



## **NEWMARKET PUBLIC LIBRARY BOARD**

### **GOVERNANCE POLICY**

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## NEWMARKET PUBLIC LIBRARY BOARD GOVERNANCE POLICY

*(subject to By-law 2007-01 that establishes the Newmarket Public Library Constitution)*

### 1. BOARD STRUCTURE AND PURPOSE

The Public Libraries Act R.S.O. 1990, and applicable By-laws of the Library define the structure and mandate of the Library.

#### 1.1 Board Structure

The Library Board comprises a minimum of five ~~members~~ Directors, with one less than a majority being members of Town Council. At the beginning of its term, the Board elects a Chair and a Vice-Chair from among its Directors. The Chair, by law, is elected for the full term and can only be replaced upon voluntary resignation or if the individual becomes ineligible to serve as a Director. Elected officers of the Library are the Chair and the Vice-Chair. Although the Board may also elect from among its Directors a Treasurer and a Secretary, by default these roles fall to the CEO, who may delegate these roles to other staff. The Treasurer and Secretary are appointed by the Library Board. Since individuals serving on the Library Board are described in the *Public Libraries Act* and other official documents variously as ‘members’, ‘directors’, or ‘trustees’, they will be referred to throughout this document as “Directors”.

#### 1.2 Committees

Ad hoc committees or working groups may be established, as required by the Board, to carry out specific tasks as well as make recommendations to the Board. Mandate and terms of reference, including committee membership, are required of all committees. The Board Chair and Chief Executive Officer (CEO) are considered ex-officio members of all committees.

#### 1.3 Responsibilities as a Corporate Body

The Board’s role is to govern the affairs of the Library within the framework of the Public Libraries Act R.S.O. 1990.

The Board in discharging its responsibilities for the governance of the Library oversees the management of the Library’s finances, facilities and services. The Board ensures the proper and adequate discharge of this duty through its Treasurer, Secretary and CEO on behalf of and reporting to the Board.

#### 1.4 Authority and Accountability

The Board is responsible and accountable to its members and other users; and to the Council of the Town of Newmarket. ~~,-~~ The Board shall exercise good stewardship on behalf of the trust placed in it by the Council, general public, patrons, staff, volunteers and other stakeholders.

#### 1.5 Governance

The Board is the legally constituted authority responsible directly to the Council of the Town of Newmarket and the community for prudent oversight of the Library’s operations. It is responsible for the articulation and safeguarding of the organizational mission and defining the outputs and outcomes it seeks. The Board is responsible for long-term planning, strategic

planning and direction. It defines the organizational culture, values, operating principles, and parameters within which it expects the CEO to manage the Library's operations.

The Board will:

- ~~Respect~~ distinctions between Board and staff roles and manage overlap between these respective roles in a spirit of collegiality and partnership;
- ~~Direct, control, and inspire the Library through careful deliberation and establishment of strategic direction and general policies;~~
- ~~Monitor and regularly discuss the Board's own processes, progress and performance;~~
- ~~Provide its Directors with the knowledge necessary to fulfill their responsibilities for the good governance of the Library;~~
- ~~Be accountable to the general public for competent, conscientious, and effective accomplishment of its obligations as a body;~~
- ~~Ensure that all business of the Library is conducted in a transparent, legal and ethical manner;~~
- 

~~Directors will at all times conduct their its~~ business in accordance with the principles of due legal process.

~~To maintain the best interests of the Board, staff, patrons, and community, all Directors are expected to abide by the Code of Conduct based on this approach to governance;~~

~~The Board shall conduct a closed session review of any actions of any Directors considered to be in serious violation of the Code of Conduct;~~

Individual Directors are appointed by the Town of Newmarket Council and are responsible to the Board. However, they retain no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director; however, the Board retains ultimate responsibility and accountability.

## 2. BOARD DIRECTORS

Each Director is expected to become an active participant in a body that functions effectively as a whole. In addition to assisting in the exercise of the major duties of the Board outlined above, Directors are responsible to exercise due diligence in the performance of their duties.

Responsibilities include:

- a) To be informed of the legislation under which the Library exists and Library's by-laws, mission, values, code of conduct, and policies
- b) To keep informed about the activities of the Library and its community,

- c) To attend Board meetings regularly, serve on committees of the Board and actively contribute to the work of the Board;
- d) To exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;
- e) To explicitly voice at the time a decision is being taken, any opposition to a decision being considered by the Board;
- f) To ask the Directors to review a decision if ~~he, or she~~ they have, ~~has~~ reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- g) To support Board decisions made in good faith in a legally constituted meeting, by Directors;
- h) ~~To k~~now and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- i) ~~To E~~xercise vigilance for and declare personal conflict of interest in accordance with the Library's By-laws and policies and the *Municipal Conflict of Interest Act*.

