

## Grand Valley Public Library

### Board Governance Policy

#### 1.1 Authority

The Grand Valley Public Library is under the management and control of the Grand Valley Public Library Board, herein known as the Board, which is a corporation operating under the authority of the Public Libraries Act, in accordance with the provisions of the Act and of the Regulations made under the Act and established under by-law 2017-53 of the Corporation of the Town of Grand Valley.

#### 1.2 Composition

A public library board for a municipality whose population is less than 100,000 shall be composed of at least five and no more than nine members appointed by the Municipal Council.

#### 1.3 Representation

Town of Grand Valley By-law 2017-53 makes provision for a seven-member Board.

- a) Four residents of the Town of Grand Valley
- b) One Town of Grand Valley Councillor
- c) One Township of Amaranth Councillor
- d) One Township of East Garafraxa Councillor

#### 1.4 Number of Council Members

Public representatives shall make up the majority of the Board.

#### 1.5 Qualifications

A person is qualified to be appointed as a member of the Board who is a member of the appointing council or

- a) is at least eighteen years old;
- b) is a Canadian citizen or a permanent resident of Canada within the meaning of the *Immigration and Refugee Protection Act (Canada)*
- c) is a resident of the municipality for which the Board is established;
- d) is not employed by the Board or by the municipality.

#### 1.6 Term of Office

A Board Member shall hold office for term concurrent with the term of the appointing council or until a successor is appointed, and may be reappointed for one or more further terms.

#### 1.7 Vacancies

The clerk of the appointing municipality shall give public notice of vacancies on the Board by publishing a notice of them, inviting applications in a newspaper of general circulation in the municipality.

Where a vacancy arises in the membership of the Board, the appointing council shall promptly appoint a person to fill the vacancy, except where the unexpired term is less than forty-five days.

### **1.8 Appointing a Chief Executive Officer**

The Board shall employ a Chief Librarian who shall be the Chief Executive Officer and shall have general supervision over and direction of the operation of the Public Library and its staff, shall attend all Board meetings and shall have the powers and duties that the Board assigns to her/him from time to time which may include being the secretary and/or treasurer for the Board. (Board motion #8 June 13, 1989 and Town of Grand Valley Council By-law 2017-53.)

#### Terms of Reference for the CEO:

The CEO is responsible for strategic and operational planning. The CEO advises the Board on broad direction and policy, and represents the library to its various stakeholders, which include users, the broader community, municipal council and other funders.

Acts as Secretary and Treasurer to the Board; arranges Board and committee meetings; prepares agendas, keeps minutes, and official records.

Maintains all appropriate records, produces all appropriate reports and government filings and adheres to all relevant legislation.

#### Board Engagement and Development:

Cultivates a healthy, mutually empowering relationship with the Board

Structures and supports the Board's work

Facilitates Board effectiveness through orientation, education and succession planning

#### Laws, Policies and Procedures:

Understands, applies and explains applicable laws

Develops policies and procedures to guide efficient and effective library operations

Creates policies and practices to ensure safety and security

### **1.9 Annual Meeting**

The Chief Executive Officer is authorized to call the first meeting of the Board in each new term. The Annual Meeting shall be held in January. The CEO's Annual Report and statements of operations for the previous year shall be presented to the Board. The Board shall appoint a Chair and a Vice-Chair and the Chair shall appoint such committees as the Board requires for the coming year.

The Annual Meeting shall be chaired by the CEO until a new chair has been elected.

## **2.1 Chair Terms of Reference**

The function of the Chair is to act as an official representative of the library and in a leadership role to the Board, ensuring that business is dealt with expeditiously.

During the meetings, the Chair is responsible for:

- calling the meeting to order
- ensuring the Board keeps a written record of the proceedings of its meetings and that the written records are available to the public.
- announcing the items of business in the order in which they appear on the agenda,
- reading motions to the meetings so they can be put to debate,
- presiding over the debate, and subject to the appeal by the members, deciding on all questions of order and general meeting tone,
- acting as the neutral party – not taking sides in a debate but ensuring that the meeting is conducted in a democratic manner and that time is not wasted.

If the Chair wants to speak to a subject or propose a motion he or she should turn the chair over to an appropriate board member.

## **2.2 Committees of the Board**

The library board may use ad hoc committees to further its work. This policy ensures that the library board establishes terms of reference and specific duties for each of these committees, as the need arises.

Each committee shall consist of the majority of the library board (60%). The Library Board Chair shall be ex-officio member of all committees. The Committee Chair will be established when forming the committee. The CEO shall attend all meetings of each committee and take minutes.

The responsibilities of the Committee Chair shall be:

- to set the dates of the meetings and to inform committee members of date and place;
- to prepare the agenda in consultation with the CEO;
- to present the minutes and any forthcoming recommendations to the Board.

Committees report directly to the Library Board and have no authority other than to draft recommendations or prepare alternatives for the library board's consideration.

Committees shall not supervise or direct employees.

An ad hoc committee that is established by the Library Board may include non-board members.

