term disability plan on a self insured basis for the two employees of LibraryCo.

**2010/15**

May 14, 2010 – Resolved that the 2011 budget increase be up to 1.5% on all expenses.

**2010/16**

May 14, 2010 – Resolved that Board defer a decision on the compensation report until LibraryCo hears from CDLPA about the job descriptions.

**2010/17**

May 14, 2010 – Resolved that LibraryCo approve the business case template as amended.

**2010/18**

May 14, 2010 – Resolved that the Board approve the LibraryCo Handbook with the amendments made by D. Thompson and W. Tysall.

**2010/19**

May 14, 2010 – Resolved that LibraryCo extend its thanks to Anne Matthewman for her long service to the libraries and wish her well in her new position at Dalhousie Law Library.

**2010/20**

May 14, 2010 – Resolved that LibraryCo thank D. Thompson for his contribution to LibraryCo.

**2010/21**

May 14, 2010 (AGM) – Resolved that all by-laws, resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, passed, made, done or taken since the date of the last annual meeting of shareholders are approved, ratified, sanctioned and confirmed.

**2010/22**

May 14, 2010 (AGM) – Resolved that the following persons are appointed directors of LibraryCo Inc. for the ensuing year: Bruce Hutchison, TLA, Carl Fleck, Q.C., Law Society of Upper Canada, Carol Hartman, Law Society of Upper Canada, Paul Henderson, Law Society of Upper Canada, Michael Johnston, CDLPA, Lise Parent, CDLPA, Gerald Swaye, Q.C., Law Society of Upper Canada, David Thompson, CDLPA.

**2010/23**

May 14, 2010 (post-AGM meeting) – Resolved that the following persons be appointed to the office or offices set forth opposite their respective names for the ensuing year or until their respective successors are appointed to serve at the pleasure of the directors: Bruce Hutchison, Chair; Martha Foote, Secretary/Board General Manager; Wendy Tysall, Chief Financial Officer.

**2010/24**

May 14, 2010 – Resolved that the membership of the Audit & Finance Committee remains as it is.

**2010/25**

August 20, 2010 (conference call) – Resolved that LibraryCo approve the Q2 financial statements as presented.

**2010/26**

August 20, 2010 (conference call) – Resolved that the Board approve LibraryCo 2011 budget with attached Schedules A, B and C and changes listed in the Schedule "Recommended Adjustments to County Budgets".

**2010/27**

September 24, 2010 – Resolved that the Board defer the Stormont, Dundas & Glengarry Law Association's request for additional hours for its library assistant until after a visit by the Roving Law Librarian who will gather more information.

**2010/28**

September 24, 2010 – Resolved that the Board reengage Cal Barber for the purpose of addressing the issue of the discrepancy between job classifications and actual job duties and consider whether LibraryCo needs to revise its job classifications as identified in Mr. Barber's report to LibraryCo in July 2009.

**2010/29**

December 17, 2010 – Resolved that the Board approve the financial statements for the nine months ended September 30, 2010 for LibraryCo Inc.

**2010/30**

December 17, 2010 – Resolved that the Board recommend that CDLPA examine the issue of Directors and Officers (D&O) insurance for all associations.

**2010/31**

December 17, 2010 – Resolved that all current and future employees of LibraryCo sign the business conduct policy.

**2010/32**

December 17, 2010 – Resolved that the Board approve increases to the salary bands effective January 1, 2011 of 2% for reference/assistant law librarians and law library assistants, and 10% for law library technicians in accordance with the executive summary contained in Cal Barber's report dated July 2009.

**2010/33**

December 17, 2010 – Resolved that M. Foote obtain quotes for redesigning the LibraryCo web site and report back to the board at the March 25, 2011 meeting.

**Resolutions of the Board of Directors – 2011****2011/01**

February 11, 2011 (conference call) – Resolved that Alan Silverstein and Frances Wood be appointed to the LibraryCo Human Resources Committee.

**2011/02**

March 25, 2011 – Resolved that the Board approve the audited 2010 Annual Financial Statements and the Management Discussion and Analysis for LibraryCo Inc.

**2011/03**

March 25, 2011 – Resolved that the Board maintain the current investment policy.

**2011/04**

March 25, 2011 – Resolved that the Board approve the policy on meal allowances and travel for LibraryCo employees, staff in the county and district law libraries and members of the CDLPA Library Committee.

