

# 10.3

**Report to / Rapport au:**

**Ottawa Public Library Board  
Conseil d'administration de la Bibliothèque publique d'Ottawa**

**November 8, 2022 / 8 novembre 2022**

**Submitted by / Soumis par:**

**Sonia Bebbington, Chief Librarian / Chief Executive Officer  
Bibliothécaire en chef / Directrice générale**

*Contact Person / Personne ressource:*

*Sarah Macintyre, Program Manager, OPL Board & Strategic Services / Gestionnaire de programmes, Conseil d'administration de la BPO et services stratégiques  
(613) 899-3539 Sarah.Macintyre@bibliooottawalibrary.ca*

*Alexandra Yarrow, Program Manager, OPL Board & Strategic Services / Gestionnaire de programmes, Conseil d'administration de la BPO et services stratégiques  
(613) 580-2424 x32312. Alexandra.Yarrow@bibliooottawalibrary.ca*

**File Number: OPLB-2022-1108-10.3**

**SUBJECT: Ottawa Public Library Board Rules of Procedure By-law, Policy Framework, and Policies**

**OBJET: Règlement sur les règles de procédure, cadre stratégique et politiques du Conseil d'administration de la Bibliothèque publique d'Ottawa**

## **REPORT RECOMMENDATIONS**

**That the Ottawa Public Library (OPL) Board:**

- 1. Approve the OPL Board Rules of Procedure By-law amendment as further described in this report; and,**
- 2. Approve the OPL Board Policy Framework and policies (Documents 1 to 25).**

## RECOMMANDATIONS DU RAPPORT

**Que le Conseil d'administration (C.A.) de la Bibliothèque publique d'Ottawa (BPO) :**

- 1. Approuve la modification du Règlement sur les règles de procédure du C.A. de la BPO présentée dans le rapport; et**
- 2. Approuve le cadre stratégique et les politiques du C.A. de la BPO (documents 1 à 25).**

## BACKGROUND

The Ottawa Public Library (OPL) Board (“the Board”) is constituted under the *Public Libraries Act*, R.S.O. 1990, Chapter P.44 (“*the Act*”) as amended from time to time. The OPL Board has adopted a policy governance model, designed to empower Boards to fulfill their obligations over the organization. The model “enables the board to focus on the larger issues, to delegate with clarity, to control management's job without meddling, to rigorously evaluate the accomplishment of the organization; to truly lead its organization.”<sup>1</sup>

On October 15, 2014, the OPL Board approved a revised Rules of Procedure By-law (“the By-law”), and policy framework. The policies were developed in line with the governance model and are intended to be high-level policies that provide the Board with guidance and parameters in meeting the legislative requirements set out in *the Act*. Each policy begins with a clear outline of the legislative background and guidance upon which the policy is based.

As part of its governance framework, the OPL Board undertakes a review of both the overarching By-law as well as the individual policies with each term of the Board. Over the last term of Board, the policy framework was revised. The revised OPL Board policy framework is comprised of 22 documents (see Document 1). During this term of Board, the By-law was revised twice:

- On March 10, 2020, revisions to Sections 15 were approved to align with amendments to the *Act* reducing the minimum number of annual public library board meetings from ten per year to seven per year. The By-law was revised

---

<sup>1</sup> Carver, J. and Carver, M., (2015, January 2) *The Policy Governance Model®*. Retrieved from PolicyGovernance.com

indicate that “Regular meetings of the Board shall be held once a month for at least months of the year as required by the Act, or more frequently at the direction of the Board, and shall be held at the place and time as may be designated by the Board.” (OPLB-2020-0203)

- On November 3, 2020, revisions to Section 15, Section 19, Section 37, and Section 40 were approved to allow for electronic meetings and electronic attendance by trustees, members of the public, and public delegations.

The purpose of this report is to identify the proposed edits to the By-law, as well as the individual Board policies, and seek approval for such. According to the existing Rules of Procedure By-law, amendments require a two-thirds vote of the whole Board.

## DISCUSSION

### Rules of Procedure By-law

Upon reviewing the Rules of Procedure By-Law as part of the end of term governance practice, it was noted that there is one inconsistency between the *Act* and the By-Law that requires amendment.