### **2.3 Terms of Reference for Ad Hoc Committees**

#### **Advocacy**

An Advocacy Committee shall be responsible for community relations to ensure that service meets the needs of the community and that members of the community are kept informed of library services.

#### **Personnel Administration and By-Laws**

A Personnel Administration Committee and By-laws Committee is responsible for initiating the long-range planning process for the library and for recommending policy for all library services.

It shall:

- Annually: CEO Performance Review.
- Responsible for interviewing new CEO candidates and making recommendations to the Board as a whole.

#### **Financial Committee**

The Finance Committee will be a committee of the whole.

### **2.4 Board Meetings**

The Board shall elect one of its members as chair at its annual meeting in a new year. In the absence of the Chair, the Vice-Chair will officiate.

In the absence of the Chair and the Vice-Chair, the Board may appoint one of its members as acting chair.

The conduct of any Board meeting shall be governed by the current Public Library Act. In all cases not provided for in said Act, Robert's Rules of Order shall apply.

The presence of a majority of the Board is necessary for transaction of business.

### **2.5 Schedule and Place of Meetings**

The Board shall meet regularly the second Wednesday of every month, September to June, from 7:00 to 9:00 p.m. in the McGinnis Room.

### **2.6 Special Meetings**

The Chair or any two members of a Board may summon a special meeting of the Board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called.

## **2.7 Notice of Meetings**

Notice of all meetings of the Board shall be given by the CEO to all members of the Board or Committee at least 24 hours in advance of the meeting.

Any Board member unable to attend a Board meeting shall inform the Chair at least three hours prior to the meeting.

## **2.8 Order of Business for Monthly Meetings**

1. Call to order.
2. Approval of agenda.
3. Declaration of any Conflicts of Interest.
4. Minutes of the last meeting.
5. Business arising from the minutes.
6. Correspondence.
7. Financial Report.
8. Committee reports.
9. Chair Report.
10. CEO Report.
11. New business.
12. Next meeting.
13. Adjournment.

The meeting shall not last longer than two hours.

## **2.9 Voting on Motions**

The Chair may vote on all motions and in every case shall vote last.

Any question on which there is an equality of votes shall be deemed to be negative.

Every member who is present in the meeting room when motion is put to a vote shall vote on the matter unless the Board excuses that member upon declaration of pecuniary interest under the Municipal Conflict of Interest Act.

Every member of the Board shall declare any pecuniary interest with respect to any item of business in accordance with the Municipal Conflict of Interest Act and shall not vote upon or discuss such business in accordance with the Act.

Subject to section 2.7(paragraph four) any member of the Board refusing to vote on any item

shall be deemed to have a negative vote.

Any member may request a recorded vote.

### **3.1 Meetings Open to the Public**

"Despite any other Act, Board meetings shall be open to the public except that where the Board is of the opinion that intimate financial or personal matters may be disclosed at a meeting and that the desirability of protecting against the consequences of public disclosure outweighs the desirability of holding the meeting in public, the Board may hold that meeting in the absence of the public" Library Act 1990 16(3)

Despite the above the chairman may exclude any person from a meeting for improper conduct.

Approved Minutes of the Board meetings are available to the public either in house or on the Library Website.

### **3.2 Disqualification**

If a Board member,

- a) is convicted of an indictable offense;
- b) becomes incapacitated;
- c) is absent from the meetings of the Board for three consecutive months without being authorized by a Board resolution;
- d) Ceases to be qualified for membership under clause 19(1)(c) Library Act or section 1.5 herein;
- e) otherwise forfeits his or her seat;
- f) the member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly.

### **3.3 Insurance**

The Board shall make provision for insuring the Board's real and personal property.

The Library contents shall be covered under the Municipality's blanket insurance policy. The premium shall be paid to the Town of Grand Valley from the Library Board Budget. The CAO/Clerk Treasurer shall provide a copy of the insurance policy to the Library Board. The Board is to be named as insurer of its real property and as such shall negotiate the settlement of its real property.

### 3.4 Associations

The Grand Valley Public Library shall take out yearly membership in the following associations;

- Federation of Ontario Public Libraries (FOPL)
- Ontario Library Association (OLA)
- Ontario Library Board Association (OLBA)
- Administrators of Medium Public Libraries of Ontario (AMPLO)

### 3.5 Auditing of Accounts

The CEO will hand over the account books the beginning of January to the CAO/Clerk Treasurer for auditing.

The CEO will request a copy of the Auditor's Report from the CAO/Clerk Treasurer.

### 3.6 Advocacy

#### 1. Intent

The Grand Valley Public Library Board must be an effective advocate for the provision of good library service by ensuring that: the community is aware of the importance of the library; and, government decision-makers at all levels fully understand the pivotal role that the Library plays in the community.

#### 2. Authority

The Board's authority to undertake advocacy activities is in compliance with the Public Libraries Act, which specifies that the Board may "make rules regulating all other matters connected with the management of the Library and Library property."

Advocacy initiatives must be in harmony with the Library's current Mission and Philosophy Statement.

#### 3. Advocacy Role

The Board shall fulfill its advocacy responsibility by identifying and responding to issues, concerns, and government policies which may directly or indirectly affect the Grand Valley Public Library.

