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-2015-0012

SUBJECT: **Ottawa Public Library Board Policies**

OBJET: **Politiques du Conseil d'administration de la Bibliothèque publique d'Ottawa**

REPORT RECOMMENDATION

That the Ottawa Public Library Board adopt the following Board Governance policies, attached as Documents 2 - 10:

- **Roles and Responsibilities of the Board and Trustees**
- **Trustee Conduct**
- **Trustee Attendance**
- **Trustee Inquiries**
- **Reimbursement of Trustee Expenses**
- **Role and Responsibilities of the CEO**
- **CEO Reporting and Board Monitoring**
- **CEO Performance Management**

- **Board – CEO Relationship**

RECOMMANDATION DU RAPPORT

Que le C.A. de la Bibliothèque publique d'Ottawa adopte les politiques suivantes sur la gouvernance du C.A., jointes en tant que documents 2 à 10 :

- **Rôle et responsabilités du C.A. et des administrateurs**
- **Code des administrateurs**
- **Assiduité des administrateurs**
- **Demandes de renseignements des administrateurs**
- **Remboursement des dépenses des administrateurs**
- **Rôle et responsabilités de la DG**
- **Reddition de comptes de la DG et surveillance du C.A.**
- **Gestion du rendement de la DG**
- **Relations entre le C.A. et la DG**

BACKGROUND

On November 19, 2012, the Ottawa Public Library Board ("the Board") received the results of a governance review as well as a nine-point action plan designed to address key concerns. Item 6 was to "Review and modify, with Board input as appropriate, information provided for Board meetings to support a strategic focus."

The action plan for this item included a requirement to review the Board's current policy framework including its Rules of Procedure By-law ("the By-law"). On October 15, 2014, the Board approved the new By-law, and policy framework. Staff were directed to prepare policies in line with the framework for Board review and approval.

The policy framework is comprised of 18 documents (see Document 1), including the previously approved Delegation of Authority (DOA). Nine policies are being put forward for approval at this time, with the remainder to follow in Q3.

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DISCUSSION

The Ottawa Public Library 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]

The nine policies put forward for Board consideration and approval have been developed in line with this model. They are 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. Key notes regarding the policies are as follows:

#1 Roles and Responsibilities of the Board and Trustees: Outlines the Board's main powers and duties, as well as the legal responsibilities of the Trustees on the Board, both individually and collectively.

#4 Trustee Conduct: Provides legal obligations and guidance with respect to Trustee conduct.

#5 Trustee Attendance: Establishes practices for the Board and responsibilities of individual Trustees in ensuring compliance with the Public Libraries Act.

#6 Trustee Inquiries: Provides Trustees with guidance in the submission of formal and informal inquiries to staff.

#7 Trustee Expense Reimbursement: Outlines the acceptable expense claims and conditions under which reimbursements will be made, as well as the process for submission.

#9 Roles and Responsibilities of the CEO: Outlines the overarching roles and responsibilities of the CEO in fulfilling obligations under the PLA. A more detailed account of the responsibilities is outlined in the Board's Delegation of Authority policy.

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

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#10 CEO Reporting and Board Monitoring: Outlines the ongoing reports the CEO will provide to the Board and at what frequency, in order to demonstrate compliance with the Delegation of Authority policy.

#11 CEO Performance Management: Establishes the evaluation process that the Board will undertake in conducting the CEO's annual performance.

#12 Board / CEO Relationship: Establishes working practices between the Board and the CEO on a variety of matters including decision-making authorities, accountability, and representation.

CONSULTATION

The policies were developed based on feedback from the 2011 – 2014 Ottawa Public Library Board (as part of the Governance Review and the ad-hoc working group established to develop the Rules of Procedure By-Law). External assistance was provided by Jacques Levesque, President and CEO, Transform Management Consulting, Inc.

LEGAL IMPLICATIONS

There are no legal implications associated with this report.

RISK MANAGEMENT IMPLICATIONS

There are no risk management implications associated with this report. Establishment of these governing policies is good business practice.

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.

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BOARD PRIORITIES

Redevelopment of the Board policies was one of the action items identified through the Board's Governance Review (2012).

SUPPORTING DOCUMENTATION

Document 1   Policy Framework

Document 2   Roles and Responsibilities of the Board and Trustees

Document 3   Trustee Conduct

Document 4   Trustee Attendance

Document 5   Trustee Inquiries

Document 6   Reimbursement of Trustee Expenses

Document 7   Role and Responsibilities of the CEO

Document 8   CEO Reporting and Board Monitoring

Document 9   CEO Performance Management

Document 10   Board – CEO Relationship

DISPOSITION

Upon approval of these policies, the Manager, Planning and Board Support 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 (e.g. reporting timelines).