Currently, Section 9 of the By-law reads: “...*the Board shall select from amongst its Members, a Chair and Vice-Chair for a four-year period ending in December of the fourth year consistent with Council...*”. According to the *Act*, “A board member shall hold office for a 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”. The differentiation being that in the By-law’s current language, the term of the Chair and Vice-Chair ends in December of the fourth year consistent with Council, while the *Act* does not contain this restriction. Rather, the *Act* allows for a scenario where the new library Board is appointed in the January following the fourth year consistent with Council.

As such, the recommendation is to amend Section 9 so that it reads: “...*the Board shall select from amongst its Members, a Chair and Vice-Chair for a four-year period concurrent with the term of Board, or until a successor is appointed, in the following manner...*Not only does this change properly align with the language used in the *Act*, but also more accurately aligns with the wording used Section 8 (2) of the By-law, which reads: “A board member shall hold office for a term concurrent with the term of Council,

*or until a successor is appointed, and may be reappointed for one or more further terms.”*

### Board Policies

A holistic review of OPL Board Policies was undertaken to ensure consistency, applicability, and to address any concerns or clarify language based on experiences over the 2019 – 2022 term of the Board.

Key notes regarding proposed amendments to the policies are identified in Document 2 – OPL Board Policy Framework Revisions Table. Most of the policies were revised to reflect “minor edits”, such as grammatical, spelling, and formatting adjustments to improve consistency and clarity. In addition,

- Twelve of the policies were revised to include minor amendments, with specifics noted in Document 2.
- Six of the policies were revised to include edits that were more significant in nature, and as such, are detailed below (in addition to appearing in Document 2).
- Four of the policies (# 8, #16, #18, and #21) have not been included in this report, because they have already been reviewed and approved this term of Board, and no changes are being suggested at this time.

Policy #4 – Trustee Conduct: Based on feedback collected as part of the governance evaluation, in Fall 2021, the Board engaged a consultant to present a workshop. As part of this workshop, discussion around conflict of interest and the Board’s strategic governance role ensued. As a result, and after discussions with the Board Ad hoc Committee on Governance, clearer wording around conflict of interest was added throughout this Policy. As well, the difference between personal interests and the interests of the OPLB was clarified. Lastly, the Board’s strategic governance role was highlighted, as was wording to distinguish between the role of Ward Councillor vs Councillor Trustee (as it relates to conflict of interest).

Policy #9 – Role and Responsibilities of the CEO: This policy was revised to include language from the *Act* regarding the responsibilities of the CEO, as well as language regarding the Board’s utilization of a strategic governance model. Also added was a sentence about the CEO’s responsibility to develop and maintain stakeholder relationships. Further clarifications regarding the delegation of responsibilities of

Secretary and Treasurer were also added (this is an update to the policy to reflect current operations).

Policy #10 – CEO Reporting and Board Monitoring: Two new reporting items were added: “Key Strategic Frameworks” timeline: once per term of Board), “Challenges to Intellectual Freedom” (timeline: annually). Reporting Item # 7 (Confirm compliance with Board or OPL Admin Policies) was deleted as it was superfluous (this is done through Board Policy 002 – Delegation of Authority (“the DOA”), which is indicated in another line in this table). The reporting schedule of Item #8 (Deviations from Policies) was revised from “Each meeting” to “As required”, which more accurately reflects OPL practice. The reporting schedule columns were also adjusted: the column called “Each Meeting” was removed as there are no more reporting items assigned to that schedule as a result of the above changes, and a new column was added called “One Per Term of Board”. Lastly, clarification that these timelines are minimums and can be increased as needed was added to the Policy.

Policy #13 – Commemorative Naming: The City’s public consultation process was described. As well, an additional criterion was added for the OPL Board to consider as part of the approval of a commemorative naming proposal, to ensure alignment with OPL’s mission, vision, and values.

Policy #19 – Order of Friendship: This policy was revised to provide more flexibility. Specifically, rather than identifying specific months as part of the Practice regarding timelines, the proposed revisions identify annual quarters, to allow for minor adjustments to the timelines when necessary. Similarly, to allow for flexibility in the Nomination Form (a paper versus an online version, for example), the contents of the Nomination Form were integrated into the body of the Policy (resulting in the removal of the form in Appendix A).

