

015 - OPLB Board Evaluations and Governance Reviews

Guiding Principles

The Board is committed to continuously improving its performance as well as the overall governance of the Library.

To achieve this goal, the Board will align with the following governance best practices:

- Hold informal discussions to assess the effectiveness of the Board, identify any improvements that should be made, and respond to them in a timely manner;
- Complete regular written evaluations of the Board's performance using the Meeting Evaluation questionnaire to obtain Trustee input and suggestions, determine what changes may need to be undertaken, and respond to them in a timely manner; and,
- Periodically complete a formal review of the Library's governance model and acting on the findings.

The Chair, working closely with the CEO and/or his/her designate, shall be primarily responsible for planning, implementing, and ensuring follow-up for each of these activities, as well as implementing any actions.

Informal Discussions

There are two main reasons to hold informal discussions:

- Continuous improvement with respect to Board effectiveness; and,
- Potential inappropriate behaviour.

It is important that Board meetings be effective and well-run. As such it is prudent that the Board consider potential improvements to the meeting's processes and support materials; the adequacy and effectiveness of presentations received at the meeting; and, any other topics that would contribute to the effectiveness of the Board. To facilitate the review, the Board may hold informal discussions at any time. Trustees should direct their request for such discussions to the Chair.

If the purpose of the discussion is to review any deemed potential inappropriate behaviours by Trustees, the CEO, or staff, the Board shall schedule a closed session. In this instance, the Chair shall:

- Determine who, other than the Trustees and CEO, will be present during the session;
- Lead the closed session; and,
- Take necessary action (as required) to resolve and respond accordingly.

Board Meeting Evaluation Questionnaires

A meeting evaluation form (see Appendix A) shall be used to obtain Trustee input into the general structure and functioning of Board meetings. This will be conducted annually.

The CEO, or his/her delegate, shall ensure the questionnaire is provided to each Trustee so that it may be completed.

The CEO shall have the questionnaire responses compiled and summarized, and will provide the information to the Chair.

The Chair shall assess the findings from the questionnaire, share key insights with the Board, and lead a discussion of any changes or improvements that should be considered toward improving the functioning of the Board.

Board Performance Evaluation Practices

The Board shall schedule and complete a self-evaluation of the Board's performance at the beginning of the second and fourth years of each term of office. The Board may undertake additional evaluations or types of evaluations as it may deem appropriate.

The evaluation process shall include the following:

- A recommendation from the CEO regarding options to administer the evaluation;
- Developing or adapting a questionnaire that assesses a broad range of Board performance dimensions reflecting governance best practices (see Appendix B);
- Distributing the questionnaire to each Trustee;
- Collecting and maintaining confidential each Trustee's completed questionnaire;
- Collating and summarizing the evaluations from all Trustees;

- Conducting confidential interviews with each Trustee by a third party, as may be required;
- Distributing a summary of evaluation findings to each Trustee;
- Developing recommendations for Board and CEO implementation; and
- Discussing the findings and recommendations during a Board meeting.

Governance Review Practices

In order to align with the City Council Governance process so that recommended changes by the Library coincide with Council's governance review process, the Board shall undertake a review of its governance in the fourth year of its term (commencement of process in May). A review shall also be undertaken when major changes in legislation, or City of Ottawa policies occur that would impact the structure, role, responsibilities, or functioning of the Board.

The governance review process shall consider the following:

- Selecting a qualified external party to organize, administer, and complete the review;
- Reviewing all Library and Board governance materials;
- Completing confidential interviews with Trustees, the CEO, and senior staff who interact with the Board;
- Observing one or more Board and/or Committee meetings;
- Developing a report of the findings from the review;
- Sharing the report with the Trustees; and,
- Facilitating a discussion of the findings leading to agreement on what actions would be appropriate.

Effective Date: December 11, 2018	Last Review Date: December 2018
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Introduction

Your feedback regarding the effectiveness of our Board meetings would be appreciated. Please take a few minutes to complete this evaluation and **return the form to the Secretary** at the end of the meeting. Please be assured that the comments and identities of individual Trustees will be held in the strictest confidence. We trust you will therefore feel free to share your views candidly.

