



001 – OPLB **Roles and Responsibilities of the Board and Board Members**

Guiding Principles

The Board is accountable for the full range of decisions affecting Ottawa Public Library (“OPL”). The Board approaches its role using a policy or strategy model of governance that focuses on setting strategic direction and objectives, making decisions on major projects, and monitoring OPL and Chief Executive Officer (CEO) performance. Its attention shall primarily be on the long-term needs and goals for OPL, not the administrative or operational details.

Board Responsibilities

The Board’s main responsibilities are:

1. Governance

- a. Understand and adhere to the *Public Libraries Act*, R.S.O. 1990, c. P.44 (the *Act*);
- b. Oversee compliance with new applicable legislation or regulations as required;
- c. Review and approve revisions to the Board Rules of Procedure By-law and governance position statements and policies;
- d. Practice good governance principles, including assisting in developing shared continuing education goals and evaluating its own performance regularly;
- e. Provide advice to City Council on the competency profile for Board members during the recruitment process;
- f. Select, compensate, review, and approve objectives for, and monitor and assess the performance of the CEO, in alignment with Board Policy 011 – CEO Performance Management; and,

- g. Report annually to the Ministry, City Council, and the public.

2. Financial

- a. Approve draft budget requests for recommendation to City Council regarding funding; and,
- b. Set fiscal parameters, oversee financial reporting, and ensure that proper financial control measures are in place to manage the budget.

3. Strategic leadership

- a. Define OPL's purpose and direction in the strategic plan;
- b. Review and approve strategic frameworks;
- c. Ensure the implementation of a comprehensive risk management system;
- d. Act as a bridge between OPL and funding bodies, as required;
- e. Develop and maintain an effective working relationship with the CEO; and,
- f. Ensure the development of relationships between OPL and key community relationships, including with Indigenous communities.

The detailed list of Board responsibilities, as defined by decision-making authority or delegation thereof, is contained in the Delegation of Authority policy (002-OPLB).

Role of Board members

Members of the Board are representatives of OPL; each is a primary member of a single body which, from a position of trust, and stewards the assets of others. Board members have a fiduciary responsibility to act in the best interests of the organization.

Responsibilities of Board Members

In keeping with good governance principles and best practices, members of the board, as fiduciaries, have the following responsibilities and associated expectations:

- **Care:** Exercise judgement in making informed decisions that a reasonably prudent person would in comparable circumstances;
- **Compliance:** Adhere to all applicable laws, regulations, and the Board's own governing documents;
- **Diligence:** Consistently apply thorough and sustained attention to their role, including committing sufficient time to fully perform Board duties, such as

preparation for and attendance at meetings, participation at workshops or conferences, and other related activities;

- **Engagement:** With the Board’s support and consent:
 - Build relationships with local and sectoral groups by participating in events, associations, or committees, and share expertise and insights that benefit OPL; and,
 - Engage in advocacy by developing an understanding of community needs and liaising with funders and other key groups to promote awareness of OPL’s services, impact, and future needs, including as related to funding and policy changes;

- **Integrity:** Act honestly and in good faith, and with a view to the best interests of OPL and the community, including making decisions that reflect sound judgment and align with OPL’s strategic plan, and avoiding situations where personal interests could interfere with, or appear to interfere with, acting with integrity in their role (conflicts of interest), and function as a member of a team;

- **Prudence:** Ensure careful consideration of risks and ensure that decisions are made in a way that protects both the organization’s financial health and the organization’s reputation; and;

- **Skill:** Exercise the competence and expertise relevant to their role and as expected given the member’s knowledge and experience.

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