**2011/05**

March 25, 2011 – Resolved that LibraryCo develop a policy, in consultation with CDLPA and TLA, on the use of county and district law libraries by paralegals.

**2011/06**

March 25, 2011 – Resolved that David Whelan be instructed, in accordance with the provisions of the ASA, to commence negotiations with the electronic service providers for LibraryCo's contracts commencing January 1, 2012 and to report back to the Board at the Q2 meeting.

**2011/07**

March 25, 2011 - Resolved that the annual meeting of the shareholders of the Corporation shall be held at Osgoode Hall, Toronto, Ontario, on May 13, 2011 at 1:30 o'clock.

**2011/08**

March 25, 2011 – Resolved that LibraryCo fund two library staff from the county and district law libraries up to \$1,700 each to attend the CALL/ACBD New Law Librarians' Institute 2011 and that the money be taken from the budget line item for continuing education for law library staff.

**2011/09**

March 25, 2011 – Resolved that LibraryCo approve the policy on continuing education bursaries for staff in the county and district law libraries as amended.

**2011/10**

May 13, 2011 – Resolved that the Board receive the first quarter financial statements for LibraryCo Inc. for information.

**2011/11**

May 13, 2011 – Resolved that the Board approve the 2012 budget process and instructions.

**2011/12**

May 13, 2011 – Resolved that the Board approve that the provision of services for LibraryCo's employee benefit plan be tendered in the 2011-12 plan year.

**2011/13**

May 13, 2011 – Resolved that the Board approve the process for Capital and Special Needs grants.

**2011/14**

May 13, 2011 – Resolved that the Board strike a working group to provide a position paper on the issue of paralegal access to the law libraries and related issues to assist the board in developing its policy in that regard as resolved at its meeting of March 25, 2011.

**2011/15**

May 13, 2011 – Resolved that LibraryCo approve an additional \$5,000 to the budget for web initiatives.

**2011/16**

May 13, 2011 – Resolved that LibraryCo proceed with a staggered refreshment program for replacing computers and that M. Foote obtain the necessary information from the associations.

**2011/17**

May 13, 2011 (AGM) – Resolved that all by-laws, resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, passed, made, done or taken since the date of the last annual meeting of shareholders are approved, ratified, sanctioned and confirmed.

**2011/18**

May 13, 2011 (AGM) – Resolved that the following persons are appointed directors of the Corporation to hold office until the next annual meeting of members or until their respective successors are elected or appointed: Bruce Hutchison, Carl Fleck, Q.C., Michael Drake, Susan McGrath, Lise Parent, Alan Silverstein, Gerald Swaye, Q.C., Frances Wood.

**2011/19**

May 13, 2011 (post-AGM meeting) – Resolved that the following persons be appointed to the office or offices set forth opposite their respective names for the ensuing year or until their respective successors are appointed to serve at the pleasure of the directors: Bruce Hutchison, Chair; Alan Silverstein, Vice Chair; Martha Foote, Board General Manager; Wendy Tysall, Chief Financial Officer.

**2011/20**

July 22, 2011 (conference call) – Resolved that Cathy Corsetti and Michael Drake be appointed to LibraryCo's Human Resources Committee.

**2011/21**

July 22, 2011 (conference call) – Resolved that Alan Silverstein be appointed to LibraryCo's Audit & Finance Committee.

**2011/22**

August 17, 2011 – Resolved that the Board approve LibraryCo 2012 budget of 2% and include the purchase of Criminal Spectrum.

**2011/23**

August 17, 2011 – Resolved that Jacqueline Horvat join the Audit & Finance Committee.

**2011/24**

September 24, 2011 – Resolved the Board receive the second quarter financial statements for LibraryCo Inc. for information.

**2011/25**

September 24, 2011 – Resolved that LibraryCo reaffirm the LibraryCo Inc. reserve fund policy as established in the June 18, 2007 memorandum from Wendy Tysall.

**2011/26**

September 24, 2011 – Resolved that LibraryCo purchase LexisNexis Canada for 2012 and 2013 as presented by David Whelan (less the contribution from the Great Library).

**2011/27**

September 24, 2011 – Resolved that LibraryCo approve the renewal of the Criminal Spectrum contract for 2012 as presented by Martha Foote with a 2% increase over 2011 and a further 2% increase in 2013.

**2011/28**

September 24, 2011 – Resolved that the recommendation that paralegals pay the same fee for CanLII as lawyers as part of their annual dues starting as soon as possible since CanLII is a public reference source for legal information be removed and referred to the Paralegal Standing Committee.