	Very Dissatisfied	1	2	Neutral	3	4	Very Satisfied	5	6	N/A
Materials - How satisfied are you with:										
1. Timely receipt of materials prior to the meeting										
Emails										
Sync.com (Board's Cloud Storage)										
Couriered materials (where applicable)										
Material for Ad hoc Working Groups										
Documents from Trustees related to various files (i.e. OLA, FOPL, etc.)										
2. Relevance of the materials										
Agenda documentation										
Program Announcements, News Releases, etc.										
Advocacy in Action report, Calendar of Events, etc.										
3. Quality of the visuals										
Pictures, Reports, etc.										
Comments / suggestions:										

Protocols - How satisfied were you with:	1	2	3	4	5
1. Appropriateness of agenda topics					
Minutes, reports, etc.					
2. Time allowed for discussion					
Consent agenda					
Held items					
In Camera items					
3. Respect of the schedule					
Appropriate notice, etc.					
Comments / suggestions:					

Chairperson - How satisfied were you with:	1	2	3	4	5
Meeting effectively managed					
Discussions kept to strategic/policy levels					
Discussions guided to an effective conclusion					
Comments / suggestions:					

Participant behaviour - How satisfied were you with:	1	2	3	4	5
Members arriving well prepared					
Comments were well considered and to the point					
Discussions transcended personal interests for the greater good					
Comments / suggestions:					

Logistics - How satisfied were you with:	1	2	3	4	5
1. Location					
Champlain Room					
Andrew S. Haydon Hall					
Other					
2. Facilities					
Neatness, etc.					
Technology					
Ventilation					
3. Meals and beverages					
Café 111 (INSERT MEETING DATES)					
(INSERT OTHER LIST OF VENDORS USED)					
Comments / suggestions:					

Rating Values: A six-point rating scale is used, where 1 = Strongly Disagree and 6 = Strongly Agree. If you are unable to assess, please indicate 0.

Where a rating of 1-3 is provided, respondents will be asked to provide details/rationale or concerns

Board Evaluation Items	Rating
Section A – Legal and Regulatory Considerations	
1. The legal responsibilities of the organization, including provincial and municipal laws are well understood and the organization is in compliance.	
2. The Board / Trustees are committed to being accountable for the results of the organization.	
3. Effective processes exist to ensure the Board and its Trustees fulfil their fiduciary responsibilities.	
4. The Board ensures it properly reviews the organization's by-law regularly.	
5. The Board is compliant with its use of in-camera meetings (without the public, the CEO and / or any members of management).	
Section B - Direction Setting	
6. The Board plays an appropriate role in establishing and/or updating the organization's vision, mission, and values.	
7. The Board plays an appropriate role in contributing to the development of, and then approval of, the strategic plan in keeping with its governance model.	
8. The Board has implemented appropriate techniques to ensure the vision, mission, and vision are understood by and integrated into the actions of employees.	
9. The Board adopts appropriate policies governing ethics and behaviour, and ensures these are effectively communicated, applied and results monitored.	
10. The Board has adopted and properly applies comprehensive conflict of interest and code of conduct policies for itself and the organization.	
11. The Board ensures the management team is responsive to developing issues for the organization.	
Section C - Financial Oversight	
12. The Board reviews and approves the financial plans of the organization prior to their implementation.	

Board Evaluation Items	Rating
13. The Board obtains all the financial and other information it requires to understand and assess the condition and performance of the organization.	
14. The Board is diligent in verifying the integrity of the organization's internal financial controls and management information systems.	
15. The Trustees are sufficiently financially literate to effectively discharge their financial oversight responsibilities.	
Section D - Performance Management	
16. The Board approves the annual objectives of the organization, regularly evaluates actual performance, and takes appropriate action as warranted.	
17. The Board uses an appropriately broad range of indicators to measure various aspects of the organization's performance.	
18. The Board does a good job of evaluating the performance of the CEO by measuring results against objectives.	
19. The Board provides regular feedback to the CEO concerning performance, and opportunities for improvement and development.	
20. The Board effectively links CEO performance to compensation in a manner consistent with established policies.	
21. The performance assessment process for the Board as a whole is effective and promotes continuous improvement.	
22. The Board addresses shortcomings in its performance or that of management expeditiously.	
Section E - Risks and Opportunities Management	
23. The Board has adopted an appropriate risk management framework and process.	
24. The Board systematically assesses the management of principal internal and external risks.	
25. The organization has an effective risk mitigation program.	
26. The Board systematically assesses the identification and management of key opportunities.	
Section F - Succession Planning	
27. The Board or its Committees have an appropriate and effective role in succession planning for the CEO.	

