

**Report to / Rapport au:**

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

**April 14, 2020 / 14 avril 2020**

**Submitted by / Soumis par:  
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**File Number:** OPLB-2020-0402

**SUBJECT: Ottawa Public Library Board (OPL) Policy Amendment: CEO  
Succession Planning - Tabling**

**OBJET: Modification de la politique du Conseil d'administration (C.A.) de la  
Bibliothèque publique d'Ottawa (BPO): Planification de la relève de la  
Directrice générale - Dépôt**

#### **REPORT RECOMMENDATION**

**That, at its meeting of April 14, 2020, the OPL Board:**

- 1. Receive and table the OPL Board Policy Amendment: CEO Succession Planning.**

**That, at its meeting of May 12, 2020, the Ottawa Public Board approve:**

- 2. The amendment to the CEO Succession Planning Policy, as further described in this report.**

## RECOMMANDATION DU RAPPORT

Que, lors de sa réunion du 14 avril 2020, le C.A. de la BPO:

1. Examine et dépose le rapport la modification de la politique du C.A. de la BPO : Planification de la relève de la Directrice générale.

Que, lors de sa réunion du 12 mai 2020, le C.A. :

2. Approuve la modification de la politique de planification de la Directrice générale tel que décrit dans le présent rapport.

## BACKGROUND

The Ottawa Public Library Board (the “OPL 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 December 11, 2018, the OPL Board approved a revised Rules of Procedure By-law, and policy framework (OPLB-2018-1201). The policies were developed in line with the governance model and provided the Board with guidance and parameters in meeting the legislative requirements set out in the Public Libraries Act (PLA).

While the OPL Board undertakes a review of both the overarching Rules as well as the individual policies with each term of the Board, as part of its governance framework, the purpose of this report is to identify proposed edits to Board Policy 018, CEO Succession Planning, and seek approval for such.

## DISCUSSION

The proposed edits to Board Policy 018, CEO Succession Planning will align the policy with changes made to OPL’s organizational structure, effective August 20, 2019. The main change to the existing policy reflects the new composition of the senior

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

management team. For instance, as per the new OPL management structure, the position of Deputy CEO has been discontinued.

As a result, edits are required to Appendix A (CEO Emergency Succession Plan) of the Policy, specifically under section D, "Short-Term Temporary, Unplanned Absence." These changes are outlined using Tracked Changes in Document 1.

The position of Acting CEO for a short-term temporary, unplanned absence of the CEO, for less than 17 weeks, can be filled by any Division Manager at OPL. In the new management structure, all division manager positions require the key skills to step in as Acting CEO. The new structure ensures each division manager is accountable, trained, and able to fill in as needed. The new position of Program Manager, Board and Strategic Services, acts as Chief of Staff to the CEO, and is the liaison with the Board Chair in the event of a short-term temporary, unplanned absence of the CEO. This position works with the Board Chair and division managers to help determine the best plan for assigning an Acting CEO.

## **CONSULTATION**

Consultation with the Ottawa Public Library Senior Management Team informed this recommendation.

## **LEGAL IMPLICATIONS**

There are no legal implications associated with this report.

## **RISK MANAGEMENT IMPLICATIONS**

There are no risk management implications associated with this report.

## **FINANCIAL IMPLICATIONS**

There are no financial implications associated with this report.

## **ACCESSIBILITY IMPACTS**

There are no accessibility implications associated with this report.

## **TECHNOLOGY IMPLICATIONS**

There are no technology implications associated with this report.

## **BOARD PRIORITIES**

This report aligns with Strategic Direction #2, Build Organizational Capacity, by supporting leadership accountability.

## **SUPPORTING DOCUMENTATION**

Document 1 018 - OPLB CEO Succession Planning

## **DISPOSITION**

The updated OPL Board Policy, 018 - OPLB CEO Succession Planning, will be effective on the date of approval.

Upon approval, staff will make the updated policy available to the Trustees for their reference.

## 018 - OPLB                      CEO Succession Planning

### Legislative Background and Guidance

The Board of the Ottawa Public Library (the Board) operates according to the *Public Libraries Act (the act)*, as well as other acts such the *Municipal Act and the Conflict of Interest Act*, and is responsible for ensuring that public library services are delivered effectively and efficiently to residents of the City of Ottawa (“the City”). References in this document refer to the *Public Libraries Act (the Act)* unless otherwise indicated.