### **2.1 Oath of Office and Confidentiality**

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Directors must at all times respect the confidentiality of any patron names and/or circumstances that might identify patrons. Similarly, all matters dealt with by the Board during closed session meetings and matters related to personnel and/or collective bargaining must be held in strictest confidence. Confidentiality means Directors may not relate such matters to anyone including immediate family of Directors, unless required by law or authorized by the Board to do so. The duty of confidentiality continues indefinitely after a Director has left the Board.

Directors shall agree to an Oath of Office and Confidentiality upon joining the Board.

I, insert name, a Director of the Newmarket Public Library, declare that, in carrying out my duties as a Director, I will:

1. Exercise the powers of my office and fulfill my responsibilities in good faith and in the best interest of the Library;
2. Exercise these responsibilities, at all times, with due diligence, care and skill in a reasonable and prudent manner.
3. Respect and support the Library's By-laws, policies, Code of Conduct, and decisions of the Board.
4. Keep confidential all information that I learn about patrons, personnel, collective bargaining and any other matters specifically determined by board motion to be matters of confidence including matters dealt with during closed session meetings of the Board.

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5. Conduct myself in a spirit of collegiality and respect for the collective decisions of the board and subordinate my personal interests to the best interests of the Library.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Comply with the Municipal Conflict of Interest Act, the Municipal Freedom of Information and Protection of Information and Protection of Privacy Act.

Signature \_\_\_\_\_ Date: \_\_\_\_\_

## 2.2 Code of Conduct

Directors are expected to comply with the following Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives and shared ownership of and respect for Board decisions.

- a) **Serving the Community:** ~~Members~~Directors will serve and be seen to serve Library users and their community in a conscientious and diligent manner.
- b) **Respect:** ~~Members~~Directors will treat Library users, volunteers, staff and fellow Board ~~Members~~Directors with respect. In the performance of their duties, ~~Members~~Directors will not abuse, bully or intimidate others and ~~Members~~Directors will fulfill their responsibilities in ensuring that the Library is free from discrimination and harassment.
- c) **Board Meetings:** ~~Members~~Directors will honour the Board Governance Policy and this Code of Conduct at Board Meetings. ~~Members~~Directors understand that these meetings are public and that their behaviour affects the image of the Newmarket Public Library. ~~Members~~Directors will be courteous and refrain from using offensive language, and will show respect for diverse and opposing viewpoints.
- d) **Public Servants:** ~~Members~~Directors will respect the role of Library staff as public servants who provide professional and politically neutral advice to the Board.
- e) **Privacy and Confidential Information:** ~~Members~~Directors will respect the privacy of others and will not disclose or release by any means to any Member of the public, any confidential information acquired by virtue of their role at the Library. ~~Members~~Directors will maintain this obligation even after ~~Members~~Directors leave the Board. ~~Members~~Directors will only disclose confidential information if required by law, or authorized to do so by the Board.
- f) **Support of the Board's actions:** While ~~Members~~Directors may have dissenting views on decisions taken by the Board and are permitted to discuss those views publicly, they shall nonetheless demonstrate acceptance, respect and support for all decisions legitimately taken in transaction of the Library's business.
- g) **Conflict of Interest:** ~~Members~~Directors will abide by the Conflict of Interest Policy as outlined in the Board Governance Policy section 2.3.
- h) **Improper Use of Influence:** ~~Members~~Directors will not use their positions at the Library to improperly influence others for private gain or to gain preferential treatment for their family, friends or organizations with which ~~Members~~Directors are associated.
- i) **Political Neutrality:** ~~Members~~Directors will not use Library facilities, equipment, supplies, services (including staff services) or any other resources for election campaign or campaign-related activities. ~~Members~~Directors will not use a position of authority at the Library to compel staff or volunteers to engage in partisan political activities.

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- j) **Gifts:** No Member shall accept a gift or personal benefit that is connected directly or indirectly with the performance of their duties unless authorized by one of the exceptions below:
- i. gifts received as an incident of protocol or social obligation that normally accompany the responsibilities of office;
  - ii. gifts that are not connected directly or indirectly with the performance or duties of office;
  - iii. compensation authorized by law;
  - iv. a reimbursement of reasonable expenses incurred and honorariums received in the performance of activities connected with a legitimate Library purpose;
  - v. political contributions that are otherwise offered, accepted and reported in accordance with applicable law;
  - vi. services provided without compensation by persons volunteering their time;
  - vii. a suitable memento of a function honouring the Member or the Library;
  - viii. food, lodging, transportation and entertainment provided by provincial, regional and local governments or political sub-divisions of them, and by the federal government or the government of a foreign country;
  - ix. food, beverages and/or admission fees provided by banquets, receptions or similar events if attendance is the result of protocol or social obligation consistent with the responsibilities of office, and the person extending the invitation has done so infrequently and that person or a representative of the organization is in attendance; and
  - x. communications to offices of a Member including subscriptions to newspapers and periodicals.