**2011/29**

September 24, 2011 – Resolved that LibraryCo request that the Law Society of Upper Canada consider the issue of paralegal access to the law libraries as part of the Five Year Review of Paralegal Regulation, taking into account issues that include but are not necessarily limited to limitations on the use of law libraries that might be created by the existing physical space in some law libraries, and that, in the course of this review, the Law Society solicit feedback from LibraryCo, CDLPA, TLA, LPA and the PSO with respect to any issues that may flow from access, including payment of a library levy.

**2011/30**

September 24, 2011 – Resolved that LibraryCo propose to the Law Society that it consider making a request to the Ministry of the Attorney General to investigate the feasibility of providing fee-based WiFi in all courthouses in Ontario, either throughout the whole courthouse or, as a minimum, in an area of close proximity to the courtrooms.

**2011/31**

September 24, 2011 – Resolved that a decision on the single employee job description be deferred until LibraryCo's Q4 meeting.

**2011/32**

December 16, 2011 – Resolved that the Board approve the following officers as cheque signing authorities: Bruce Hutchison, Alan Silverstein, Frances Wood, Wendy Tysall and Fred Grady.

**2011/33**

December 16, 2011 – Resolved that the Board receive the third quarter financial statements for LibraryCo Inc. for information.

**2011/34**

December 16, 2011 – Resolved that the Board approve the new LibraryCo web page and instruct M. Foote to proceed with the rollout of the new page.

**2011/35**

December 16, 2011 – Resolved that the request for the single employee job description be denied but that CDLPA be invited to submit alternative proposals for library employee compensation.

**Resolutions of the Board of Directors – 2012****2012/01**

March 5, 2012 – Resolved that the Board approve the audited 2011 Annual Financial Statements and the Management Discussion and Analysis for LibraryCo Inc.

**2012/02**

March 5, 2012 – Resolved that the Board adopt Accounting Standards for Not-For-Profit Organizations as set out in Part III of the Canadian Institute of Chartered Accountants Handbook for LibraryCo Inc.'s financial reporting starting in the 2012 fiscal year.

**2012/03**

March 5, 2012 – Resolved that the annual meeting of the shareholders of the Corporation shall be held at Osgoode Hall, Toronto, Ontario, on April 25, 2012 at 1:30 o'clock.

**2012/04**

March 5, 2012 – Resolved to approve the Message from the Chair for the LibraryCo Annual Report for the year ending December 31, 2011 as amended.

**2012/05**

March 5, 2012 – Resolved to approve the LibraryCo Inc. 2012-2014 Business Plan as amended.

**2012/06**

March 5, 2012 – Resolved to designate the CCLA as the depository library for a French language core collection and that M. Foote work with the appropriate people at the CCLA to create the French language core list and develop a draft budget for presentation to the LibraryCo Board.

**2012/07**

April 25, 2012 – Resolved that the Board approve the 2013 budget process and instructions memorandum to the associations as amended and subject to approval by the Board with the proposed rate of increase being 2%.

**2012/08**

April 25, 2012 – Resolved that the Board approve the purchase of Directors and Officers (D&O) insurance beginning January 1, 2013 for all associations by LibraryCo without reimbursement from the associations.

**2012/09**

April 25, 2012 – Resolved that James Scarfone be appointed to LibraryCo's Audit & Finance Committee to succeed Alan Siverstein.

**2012/10**

April 25, 2012 – Resolved that LibraryCo provide a copy of the Administrative Services Agreement to the chair of CDLPA, the chair of the CDLPA Library Committee and the president of TLA but that the Administrative Services Agreement not be published on any web sites.

**2012/11**

April 25, 2012 – Resolved that LibraryCo have the Model Employment contract reviewed prior to the September 2012 Board meeting at a cost of no more than \$3,000.

**2012/12**

April 25, 2012 (AGM) – Resolved that the reading of the minutes of the previous meeting of the shareholders of the Corporation held on May 13, 2011, as the same appear in the minute book of the Corporation, was dispensed with and the same be taken as read and confirmed.

**2012/13**

April 25, 2012 (AGM) – Resolved that that all by-laws, resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, passed, made, done or taken since the date of the last annual meeting of shareholders are approved, ratified, sanctioned and confirmed.

