

Report to / Rapport au:

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

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Submitted by / Soumis par:

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File Number: OPLB-2018-1201

**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 2 to 23).**

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 2 à 23).

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.”¹

On October 15, 2014, the OPL Board approved a revised Rules of Procedure 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 Public Libraries Act (PLA). 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 Rules as well as the individual policies with each term of the Board. Over the last term, the policy framework was revised. The revised OPL Board policy framework is comprised of 21 documents (see Document 2).

The purpose of this report is to identify the proposed edits to the both OPL Board Rules of Procedure By-Law as well as the individual 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

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

A comprehensive review of the OPL Board Rules of Procedure By-Law was undertaken in 2014 to align with the Board's governance model. The general approach was to exclude information that was direct language found elsewhere (e.g. *PLA* references to vacancies). This has streamlined the Rules of Procedure By-Law, and has helped to avoid potential inconsistencies. Since its implementation in 2015, there have been no concerns regarding application of the By-Law. However, 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 *PLA* and the By-Law that requires amendment.

Currently, Section 13 (2) and (5) of the Rules of Procedure By-Law states that the CEO shall act as Secretary / Treasurer respectively “...or shall designate someone to act as...” Secretary / Treasurer. According to the *PLA*, authority for appointments to the roles of Secretary and Treasurer rests with the Board. As such, it is recommended that the language “...or shall designate someone to act as...” be removed in each of the above instances.

OPL Board Policies:

A holistic review of the OPL Board Policies was undertaken to ensure consistency, applicability, and to address any concerns or clarify language based on experiences over the 2014 – 2018 term of the Board.

Key notes regarding proposed amendments to the policies are identified in Document 3 – OPL Board Policy Framework Revisions Table. In seven of the 21 policy reviews, “minor edits” were made. This includes grammatical, spelling, and formatting adjustments. An additional seven policies had minor modifications, with specifics noted in the Document 3. In six of the policy reviews, edits were significant and detailed below. One policy (#008 - OPLB Donations, Fundraising, and Sponsorship) was not reviewed and has been placed “on hold” for future review as part of the OPL’s fundraising strategy.

Policy #2 – Delegation of Authority: The most significant edits were made to the OPL Board Delegation of Authority, specifically Table 1 of the policy. Specifically, edits were made to ensure alignment with updated policies and address areas of ambiguity requiring clarification. A summary of these edits are:

- Item 4 – Added “operational” and removed “capital”;
- Item 5 – Removed the word “capital”;

- Item 6 – Added Development Charge language to ensure consistency with the City's Purchasing By-law;
- Item 12 – Added the word “negotiate”;
- Item 14 & 15 – Amendment made to delegate authority to CEO for merchandise within parameters as noted in the footnote of the table;
- Item 23 – Clarified “facility naming rights” rather than “naming rights” more generally;
- Item 28 – Following discussions regarding the intended, reference to specific approval for modifications to the website were removed and the focus was altered to reflect a more high-level corporate branding responsibility; and,
- Items 34 & 35 – Changes made to combine sections.

Policy #9 – Role and Responsibilities of the CEO: The policy was updated to match the By-law, whereby the CEO is also the Secretary and Treasurer, detailing responsibilities in each of their roles.

Policy #12 – Board/CEO Relationship: Changes to CEO Reporting and Board Monitoring policy to reflect that the Board has only one direct report, rather than only one employee.

Policy #13 – Commemorative Naming: May require further examination in 2019 as per City Council 2019-2022 Governance Review proposed amendments.

Policy #15 – Board Evaluations and Governance Review: Over the 2014-2018 term, it was found that some of the evaluation questions in Appendix B assessed items that are outside the purview of the Board, particularly, items that are mandated by the *Public Libraries Act (PLA)*. Amendments were made to ensure that evaluations are based on areas in which the Board could affect changes. Modifications were also made to the rating scale (changed to six-points in order to avoid central tendency).

In addition, minor edits were made to Appendix A, and the frequency of issuing this evaluation was changed to annual.

Policy #20 – Official Languages: The title of the former “Bilingualism” policy was changed, and it was divided into a Board Policy for overarching matters, and a staff policy for administrative practices and implementation. These changes better reflect the appropriateness of the revised title, and alignment with OPL Board governance and the DOA, whereby administrative policies are the responsibility of the CEO.

Policy #21 – Election-Related Resources: Originally approved in April 2018, the policy was consolidated and re-structured for OPL and Board, and modified to include the addition of library-specific elements in keeping with OPL's practices.

CONSULTATION

The policies were amended based on feedback from the 2014 – 20148 Ottawa Public Library Board (as part of the Governance Review). An ad-hoc working group on Governance comprised of Trustees Begg and Higdon were involved in interpreting the responses and providing feedback.

With respect to the Rules of Procedure By-Law, the Ministry of Tourism, Culture and Sport was consulted. With respect to the policies, members of the OPL management team provided feedback and insight based on expertise, alignment with updated policies, and areas of ambiguity requiring clarification (e.g. Delegation of Authority policy).

LEGAL IMPLICATIONS

There are no legal implications associated with this report.

RISK MANAGEMENT IMPLICATIONS

The proposed amendments to the Rules of Procedure By-Law reduces risk through compliance with the PLA, serving the fundamental purpose of establishing and codifying the rules of order, regulations, and procedures of all Board meetings. Establishment of these governing policies is good business practice, resulting in optimized decision-making and efficiencies.

FINANCIAL IMPLICATIONS

There are no financial impacts associated with this report.

ACCESSIBILITY IMPACTS

There are no accessibility impacts associated with this report.

TECHNOLOGY IMPLICATIONS

There are no technology implications 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.

SUPPORTING DOCUMENTATION

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| 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 | Roles and Responsibilities of the CEO |
| Document 12 | CEO Reporting and Board Monitoring |
| Document 13 | CEO Performance Management |
| Document 14 | Board CEO Relationship |
| Document 15 | Commemorative Naming |
| Document 16 | Board Legislative Agenda |
| Document 17 | Board Evaluations and Governance Reviews |
| Document 18 | Board Succession Planning |

- Document 19 Board Role in Advocacy
- Document 20 CEO Succession Planning
- Document 21 Order of Friendship
- Document 22 Official Languages
- Document 23 Election-Related Resources

DISPOSITION

The Rules of Procedure By-Law amendment and the updated OPL Board Policy Framework and policies will be effective on the date of approval.

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.