### **2.3 Conflict of Interest Policy**

Directors shall act at all times in the best interests of the Library rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Library in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board. Directors shall serve without remuneration. No Director shall directly or indirectly receive any profit from his or her position as such. The pecuniary interests of immediate family members of a Director are considered to also be the pecuniary interests of the Directors.

Directors may be paid reasonable expenses incurred by them in the performance of their duties. It is recognized that some Board Directors who are Councillors of the Town of Newmarket will have different roles at different times and any determination as to a conflict of interest will be governed by the *Municipal Conflict of Interest Act*.

#### **2.3.1 Principles for Dealing with Conflict of Interest**

- a) A Director must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue;
- b) If a Director is not certain ~~he or she is~~ they are in a conflict of interest position, the matter may be brought before the Chair, the Board or a committee of the Board for advice and guidance;



- c) If there is any question or doubt about the existence of a real or perceived conflict, the Board will seek legal advice as to how to proceed under the *Municipal Conflict of Interest Act*;
- d) It is the responsibility of other Directors who are aware of a real, potential or perceived conflict of interest on the part of a fellow Director to raise the issue for clarification, first with the Director and, if still unresolved, with the Board Chair, who will seek legal advice;
- e) The Director must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, may be required to leave the meeting room for the duration of any such discussion or vote;
- f) The disclosure and decision as to whether the matter needs to be referred for further investigation with respect to the *Municipal Conflict of Interest Act* shall be duly recorded in the minutes of the meeting.

### **2.3.2 Interest on the part of a Director**

Interest includes, but is not limited to:

- a) Any circumstance that may result in a personal or financial benefit to a Director or their family or business associate. This includes, but is not limited to, accepting any payment for services rendered to the Library, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b) Personal interests which conflict with the interests of the patrons, or that are otherwise adverse to the interests of the Library;
- c) Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Library;
- d) Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member or business associate, of the Director;
- e) Individuals who serve as Directors on the same board with members of their family or others with whom they have a direct business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

### **2.3.3 Disposition of Complaints and Disputes involving Directors**

- a) A committee of the Board shall review any complaints from staff, the public, or Directors that a Director has violated any provision of the Library's By-laws, Governance Policies, Code of Conduct, and Oath of Office and Confidentiality. The committee shall be comprised of one Director who is also a councillor and two Directors who are citizen representatives.

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- b) This committee shall similarly review disputes between Directors that interfere with the ability of the Board to carry on its business;
- c) Complaints of a serious nature may be referred to an independent arbitrator;
- d) Allegations of illegal activity shall be immediately referred to the appropriate authorities for investigation. Any Director against whom such allegations are made shall take a leave of absence from the Board pending completion of the investigation;
- e) The review of complaints or disputes shall include an opportunity for the Directors concerned to present their positions.
- f) Every attempt should be made to resolve matters expeditiously and fairly;
- g) The recommendations regarding resolution of matters shall be brought to the Board for approval;
- h) The Board shall make a ruling as to whether a violation has occurred as well as on the Committee's recommended resolution. Recommendations may include disciplinary action such as formal or informal censure by the Board or a request for the Director to resign or to take a leave of absence. Should the Director reject such a request, the Board may refer the matter to Town of Newmarket Council as the body with the sole authority to appoint Directors.
- i) Notwithstanding this process, a Director who is also a Town councillor may separately be subject to investigation and/or discipline by Town of Newmarket Council for the same matter.

### **3 BOARD RESPONSIBILITIES**

Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board except when acting together as a committee in accordance with the By-laws.

