

## 012 - OPLB      Board / CEO Relationship

### Principles and Practices

In keeping with the Board's utilization of a policy or strategy model of governance, the Board requires the CEO to report on a variety of subjects so that the Board may effectively perform its monitoring role. The Board strives to build and maintain a strong working relationship with the CEO that respects the relative roles and responsibilities of each party and builds mutual trust for the benefit of the OPL.

Some of the fundamental principles for building and maintaining this relationship are identified below.

The Trustees and the CEO shall:

- Recognize and embrace their obligation to work in the best interests of the OPL;
- Work to establish and maintain a relationship characterized by the highest standards of honesty, trustworthiness, respect, and transparency;
- Define and document the respective roles of the Board and CEO to ensure clarity and transparency, and to assist all parties, current and future, to understand the principles and particulars of the intended relationship (see Roles and Responsibilities of the Board and Trustees Policy "001-OPLB"); and,
- Recognize the benefits of constructive dissent, and encourage the challenging of assumptions and development of new ideas and options.

The Board shall:

- Define and document any decision-making authorities it chooses to delegate to the CEO and/or staff beyond those already defined in the *Public Libraries Act, RSO 1990, c.P.44 (the Act)*; (see Delegation of Authority Policy "002-OPLB").
- Acknowledge and respect that the Board has one direct report, the CEO, and shall communicate all Board decisions and directives to the CEO, not other members of staff unless otherwise agreed with the CEO;
- Ensure it "speaks as one voice" once the Board has made a decision;

- Work with the CEO to ensure performance expectations are clear and documented, and that a performance management process is documented and utilized (see CEO Performance Management Policy “011-OPLB”); and,
- Provide a prompt and thoughtful response to requests for guidance or assistance from the CEO.

The Chair shall:

- Set the tone and example for the Board / CEO relationship;
- Work collaboratively with the CEO to ensure that all preparatory work for each meeting is undertaken in sufficient time to allow the necessary materials and studies to be available for the topics scheduled in the Legislative Agenda ;
- Be the prime representative of the Board in communicating with the CEO, and is the lead spokesperson when communicating on behalf of the Board (e.g. media, government, etc.);
- Lead the performance management process for the CEO in keeping with Board policy (see CEO Performance Management Policy 011-OPLB”); and,
- Address Trustee behavioural or performance issues that detract from developing and maintaining a positive working relationship with the CEO.

The CEO shall:

- Recognize that he or she is accountable to the Board as a whole and that the Board Chair acts as the Board’s spokesperson;
- Work collaboratively with the Board Chair to define and manage expectations, agendas, information requirements, and decision-making processes for Board meetings;
- Follow all lawful instructions and directives from the Board and implement these expeditiously;
- Commit to a strict “no surprises” policy with the Board by being fully transparent on the performance, issues, and risks of the OPL;
- Communicate clear and compelling points of view, but also fully consider and apply the Board’s perspective;
- Provide prompt and thoughtful responses to Trustee requests for information in keeping with Board policies (see Trustee Inquiries Policy “006-OPLB”);

- Actively and informally, with the full knowledge of the Chair, seek Trustee informal input, feedback, and guidance on strategy and important issues outside of Board meetings; and,
- Provide members of the management team opportunities to make presentations to, and interact with Trustees at Board and other meetings as appropriate to facilitate succession planning.

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