#### 4. Issue Identification:

The Board shall encourage Board members and advisors, committee members, staff, stakeholder organizations, concerned individuals, and other community or professional organizations to bring advocacy issues to the Board's attention.

The Board shall encourage Board members and advisors, committee members, and especially staff to monitor government legislation and maintain close liaison

with appropriate government agencies and professional associations.

5. Issue Response

After discussion of Advocacy issues, the Board shall direct the Board Chair or the Library Chief Executive Officer to convey its response in person or in writing to the appropriate organization or government agency, and to the media where appropriate.

The Board may convey its decision to the general public and to the Library membership and patrons in an appropriate manner.

The Board shall advise government officials on the impact of current and proposed policies.

6. Library Spokesperson

Either the Board Chair (or designate) or the Library Chief Executive Officer (or designate) will be the official spokesperson for the Library on advocacy issues, depending upon availability and nature of the issue.

7. Coordination with Stakeholder Organizations

The Board should make every reasonable effort to ensure that there is a consistent and coordinated response to advocacy issues from the Board.

8. Relations with Municipal Council

The Board shall ensure that there is regular communication with Township Council and senior administration. The Board meets annually with all three funding municipalities to present the Library Budget and Annual Report. The Board also sends quarterly financial reports and operational updates to each municipality for review.

9. Relations with other Organizations

To be an effective advocate, the Library shall communicate, co-operate, and co-ordinate with other libraries, arts, heritage and cultural organizations.

10. Community Awareness

The Board shall ensure that the Library regularly participates in activities aimed at increasing community awareness of the variety and importance of public library services. The Library publishes its Annual Report online for community perusal with hard copies available at the Library.

### **3.7 Board Members' Code of Conduct Policy**

The Board commits itself and its members to ethical, efficient and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.



1. Board members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board member acting as a customer of the library's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility in compliance with the Municipal Conflict of Interest Act.
  - a) Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a Board member desire employment, he or she must first resign.
3. Members will respect the confidentiality appropriate to issues of confidential nature.
4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
5. Board members may not speak for the Board unless authorized to do so.
6. The Board will go "in camera" when dealing with issues of personnel, property and matters of a legal nature. If minutes are kept of the in-camera sessions then these minutes are kept separately from the regular minutes and are for recording purposes only and not to be of a personal nature. No motions can be passed in camera. The information discussed in camera is strictly confidential and cannot be discussed outside the session. Motions passed as a result of the in-camera session are minimal so as not to disclose confidential information.

### **3.8 Board Succession Planning**

An effective Board is comprised collectively of people who have the knowledge, the skills and background necessary to govern with excellence and to lead the library in the realization of its vision. This policy sets out the requirements for recruiting board members and planning for succession.

1. The Board recognizes that the Public Libraries Act, R.S.O. 1990, c. P44, s. 10(4) requires that council appoint library board members. To support the appointment process, the Board will collaborate with Council on a preliminary selection process.
2. The Board will:
  - a) begin the search for potential successors, six months prior to the end of the current term

- b) undertake a review of the Board's effectiveness in governing and accomplishing the strategic plan
  - c) solicit input from the Chief Executive Officer (CEO)
  - d) match the Board's needs with the expertise and interests of the current members and identify the gaps that will need to be filled
  - e) establish the selection criteria for the appointing Board members
  - f) identify suitable candidates and solicit their willingness to serve
  - g) inform the potential candidates of the imminent appointment process
  - h) provide the council with a list of recommended candidates
3. Potential candidates will be provided with briefing materials and information about library governance and services, which may include:
- a) information on the library's vision, mission, and values
  - b) information on the role, structure, code of conduct and function of the Board
  - c) an introduction to the Public Libraries Act
  - d) an introduction to the bylaws and governance policies
  - e) a tour of the library
  - f) a copy of the current planning document.

#### Orientation of Board Members

The Chief Executive Officer shall ensure that all new Board members, before their first Board meeting, receive an introduction to the library, its facilities, staff and services.

Each Board member shall receive the current ***Trustee Training Kit*** produced by the Library Trustee Development Program. Local information shall be inserted into this kit, including:

- The library's bylaws and policy statements are available online and, in the library
- Guidelines for the position of library trustee
- Duties and responsibilities
- The library's current budget
- The library's latest audited financial statement
- The names, addresses and telephone numbers of other members
- A package of materials from the previous meeting (minutes, reports, etc.)

Upon retirement or resignation from the Board, a trustee will surrender their training kit to the Chief Executive Officer.

#### Current Information

Board members are kept up-to-date on new developments in library matters through:

- Membership in OLBA
- Federation of Ontario Public Libraries
- Information provided by the CEO and Board Chair
- Regular information sessions at meetings of the Board
- Participation in Ontario Library Service meetings and training events
- Trustee Council meetings

**Revised/Approved: April 2023**

**Revised/Approved: May 2022**

Name change from Board Duties and Responsibilities to Board Governance Policy

**Reviewed/Approved: April 2018**

**Next scheduled Review: April 2026**