#### **3.1 Major Duties of the Board**

- a) Oversee development and approval of a strategic corporate plan and approve annual budgets;
- b) Define and/or safeguard the vision, mission, the values framework and operating principles within which it expects the Library to be administered, and to review these periodically;
- c) Govern the Library through broad policies and planning objectives approved by the Board, formulated with the CEO and staff, and reviewed periodically;
- d) Select and support a CEO to whom the responsibility for administration of the Library is delegated;

- e) Review and evaluate annually, the performance of the CEO on the basis of a specific job description and approved objectives;
- f) Present to Town Council for its approval budgets for the resources to finance the Library and its programs;
- g) Account to the public, key stakeholders and Council, for the services of the Library and expenditures of funds;
- h) Ensure prudent and proper management of the Library's resources;
- i) Establish the general values framework in which the Library's human resources will be managed and monitor key human resources performance indicators. ~~(Ensure that issues are brought before the Board);~~
- j) Approve and periodically review personnel policies within which human resources will be managed;
- k) Establish guidelines within which management may negotiate pay and benefits agreements with staff; determine re-imbursement of expenses to staff and Directors.
- l) Regularly review the Library's services to ensure that they are consistent with the purpose of the Library and that its programs are effective and relevant to community needs;
- m) Provide opportunities for citizen participation;
- n) Represent the Library and its programs through interpretation to the community; serve as an advocate for services of good quality;
- o) Hear complaints from patrons and staff about services or products through a formal complaint procedure.<sup>5</sup>

Primary Board responsibilities generally fall within nine general areas: Planning; Financial Stewardship; Human Resources Stewardship; Performance Monitoring and Accountability; Risk Management; Community Representation and Advocacy; Management of Critical Transitional Phases; Fundraising and, Complaints Review.

### 3.2 Planning

One of the most important responsibilities of a Library Board is to provide general guidance and direction for an organization. A comprehensive framework for planning, setting priorities, management and budgeting is essential to effective and responsible organizational stewardship. Good planning results in better communication and a better understanding of how various parts of an organization work together to produce desired results.

### **3.2.1 Strategic Plan**

The Library Board, with the assistance of staff and in consultation with key stakeholders, establishes the Library's overall direction through the development and approval of a Strategic Plan. It is understood that objectives contained in the Strategic Plan may include items that may not be measurable. This plan provides a blueprint for the Library's direction and activities for the next three to five years based on a scan of internal and external factors that may bear on the resources and direction of the organization. It identifies the "key areas" in which the Board wants to focus the activities of the organization and general goals for each of these areas.

### **3.2.2 Annual Operating Plan**

The Library's management develops annual operating plans and budgets based on the general blueprint contained in the Strategic Plan. These become the focus of work throughout the organization over the next twelve-month period. They will contain estimates of service demand for the year as well as objectives for improvement in key areas of Library activity. It is recognized that some of the objectives may not be measurable items. The Library's annual operating plan will be the basis of its yearly budget containing revenues and expenditure forecasts related to planned volumes of service. This plan will contain more specific objectives than contained in the Strategic Plan; expected results for each objective; the time period during which those results will be sought; and, criteria for measuring the achievement of those results. The annual operating plan, together with service statistics and budget forecasts are presented to the Board for review, amendment and approval. Where a Board member recommends a course of action that impact the operating or capital budgets they shall also make recommendations for a compensating source of revenue (or reduction in other expenditures).

### **3.2.3 Planning Cycle**

The development and approval of the Strategic Plan takes place in a three to five-year cycle with progress monitored regularly against targets set in the annual Operating Plan and Budget. Performance against interim targets is monitored each quarter of the fiscal year. The third-quarter review begins a thorough analysis of performance and produces projections of the expected year-end results. Preliminary planning for the coming year's operating goals takes place at the end of the third quarter and is completed late in the fourth quarter with refinements based on actual prior year results concluding in the first quarter. Service targets and forecasts of financial resources and constraints enter into the final preparation of the coming year's budget.

### **3.2.4 Board Transition Planning**

~~The development of a Board Transition Plan from one board term to the next which addresses input to council suggestion for new board members participation~~

The Board Transition pPlan provides an opportunity for the board to consider the process of recruitment and orientation as well as to leave legacy and direction for the new Board through the creation of strategic plans and effective policies. A formal Board Transition Plan also provides and opportunity for the outgoing board to review its work over the past term; reflect on triumphs and strengths; and ponder fortunate opportunities and lost chances.

### **3.3 Financial Stewardship**

The Board is responsible to: review and approve the annual operating and capital budgets; to investigate and apply for all sources of funding, and to review and develop innovative ways to raise new revenue; ensure development of financial management and inventory control systems adequate to properly record financial transactions and control of assets; monitor efficient use of resources; and ensure the establishment of proper financial controls and policies.

### **3.4 Human Resources Stewardship**

The Board is responsible for ensuring the establishment of personnel policies to govern the management of staff and volunteer resources; recruiting, supporting and evaluating the performance of the CEO; providing guidelines for staff compensation; succession planning to ensure smooth transition in both Board and senior staff positions; and, monitoring compliance with legislative and regulatory requirements.