**2012/14**

April 25, 2012 (AGM) – Resolved that these persons are appointed directors of the Corporation to hold office until the next annual meeting of members or until their respective successors are elected or appointed: Cathy Corsetti, Law Society of Upper Canada; Michael Drake, County and District Law Presidents' Association; Jacqueline Horvat, Law Society of Upper Canada; Romuald Kwolek, County & District Law Presidents' Association; Jason Leung, Toronto Lawyers' Association; James Scarfone, Law Society of Upper Canada; Alan Silverstein, Law Society of Upper Canada; Frances Wood, County & District Law Presidents' Association.

**2012/15**

April 25, 2012 (post-AGM meeting) – Resolved that the following persons be appointed to the office or offices set forth opposite their respective names for the ensuing year or until their respective successors are appointed to serve at the pleasure of the directors: Alan Silverstein, Chair, Frances Wood, Vice Chair, Martha Foote, Board General Manager, Wendy Tysall, Chief Financial Officer

**2012/16**

April 25, 2012 (post-AGM meeting) – Motion to approve the 2013 Budget Process and Instructions memorandum to the associations as amended.

**2012/17**

August 24, 2012 – Resolved that the Board approve the 2013 LibraryCo budget as amended.

**2012/18**

August 24, 2012 – Resolved that the Board receive the Financial Statements for LibraryCo Inc. for the six months ended June 30, 2012 for information.

**2012/19**

August 24, 2012 – Resolved that the Board approve the continued retention of Great West Life as the benefits insurer of LibraryCo's group benefit plan.

**2012/20**

August 24, 2012 – Resolved that the Board add an Employee Assistance Program to the LibraryCo benefit plan.

**2012/21**

September 14, 2012 – Resolved to defer a decision about the Policy on Compensation for Library Assistants Employed in Local Law Libraries Who Earn their Library Technician Diplomas until the December 7, 2012 Board meeting.

**2012/22**

September 14, 2012 – Resolved to accept the Disaster Planning Checklist.

**2012/23**

September 14, 2012 – Resolved to defer decision about the revised collection standards as presented.

**2012/24**

September 14, 2012 – Resolved to defer consideration of the Working Group's report until the December 7, 2012 meeting.



**2012/25**

September 14, 2012 – Resolved that the change to LibraryCo's Commercial and General Insurance policy be amended to read "Court House Libraries including all related and associated activities" and that G. Cheong report to the Board when this change has been approved by the insurer.

**2012/26**

December 7, 2012 – Resolved to increase the work week of the Assistant to the Board General Manager to four days per week effective March 1, 2013.

**2012/27**

December 7, 2012 – Resolved that the Board receive the financial statements for LibraryCo Inc. for the nine months ended September 30, 2012 for information.

**2012/28**

December 7, 2012 – Resolved that LibraryCo utilize WordPress to manage its Board documents electronically.

**2012/29**

December 7, 2012 – Resolved that LibraryCo establish a Working Group consisting of a representative from each of CDLPA, TLA, LibraryCo, the Great Library and the Law Society Communications Department to determine how law library information services and resources can best benefit lawyers' practices and enhance their competency when representing clients.

**2012/30**

December 7, 2012 – Resolved that LibraryCo support the amended job description for the Roving Law Librarian and submit it to Diana Miles at the Law Society for comment.

**2012/31**

December 7, 2012 – Resolved to establish a more formal communication strategy with the CDLPA Library Committee that would include at least one meeting annually between the CDLPA Library Committee, the LibraryCo Board and representatives from the Law Society of Upper Canada and the Toronto Lawyers' Association.

**2012/32**

December 7, 2012 – Resolved to table the CDLPA Report on the Salary Band, Sole Library Staff Person and Pay Issue to a date to be determined by the chair.

**2012/33**

December 7, 2012 – Resolved that, upon completion of all requirements for the library technician diploma, library assistants will receive a one-time payment from LibraryCo, through their associations, of \$500 in recognition of their achievement.

**2012/34**

December 7, 2012 – Resolved that the Board accept the amended versions of the three collections standards and the new standards.

**Resolutions of the Board of Directors – 2013****2013/01**

March 8, 2013 – Resolved that the Board approve the audited 2012 Annual Financial Statements and the Management Discussion and Analysis for LibraryCo Inc.

**2013/02**

March 8, 2013 – Resolved that the Board approve the Message from the Chair for the LibraryCo Annual Report for the year ending December 31, 2012 as amended.