Policy #22 – Sponsorship: The most significant change to this Policy is the definition of what OPL considers to be sponsorship activities, and the clarification that OPL will not engage in third-party advertising as part of revenue generation. In the City’s Corporate Sponsorship and Advertising policy, there are provisions for both sponsorship agreements and advertising agreements. Through discussions with Senior Management and the Governance Ad hoc committee, it became clear that OPL was distinct from other City facilities, which are better suited to advertising agreements. For example, Recreation Centres and Arenas often have billboards and spaces that third-party

organizations can purchase to advertise their business. At OPL, there are currently no spaces that can be purchased for advertising, and this is not a service that OPL intends to provide in the future. In this way, it was clear that advertising was distinct from sponsorship activities, and thus, the proposed OPLB Policy 022 has been renamed simply “Sponsorship”, rather than “Sponsorship and Advertising”.

Another area that was discussed with both Senior Management and the Governance Ad hoc Committee was the fact that the City’s Corporate Sponsorship and Advertising Policy including parameters through which naming rights could be attributed as part of a sponsorship agreement. As clarified in the OPL Administrative Policy on Sponsorship, OPL will not be engaging in naming rights as part of sponsorship activities, because there is already an established OPLB Commemorative Naming Policy in place, as well as naming processes for donor recognition as part of the OPLB Fundraising Policy.

## **CONSULTATION**

The policies were amended based on feedback from trustees (as part of the Governance Review). Also, an Ad hoc Committee on Governance (comprised of Chair Luloff and Trustees Higdon and Slack) assisted in interpreting the responses, reviewing draft policy revisions, and providing strategic advice.

Members of the Senior Management team also provided feedback and insight based on their expertise.

## **ACCESSIBILITY IMPACTS**

Ottawa Public Library complies with the *Accessibility for Ontarians with Disabilities Act, (2005)* in its operations. There are no accessibility impacts associated with this report.

## **BOARD PRIORITIES**

A review of the OPL Board Rules of Procedure By-Law and associated policies with each term of the Board is a best practice as identified in Policy #15 – Board Evaluations and Governance Review.

## **BUSINESS ANALYSIS IMPLICATIONS**

There are no business analysis considerations associated with this report.

## **FINANCIAL IMPLICATIONS**

There are no financial implications associated with this report.

## **LEGAL IMPLICATIONS**

There are no legal impediments to approving the recommendations in this report.

## **RISK MANAGEMENT IMPLICATIONS**

There are no risk management implications associated with this report.

## **TECHNOLOGY IMPLICATIONS**

There are no technology implications associated with this report.

## **SUPPORTING DOCUMENTATION**

Document 1	OPL Board Rules of Procedure By-law
Document 2	OPL Board Policy Framework
Document 3	OPL Board Policy Framework - Revisions Table
Document 4	Roles and Responsibilities of the Board and Trustees
Document 5	Delegation of Authority
Document 6	Trustee Orientation and Continuing Education
Document 7	Trustee Conduct
Document 8	Trustee Attendance
Document 9	Trustee Inquiries
Document 10	Trustee Expense Reimbursement
Document 11	Fundraising and Donations
Document 12	Roles and Responsibilities of the CEO
Document 13	CEO Reporting and Board Monitoring

Document 14	CEO Performance Management
Document 15	Board CEO Relationship
Document 16	Commemorative Naming
Document 17	Board Legislative Agenda
Document 18	Board Evaluations and Governance Reviews
Document 19	Board Succession Planning
Document 20	Board Role in Advocacy
Document 21	CEO Succession Planning
Document 22	Order of Friendship
Document 23	Official Languages
Document 24	Election-Related Resources
Document 25	Sponsorship and Advertising

## **DISPOSITION**

Both The updated By-law and Board Policies will be effective on the date of approval of this report.

Upon approval, staff will make the documents available to the trustees for their reference and ensure implementation of any necessary actions resulting from the adoption of the policies.