### **3.5 Performance Monitoring and Accountability**

The Board is responsible for ensuring that adequate systems are in place for monitoring organizational performance; monitoring the general performance of the organization against legislative and regulatory requirements and approved objectives of the organization; and reporting to key stakeholders. It is recognized that many of the most important areas of the Library's role are not measurable.

### **3.6 Risk Management**

The Board is responsible to ensure that By-laws are current; that governance practices are consistent with the By-laws; adequate insurance provisions are in place to protect the organization, staff and Board from potential liabilities; resources are sufficient to minimize risk to employees and volunteers; compliance with the statutory and regulatory requirements; that policies are respect in actual practice; and, adequate contingency plans are in place to protect against reasonably anticipated crises.

### **3.7 Community Representation and Advocacy**

The function of public relations is to assist the Library in achieving its goals and objectives through the development and execution of programs designed to earn public understanding and support. The Board is responsible to represent the organization positively to the community; to fairly represent community perspectives to the organization; to ensure community input to its planning; and, to advocate for adequate resources to fulfill the organizational mandate.

| Authority to speak on behalf of the Library shall rest with the Chair and/or CEO. This authority may be delegated by either of them to others in the Library within their special fields of competence or knowledge.

In general, the Chair will represent the Library on matters of Board policy and the CEO will represent the Library on operational issues. Either may represent the Library on issues related to advocacy on behalf of the mandate of the Library. Any major statements of an advocacy nature must be consistent with the general parameters of Board approved policies or positions. This is not intended to inhibit expression of personal or professional opinions but care should be taken by individual Directors to distinguish these from positions of the Library. It is not

acceptable to express such an opinion if it could diminish bargaining capacity or advocacy initiatives that the board has undertaken.

### **3.8 Management of Critical Transitional Phases**

The Board is responsible for management of critical transitional phases and events. These include turnover in key positions in the Board and senior management; rapid growth or decline in resources; labour relations disputes; and, issues of significant public controversy.

### **3.9 Complaints Review**

Directors do not generally have direct contact with patrons. Where a patron makes direct contact with a Director for assistance in the resolution of specific service issues, the Director should refer the patron to the CEO. A Director may not interfere in the handling of a specific case by approaching individual staff members. Concerns about the management of a case should be conveyed to the CEO. The CEO may inform the concerned Director about the action taken in the case or authorize a manager to communicate the information directly to the Director.

The identity of patrons is otherwise confidential to the staff involved in the provision of services. Patron names or identifying personal information will be withheld when case information is presented to the Board or a committee for orientation or illustrative purposes. The Board responsibility for hearing patron complaints on appeal from a decision of the CEO is an exception to these general principles.

Supervisory staff shall initially respond to patron complaints about the nature or quality of services provided by the Library. The patron shall be provided with an opportunity to appeal their decision to the CEO. The patron shall be provided with an opportunity to appeal a decision of the CEO. The Board shall hear the patron and review the matter. They may not overturn staff decisions but may make recommendations to the CEO on the matter and may recommend policy amendments to the Board.

*The Municipal Freedom of Information and Protection of Privacy Act* will always be complied with.

## **4 ROLES OF OFFICERS AND COMMITTEES**

### **4.1 Chair**

- a) The role of the Chair is to ensure the integrity of the Board's processes. The Chair is the only Director authorized to speak for the Library, unless this is specifically delegated to another Director.
- b) The Chair presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the Chair is responsible for ensuring that the work is conducted efficiently and effectively. The Chair has no authority to make decisions outside the By-laws or the parameters of policies created by resolution of the Board.

- c) The Chair will set the agendas for meeting of the Board with input from Directors and the Chief Executive Officer of the Library;
- d) The Chair will plan the conduct and timing of the Board meetings in conjunction with the CEO and will chair meetings of the Board and committees;
- e) The Chair will ensure that the Board is properly informed about the operations of the Library and has the information and opportunity necessary to come to decisions on matters within its purview;
- f) The Chair will be the Board's primary liaison with the CEO, who is responsible for the execution of the Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the corporate objectives;
- g) The Chair will act as public and media spokesperson and media spokesperson for the Board and Library as required subject to the provisions of clause ~~5-63.7~~ 5.63.7 of ~~these policies~~ this policy;
- h) The Chair cannot be an elected representative of the Town of Newmarket.
- i) The Chair has the authority under the Public *Libraries Act* to expel any person for improper conduct at a meeting.

#### **4.2 Vice Chair**

In addition to assuming the duties of the Chair during his or her absence, the Vice Chair shall perform other duties prescribed from time to time by the Board.