**2013/03**

March 8, 2013 – Resolved that the annual meeting of the shareholders of the Corporation shall be held at Osgoode Hall, Toronto, Ontario, on Friday, May 3, 2013 at 1:30 o'clock

**2013/04**

March 8, 2013 – Resolved that J. Horvat be appointed to LibraryCo's Human Resources Committee to succeed C. Corsetti.

**2013/05**

March 8, 2013 – Resolved that LibraryCo acknowledge receipt of Diana Miles's letter of January 11, 2013 and shall not pursue the issue further at this time. A copy of this motion shall be provided to CDLPA.

**2013/06**

May 3, 2013 – Resolved that the associations be sent a letter containing the following information: (1) associations need not submit a budget for 2014 if they are not seeking an increase over 1.5%; if no budget is received, the 1.5% shall be applied uniformly to the 2013 approved budget, (2) if an association would like to submit a budget, it may; any increase over 1.5% shall be accompanied by a business case; (3) the usual paragraph advising the associations that the budget process is not a guarantee of funding, shall be included in the letter; (4) budget submissions are due to Law Society Finance no later than 60 days of the date of the letter.

**2013/07**

May 3, 2013 – Resolved that the Board receive the financial statements for LibraryCo Inc. for the three months ended March 31, 2013 for information.

**2013/08**

May 3, 2013 – Resolved that LibraryCo drop Criminal Spectrum from the 2014 budget proposal and consider acquiring the seven criminal treatises from Canada Law Book, as required, for the 48 county law libraries.

**2013/09**

May 3, 2013 (AGM) – Resolved that all by-laws, resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, passed, made, done or taken since the date of the last annual meeting of shareholders are approved, ratified, sanctioned and confirmed.

**2013/10**

May 3, 2013 (AGM) – Resolved that these persons are appointed directors of the Corporation to hold office until the next annual meeting of members or until their respective successors are elected or appointed: Michael Drake, County and District Law Presidents' Association; Ross Earnshaw, Law Society of Upper Canada; Jacqueline Horvat, Law Society of Upper Canada; Jason Leung, Toronto Lawyers' Association; Clarke Melville, County & District Law Presidents' Association; James Scarfone, Law Society of Upper Canada; Alan Silverstein, Law Society of Upper Canada; Frances Wood, County & District Law Presidents' Association.

**2013/11**

May 3, 2013 (post-AGM meeting) – Resolved that the following persons be appointed to the office or offices set forth opposite their respective names for the ensuing year or until their respective successors are appointed to serve at the pleasure of the directors: Alan Silverstein, Chair; Frances Wood, Vice Chair; Martha Foote, Board General Manager; Wendy Tysall, Chief Financial Officer.

**2013/12**

August 16, 2013 – Resolved that the Board receive the report from D. Whelan called "LibraryCo Inc. 2014-2015 Electronic Subscription", accept the recommendations of D. Whelan and that D. Whelan be authorized to finalize the contract with LexisNexis Canada for option A as identified in his report.

**2013/13**

August 16, 2013 – Resolved that the Board approve the 2014 LibraryCo budget as attached as Schedule A.

**2013/14**

August 16, 2013 – Resolved that the Board receive the financial statements for LibraryCo Inc. for the six months ended June 30, 2013 for information.

**2013/15**

August 16, 2013 – Resolved that the Board direct the Board General Manager to examine the document delivery standards policy and recommend alternatives to the current policy which may reduce costs.

**2013/16**

September 27, 2013 – Resolved that LibraryCo's working group referred to in the minutes of March 8, 2013 be disbanded as it overlaps with the working group established by the Treasurer.

**2013/17**

September 27, 2013 – Resolved that LibraryCo provide the Manitoulin Law Association with a grant of \$2,500 in 2014 from the general fund.

**2013/18**

September 27, 2013 – Resolved that the current budget submitted to the Law Society of Upper Canada be amended to request an additional \$72,000 to make up the shortfall arising from the decision of the Law Foundation of Ontario to reduce LibraryCo's grant by 25% for 2014 in the same amount.

**2013/19**

September 27, 2013 – Resolved that discussion of the distribution of LibraryCo minutes be deferred to the December meeting.

**2013/20**

September 27, 2013 – Resolved that LibraryCo arrange for a one day strategic planning session within the next three to four months, with a facilitator, to review the current strategic plan and determine whether any changes need to be made.