In accordance with the *Public Libraries Act (the Act)*, the Board:

- May appoint and remove such employees as it considers necessary, determine the terms of their employment, fix their remuneration, and prescribe their duties (ref. 15(1)); and,
- Shall appoint a CEO who shall have general supervision over and direction of the operations of the OPL and its staff (ref. 15(2)).

### General Principles

The Board of the Ottawa Public Library (the OPL) oversees planning for the succession of the CEO. The Board recognizes that this is an important responsibility and that it is integral to the Board’s long-term planning process.

Some of the key principles for the succession planning process include that:

- The Board shall enlist the support and advice of the CEO in identifying potential internal candidates that may be considered for the CEO position at some point in the future, and structuring a development plan for the identified individuals to enhance their capabilities and better prepare them for the position.
- The Board shall develop and maintain current an emergency contingency plan for replacing the CEO on an interim basis in the event the existing CEO becomes temporarily incapacitated. (Appendix A)

- When a requirement is identified to begin the search for a new CEO, the Board shall endeavour to identify a list of well qualified internal and external candidates for the position from which to make a selection.
- The Board shall delegate the details of the recruitment process to an ad hoc committee, which will provide recommendations for the Board's consideration and approval.
- The confidentiality of all candidates that apply for the position shall be maintained until an agreement with the selected person is finalized.

### **CEO Search and Selection Process**

The Board shall identify the most important attributes, skills, and/or experience required for the new CEO.

The Ad Hoc Committee shall be comprised of the Board Chair, the Board Vice-Chair, and one additional Trustee selected by the Board. The Committee shall:

- Work with the City's Human Resources Department for advice and to engage an executive recruiting firm;
- Work with the successful proponent to: finalize the details of the process that will be utilized; determine the details of the profile for the search (e.g confirm job description); outline interview questions and agree on an advertising and communications approach (including a search process considering both external and internal candidates);
- Review potential candidates' profiles and interview those qualified candidates that are deemed to be a best fit for the position;
- Present recommendations that explain the process followed and the rationale for the recommended candidate for the Board's consideration at an in camera meeting;
- The Board shall make the final determination on the candidate to be offered the position, including the financial compensation package in keeping with the policies of the OPL.

The Committee, in particular the Chair of the Board, shall be responsible for ensuring that any and all offers to candidates are properly administered and finalized.

### **CEO Transition Process**

Assuming circumstances permit, the following steps will be taken for the orderly transition of the incoming CEO.

- The incumbent CEO shall prepare a transition document for the incoming CEO as well as provide a briefing whenever possible.
- The Board, as represented by the Chair and other Trustees as deemed appropriate, shall meet with the incoming CEO to: provide key insights on the OPL including Board priorities, major goals, and expectations for the CEO; establish a 100-day plan that ensures an appropriate orientation including introductions with stakeholders and key contacts; provide a coach or mentor to assist with the transition; and establish several follow up meetings in the initial 6 months on the job to monitor progress .
- The Board Chair, working with the incoming CEO, shall establish communications practices to ensure that issues are dealt with expeditiously.

<b>Effective Date:</b> April 14, 2020	<b>Last Review Date:</b> February 2020
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## Ottawa Public Library

### Chief Executive Officer (CEO) Emergency Succession Plan

#### A. Context

Leadership plays an essential role in the success of any organization, particularly one as influential and important to the community as the Ottawa Public Library (OPL). As an unexpected disruption in CEO leadership is always a possibility, planning for both that eventuality as well as planned transitions in leadership is a governance best practice. A CEO Emergency Succession Plan can help bring order at a time of potential confusion, so that OPL can continue to fulfill its mission.

#### B. Policy and Procedure

The unexpected, temporary absence of a CEO can be challenging time for any organization. It is the policy of OPL to be prepared to ensure stability and accountability of the organization until the return of the CEO. The OPL Board Policy OPLB-018 CEO Succession Planning outlines general principles for succession planning.

To support the policy, the CEO Emergency Succession Plan (the Plan) is both a contingency plan in the event of the temporary absence, disability, or death, of its CEO to facilitate the transition to both interim and longer-term leadership, as well as the recruitment of a future CEO in the event of planned retirement. The Plan outlines steps to be taken in the event of a temporary, unplanned absence of the CEO, be it short-or long-term.

#### C. Guiding Principles

In its CEO Emergency Succession Plan, the OPL Board will strive to:

- Be responsive, responsible, and decisive in an emergency;
- Ensure continuity in operations and strategic direction;
- Demonstrate and convey confidence in its interim executive leadership;
- Communicate in a measured, timely, and effective manner with all key stakeholder groups, internally and externally;
- Engage its Board and senior staff in support of respective changes;



- Ensure its response is aligned with OPL values, vision, and mission;
- Demonstrate sensitivity and responsiveness to stakeholder concerns; and,
- Provide appropriate support to the Acting CEO.