#### **4.3 Treasurer**

The Treasurer shall:

- a) Monitor the financial activities of the Library;
- b) Ensure that complete and accurate records are kept of all the Library's financial matters in accordance with generally accepted accounting practices;
- c) Act as a signing authority for the Library as approved in the By-laws or by resolution of the Board; Provide the Board, monthly or as otherwise required, a report of all financial transactions and of the financial position of the Library;
- d) Recommend a competent auditor to be appointed annually; and, collaborate with the auditor and CEO in review and presentation of annual audited financial statements.

Pursuant to the Public Libraries, Act R.S.O. 1990, the duties of the Treasurer, may be undertaken by the CEO.

#### **4.4 Secretary**

The Secretary shall ensure that all secretarial functions are performed for the Board and committees, and that records are kept of all proceedings and transaction. The Secretary is the custodian of the corporate seal and of all official books, papers, records, documents and correspondence of the Library.

~~He/she~~The Secretary shall:

- a) Oversee the keeping of records of meetings, policies membership and any other records required by law;
- b) Ensure that minutes are taken at all regular and special meeting of the Board;
- c) Ensure that copies of minutes and agendas are circulated to Directors prior to each meeting;
- d) Maintain, or ensure the maintenance of, the files and records of the Library to be passed on to future officers and ensure the security and confidentiality of all such files and records.

Pursuant to the Public Libraries Act R.S.O. 1990, the duties of the Secretary may be undertaken by the CEO, or his or her delegate.

#### **4.5 Role of Board Committees**

Committees have an advisory function to the Board. They do not speak or act for the Board unless such authority is formally delegated, they are time-limited, and for specific purposes. They do not have any authority to direct staff although they may, through the board, ask the CEO to allocate resources in support of committee activities. Committees should be confined to the minimum number essential to ensure efficient and effective governance.

##### **4.5.1 Function**

A committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the Library's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition, as it deems advisable.

##### **4.5.2 Relationship to Staff**

The Board and staff shall work co-operatively to carry out the objectives of the Library. The Board relies upon the ability, training, expertise and experience of staff to plan for and provide services within the Library's mandate. Committee and Board meetings are the generally recognized avenues for Board and staff to think and plan together.



The attendance of the CEO, or designate, at all committee meetings as a resource and staff support is essential to the effective work of the committees. Committees may advise the Board or the CEO but do not exercise authority over staff and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Board and staff responsibilities.

Open communication between Board and staff is encouraged. However, the following should be directed through the CEO: matters including, but not limited to assignments or directives; requests for organizational resources or staff time; staff performance, concerns or policy infractions; concerns regarding programs or administration.

#### **4.5.3 Executive Committee**

The Executive Committee is composed of the Chair, Vice-eChair, one other Director elected by the Board (~~appointed at the first Board meeting of the year.~~), and the CEO in a non-voting capacity.

The Board Chair chairs the Executive Committee.

#### **4.5.4. Duties of the Executive Committee**

This committee possesses specific powers under the by-law to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board at its next meeting. The Executive Committee also has responsibility for the annual performance evaluation of the CEO and for making recommendations to the Board with respect to his or her performance, continuing tenure and compensation.

### **5. BOARD PROCEDURES**

#### **5.1 Recruitment and Screening of New Directors**

Directors are appointed by the Council of the Town of Newmarket. Former Directors are encouraged to make recommendations to Council on the matter of recruitment and screening, and to advise on the areas of expertise (e.g. human resources, planning, fundraising, IT, marketing) that would be most beneficial to the Board.

#### **5.2 Orientation of New Directors**

New Directors shall receive a basic orientation to their position within 2 months of becoming a Director of the Board. If possible, Each new Director ~~shall~~should be assigned a more experienced Director (or former Director) as a mentor or guide to help integrate the new Directors and answer any questions ~~he or she~~they may have about Board procedures. Orientation sessions should be conducted separately from regularly scheduled board meetings. The CEO will prepare packages for new Directors that include such items that are essential for the new Director. For example:

- Strategic plan
- Library policies
- Collective bargaining agreement
- Previous year's audited financial statement
- Director Oath of Office and Confidentiality Agreement, Code of Conduct and Conflict of Interest policies
- Newmarket Public Library Board Governance Document

- Sample of minutes from a previous meeting

Other items may be inserted or substituted at the recommendation of the Chair or the CEO.

## 6. BOARD MANAGEMENT

### 6.1 Meetings

Meetings of the Library Board will, unless otherwise determined by the Board, be held once ~~aper~~ month ~~at the Library with exception of July and August~~. Except when dealing with confidential matters in “closed session”, all meetings of the Board will be open to the public.