**2013/21**

October 16, 2013 – Resolved that LibraryCo use the projected general fund total balance of \$276,000 in 2014 and not touch the reserve fund and that the capital and special needs fund be reduced by \$55,000 to \$44,500 and reduce the budgeted administrative and centralized expenses by \$22,000.

**2013/22**

December 13, 2013 – Resolved that M. Foote be authorized to provide the Working Group on Legal Information and Support Services with a copy of the Administrative Services Agreement.

**2013/23**

December 13, 2013 – Resolved that the Board approve revisions to budgeted expenses as a result of the October 16<sup>th</sup>, 2013 Board motion regarding the overall 2014 budget.

**2013/24**

December 13, 2013 – Resolved that the Board approve changes as a result of the Board's October 16<sup>th</sup> motion regarding the 2014 budget.

**2013/25**

December 13, 2013 – Resolved that the Board receive the financial statements for LibraryCo Inc for the nine months ended September 30, 2013 for information.

### **2013/26**

December 13, 2013 – Resolved that LibraryCo reaffirm the June 12, 2002 LibraryCo policy on the distribution of board minutes.

## **Resolutions of the Board of Directors – 2014**

### **2014/01**

March 7, 2014 – Resolved that the 2013 Audited Financial Statements for LibraryCo Inc. be approved.

### **2014/02**

March 7, 2014 – Resolved that the annual meeting of the shareholders of the Corporation shall be held at Osgoode Hall, Toronto, Ontario, on Friday, May 9, 2014 at 1:30 o'clock.

### **2014/03**

March 7, 2014 – Resolved to move \$3,000 in unused funding for the CALL/ACBD bursaries to the New Law Librarians' Institute for this year only.

### **2014/04**

May 9, 2014 – Resolved that the Board adopt the 2015 draft Administrative Services Agreement numbers.

### **2014/05**

May 9, 2014 – Resolved that B. Harrison be appointed to LibraryCo's Audit and Finance Committee to succeed F. Wood.

### **2014/06**

May 9, 2014 – Resolved that M. Foote be authorized to spend up to \$2,000 including tax, on legal fees regarding Canada's new Anti-Spam and Online Fraud Act; this expenditure may include template policy and procedure, draft language for e-mail for consent and developing an auto-signature.

### **2014/07**

May 9, 2014 – Resolved that the budget item in 2015 for library staff conference bursaries be combined with the computer refreshment program and that the program be renamed the computer refreshment and library staff conference bursary program.

### **2014/08**

May 9, 2014 (AGM) – Resolved that all by-laws, resolutions, contracts, acts and proceedings of the Board of Directors of the Corporation enacted, passed, made, done or taken since the date of the last annual meeting of shareholders are approved, ratified, sanctioned and confirmed.

### **2014/09**

May 9, 2014 (AGM) – Resolved that these persons are appointed directors of the Corporation to hold office until the next annual meeting of members or until their respective successors are elected or appointed: Michael Drake, County and District Law Presidents' Association; Ross Earnshaw, Law Society of Upper Canada; Brett Harrison, Toronto Lawyers' Association; Jacqueline Horvat, Law Society of Upper Canada; Clarke Melville, County & District Law Presidents' Association; James Scarfone, Law Society of Upper Canada; Alan Silverstein, Law Society of Upper Canada; Frances Wood, County & District Law Presidents' Association.

### **2014/10**

May 9, 2014 (post-AGM meeting) – Resolved that the following persons be appointed to the office or offices set forth opposite their respective names for the ensuing year or until their respective successors are appointed to serve at the pleasure of the directors: Frances Wood, Chair; Brett Harrison, Vice-Chair; Martha Foote, Board General Manager; Wendy Tysall, Chief Financial Officer.

### **2014/11**

June 18, 2014 – Resolved that the Board approve the assumptions and process to be used in drafting the 2015 budget, in particular:

- a) any rate of increase, historically linked to inflation, to be incorporated into expense budgets of the county libraries and head office
- b) consideration of Capital and Special Needs grants
- c) alternatives to be considered if the Law Foundation of Ontario funding of electronic products is not renewed
- d) alternatives to be considered if funding from the Law Society of Upper Canada is reduced by \$500,000
- e) possible funding from the General and Reserve Funds of LibraryCo operations in 2015.

**2014/12**

June 18, 2014 – Resolved to approve the 2015-2017 LibraryCo Strategic Plan.

**2014/13**

August 28, 2014 – Resolved that the Board approve the 2015 LibraryCo budget for submission to the Law Society of Upper Canada.