Board Evaluation Items	Rating
28. The Board or its Committees have an appropriate and effective role in succession planning for the Chair of the Board.	
29. The Board or its Committees have an appropriate and effective role in succession planning for the Trustees.	
30. The orientation process for new Trustees adequately prepares them to fulfill their responsibilities.	
31. The Board has an effective ongoing education program for the Trustees.	
32. The Board plays an appropriate role in the succession planning process for senior management (other than the CEO).	
33. The organization has an emergency contingency plan for the succession of the corporation's Officers.	
Section G - Stakeholder Communications	
34. The Board / Chair have adequate opportunities for effective communication with the City of Ottawa / Council.	
35. The Board ensures a comprehensive and candid annual report is provided to the City of Ottawa / Council.	
36. The Board has identified its key stakeholders or stakeholder groups and has defined communication strategies for each.	
37. The Board and Management are clear on the communications tactics to be used in various circumstances and have identified the prime spokesperson(s).	
38. The Trustees are clear on their role, if any, in communicating on behalf of the corporation.	
Section H - Roles and Responsibilities	
39. The Trustees demonstrate a clear understanding of, and respect for the respective roles of the Board and the CEO / Management.	
40. The Board has specifically delegated authority levels, in writing, to the CEO.	
41. The Board thinks and acts independently of, and is not unduly influenced by, management.	
42. The Board generally excels in providing strategic leadership to the organization.	

Board Evaluation Items	Rating
43. The Board addresses all of its responsibilities in an organized manner.	
44. The roles and responsibilities of the Chair, Trustees, and Ad hoc working groups are well documented and understood.	
Section I - Structure and Composition	
45. The size of the Board is appropriate for its mandate.	
46. The composition of the Board provides for an effective mix of representation, expertise, and experience.	
47. Trustees appointments allow for effective continuity of the Board.	
Section J - Culture and Protocol	
48. The relationship between the Board and the CEO is appropriate and effective.	
49. There is a high level of trust and respect among the Trustees.	
50. There is a high level of trust and respect between the Trustees and Senior Management.	
51. The Trustees have adequate opportunities to influence the structure and content of Board meeting agendas.	
52. The length of Board meetings is appropriate.	
53. Meetings are well attended and achieving quorum is not an issue.	
54. Board meeting agendas are well structured and address an appropriate range of issues for consideration.	
55. The amount and type of information received for Board meetings is appropriate, timely, and properly focuses discussion and decision-making.	
56. Trustees arrive at Board meetings well prepared by having read the materials and are ready to address the issues on the agenda.	
57. The Chair does an effective job of planning and running meetings, and leading the Board.	
58. Management is candid and direct in responding to questions.	
59. Management responds to Trustee requests for information in a reasonable time frame.	

Board Evaluation Items	Rating
60. The Board's culture promotes candid communications and rigorous decision-making.	
61. All Trustees are appropriately involved in Board discussions.	
62. The reporting of Committee work to the Board is done in an appropriate and effective manner.	
63. The Board is effective in following through on agenda items from previous meetings.	
64. The Board speaks with one voice after a vote is taken.	
65. The Trustees are able to effectively discharge their fiduciary duties to the OPL regardless of other positions they might hold.	
66. The minutes of Board meetings adequately capture all relevant issues, discussion, and decisions.	
Section K - Overall Rating	
67. What is your overall rating of the effectiveness of the Board?	

Comments / Suggestions