Any Director may participate in a Board or Committee meeting by means of a remote communications technology that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously and, in the case of an open meeting, in a manner which can be clearly observed and/or discerned by the public. Any Board member participating in a meeting by such means is deemed to be present at the meeting.

At the discretion of the Executive Committee, the Board may opt under emergency or exceptional circumstances to hold its meetings entirely by means of such a remote communications technology. In such a circumstance, the public must also be provided with a means of participating in such meetings.

Robert’s Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure. Discussions at meetings of the Board will be confined to those issues that clearly fall within the Board’s authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough and efficient.

The Chair has the authority under the *Libraries Act* to expel any person for improper conduct at a meeting.

### 6.2 Closed Session Meetings

The following items may be considered closed session upon an approved motion of the Board:

- Personal matters about an identifiable individual (i.e. patron or employee);
- Acquisition or sale of land;
- Labour relations or employee negotiation;
- Litigation or potential litigation;
- Receiving advice that is subject to solicitor-client privilege;
- Matters falling under the Municipal Freedom of Information and Protection of Privacy Act;

### **6.3 Terms**

Although it is recognized that Town of Newmarket Council has sole discretion in appointing Directors, it is recommended that no Director sit on the Board longer than three consecutive terms. It is also recommended there be some overlap of Directors from term to term ~~that~~ for the purpose of continuity of governance.

### **6.4 Director Attendance**

Carrying out the work of the Library Board effectively requires a commitment to attend all Board meetings as required. Directors may also be required to sit on Board Committees from time to time. Directors who are absent ~~without a reason acceptable to the Board~~ from three consecutive meetings in a calendar year without authorization by a Board resolution are automatically considered to have resigned their position. ~~In the event such a Director wishes to be reinstated, a letter of request must be sent to the Council;~~Any subsequent reinstatement of that Director shall be at the sole discretion of Town of Newmarket Council.

### **6.5 Board Work Plan/Objectives**

The Board will develop a plan and objectives for its own work in support of the Library's Goals as articulated in the approved Strategic Plan and the annual operating plan.

### **6.6 Board Self-Evaluation**

The Board shall periodically review its own progress on work plan objectives and its effectiveness. It shall conduct a formal assessment of its own performance annually and shall take any steps for improvement in its governance practices suggested by such review.

### **6.7 Conflict Resolution**

Directors are commonly recruited to bring diverse views on issues to board debates and decision-making. Constructive disagreements between Directors are encouraged in a well-functioning board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities. The board chair is responsible for managing such conflicts. A neutral Director or third party should be selected if the board chair is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture.

Conflicts that have progressed throughout the year should be reviewed on an annual basis as part of the Board Self-assessment procedures. Structural or procedural adjustments to prevent future conflicts should be recommended at this time, so that continuous learning and improvement is built-in to the governance approach.

### **6.8 Director Expenses**

Directors are entitled to be reimbursed for authorized expenses occurred during activities required to carry out their duties on behalf of the Library.

- a) ~~The Board, in accordance with accepted community standards, shall annually decide the rate at which mileage expenses are reimbursed. Authorized expenses may include training, transportation and meal costs.~~
- b) ~~The rate at which all other expenses are reimbursed (such as childcare during meetings, Board training, honoraria, all other transportation costs or limits for meals) shall be decided annually by Board motion. Expenses shall be reimbursed according to the Personal Expense Reimbursement Policy applicable to Library employees, unless the Board makes exceptions by resolution.~~
- c) All Director expenses must be documented on ~~a Director Expense form~~ forms as required and be authorized by the Treasurer; the Chair shall authorize the Treasurer's Expense forms.
- d) ~~The Treasurer is responsible to recommend, to the Board, appropriate rates of reimbursement for Director expenses.~~

#### **6.9 Disqualification of Directors**

A Director shall be disqualified if the Director as indicated in Section 13 of the Public Libraries Act:

- a) is convicted of an indictable offence;
- b) becomes incapacitated;
- c) is absent from the meetings of the Board for three consecutive months in the calendar year without being authorized by a Board resolution;
- d) ceases to be qualified for Directorship by reason that the Director ceases to be a resident of the Town of Newmarket;
- e) otherwise forfeits ~~his or her~~ their seat;

~~The~~ Director's seat becomes vacant and the remaining Directors shall forthwith declare the seat vacant and notify the appointing Council accordingly.