When it is necessary to fill the position of CEO, the Board Chair will work with the ~~Division-Program~~ Manager, ~~Governance, Communications,~~ and Board and Strategic Services to affirm the procedures prescribed in the Plan or to make modifications as appropriate. The full Board will be informed of key developments and, if applicable, asked to ratify major changes to the Plan at the earliest opportunity.

#### **D. Short-Term Temporary, Unplanned Absence**

A temporary absence is one of less than 17 weeks in which it is expected that the CEO will return to his/her position once the events precipitating the absence are resolved. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation. The Board authorizes the Board Chair to implement the terms of this emergency plan in the event of the short-term, temporary, and unplanned absence of the CEO.

~~The person identified to Division Managers can fill the position of Acting CEO. is the Deputy CEO first and foremost. If the Deputy CEO is unable to fulfill this role, a Division Manager would fill the position of Acting CEO.~~

If the Acting CEO is new to his/her substantive position, the Chair may decide to appoint a backup appointee to the Acting CEO position (i.e. Division Manager). While recognizing that an Acting CEO must be appointed, the Chair may also consider the option of appointing a Secretary and/or Treasurer independent of the CEO (as per the *Public Libraries Act*).

#### **E. Long-Term Temporary, Unplanned Absence**

A long-term absence is one that is expected to last more than 17 weeks. The procedures and conditions to be followed will be the same as for a short-term absence with one addition: the Board Chair will give immediate consideration, in consultation with the Acting CEO, to **temporarily** filling the position left vacant by the Acting CEO or to providing additional support to the Acting CEO.

This is in recognition of the fact that for a term of more than 17 weeks, it may not be reasonable to expect the Acting CEO to carry the duties of both positions. The position description of a temporary senior manager or executive would focus on covering the priority areas in which the Acting CEO needs assistance.

#### **F. Completion of Emergency Succession Period**

The decision on when the CEO returns to lead OPL should be determined by the CEO and the Board Chair. They will decide upon a mutually agreed upon schedule as required and start date.

#### **G. Permanent Change in CEO Leadership**

A permanent change is one in which it is firmly determined that the CEO will not be returning to the position. On an interim basis, the procedures and conditions should be the same as for a long-term temporary absence.

The OPL Board will undertake a CEO Search and Selection Process, as per OPL Board Policy OPLB-018 CEO Succession Planning. Where circumstances permit, the CEO Transition Process will be followed.

#### **H. Communications Plan**

Immediately upon transferring the responsibilities to the Acting CEO, the ~~Division~~ Program Manager, ~~Governance, Communications, and~~ Board and Strategic Services will support the development and implementation of a communications strategy appropriate to the needs and interests of OPL and its key stakeholders, and work with the Board Chair to notify employees and members of the Board.

As soon as possible thereafter, the Board Chair and Acting CEO shall communicate the temporary leadership structure to key external stakeholders. This may include, but is not limited to, municipal government officials, agency CEOs, key sector leaders, and other key community partners.

#### **I. Authority and Compensation of the Acting CEO**

The person appointed as Acting CEO shall have the full authority for decision making and independent action as the CEO, as per OPL Board Policy OPLB-002

Delegation of Authority. The Acting CEO will be offered compensation in accordance with the Management and Professional Exempt Terms and Conditions.

#### **J. Board Oversight**

The Board Chair is responsible for monitoring the work of the Acting CEO and will be sensitive to any special support needs of the Acting CEO in this temporary leadership role. The Board Chair may call upon the members of the Ad-Hoc Committee on CEO Performance to keep the Board regularly informed of matters pertaining to the implementation of the emergency succession plan. Should circumstances warrant, an emergency meeting of the Board will be called by the Board Chair.

#### **K. Acceptance of the CEO Succession Plan**

- **Succession Plan Approval.** This Plan will be reviewed by the Ad hoc Committee on Board Governance and forwarded to the Board (through the CEO) for approval. This Plan is a supporting document to the OPL Board Policy on CEO Succession Planning, and will be reviewed with said policy as per the policy review timelines.
- **Copies.** Copies of this Plan along with the corresponding documentation will be maintained by the Board Chair, the CEO, and the ~~Division Program Manager, Governance, Communications, and Board & Strategic Services~~ (on behalf of the as Board Secretary).