### **7 BOARD DECISION-MAKING**

#### **7.1 Decision-Making Process**

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (a majority) is present. A quorum is required for the transaction of any business of the Library. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of ~~7~~ Directors can support, prior to a vote. A Director can request a recorded vote in accordance with Robert's Rules of Order. ~~A~~ A favourable vote of a majority of the Directors present is required for

approval. The Chair is eligible to vote, but only in order to break a tie vote, as per Robert's Rules of Order.

Directors have the right to discuss questions before the board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct (referenced in section 2.2) and the procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

## **8 EXECUTIVE AUTHORITY**

### **8.1 CEO**

The Chief Executive Officer (CEO) of the Library is responsible to the Library Board for: the administration and enforcement of the Public Libraries Act; the execution of the Board's policy and administrative directives; and for planning, organizing, co-coordinating and managing the operation of the Library's program and services, compatible with the pertinent legislation and within the general parameters of the approved annual operating plan and budget. The CEO, more specifically is responsible to:

- a) Support the Board in development of long-term strategic and annual operating plans and budgets;
- b) Support the Board in development of the competencies of Directors to fulfill their responsibilities;
- c) Provide timely advice to the Board regarding any developments that might affect the Library's capacity to pursue its objectives;
- d) Manage the Library's financial and human resources in pursuit of its objectives;
- e) Implement Board policies and directives within the parameters of legislative and regulatory acts, and By-laws and Board policies and directives;
- f) Manage and mitigate risks to the Library, its patrons and Board;
- g) Develop information systems and provide reports that allow the Board to assess the financial status of the Library, the general ~~well-being~~ well-being of its workforce and progress in meeting its objectives;
- h) Manage all employee and contractor relationships, consistent with the provisions of applicable legislation, regulations, funder requirements, standards, contracts and agreements;
- i) Manage the Library's revenues and expenditures within the parameters of the approved budget.

- j) Represent the Library positively to the community in general and key stakeholders more specifically; and;
- k) Develop and maintain effective, professional relationships with the Board, staff, contractors, funders, other key stakeholders, the media and the public at large.

### **8.2 Appointment of CEO**

The Board by bylaw appoints the CEO for the management and administration of the Library. The CEO is responsible, within parameters established by the Board, for determining the methods by which the Board's directions and policies will be executed and the desired outcomes achieved.

The CEO is employed by the Library Board and is, therefore, responsible to the Board as a whole rather than to individual Directors. ~~She or he is~~ They are required to implement policies as determined by the Board and consistent with the requirements of any legislation or regulations. In the exercise of these responsibilities, the CEO is:

Authorized to expend funds within the limits of the annual budget and operating plan approved by the Board;

Responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget;

Required to report to the Board if it is not possible to operate within the limits of the budget approved by it;

Expected to serve as an advisor to the Board on policy and program issues, which affect the service provided by the Library;

Required to provide the Board with the information it requires to govern effectively, make informed decisions and monitor the overall performance of the Library in achievement of approved goals.

Responsible for employing staff members within the classifications and salary ranges approved by the Board. Staff are responsible to the CEO or to a person designated by ~~him or her~~ them, not the Board as a whole or any individual officer or Director. In the supervision, direction and deployment of personnel, the CEO is governed by the documented personnel practices and procedures approved by the Board.

Specific responsibilities are described in the policies related to responsibilities of the Board, the roles of Chair, of other Officers and individual Directors, and in the job description of the CEO

### **8.3 Delegation to the CEO**

The Library Board is responsible for providing direction to the CEO within the context of Board policies.

### **8.4 Appointment and Dismissal of the CEO**

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#### **8.4.1 Appointment**

Recruitment, selection and appointment of a CEO are, along with performance monitoring, is the responsibility of the Board. Appointment of a CEO requires the approval of a majority of the incumbent Directors. Unless otherwise negotiated by the Board, the CEO's employment conditions are regulated by the library's Non-Union Personnel Policy.

#### **8.4.2 Dismissal**

- a) In the event that the CEO's performance is deficient or there is a loss of confidence in the incumbent, the Board is responsible for the termination of the employment.
- b) The Board will inform the CEO that performance is deficient or that there has been a loss of confidence.
- c) The CEO shall have the right to attend a hearing prior to step 8.4.2.d (with legal counsel present if desired).
- d) Dismissal of the CEO shall require a vote in favour equivalent to a majority of the number of ~~Library Board members~~ Directors. Such a vote shall be taken at a meeting duly called to consider this action.

All of the above and any other employment agreements stated or implied are subject to the regulation of the Ontario Employment Standards Act, the Pay Equity Act, the Human Rights Code and all other statutory employment regulations of standards.