

AGENDA – ADDENDUM #2

Regular Meeting #2024-01

January 31, 2024 at 5:00 p.m. (Isabel Turner Branch)

7. Business Arising from the Minutes

7.1. Governance Process Policies (G1-G9) (attached) (motion)

Other Business

14. Governance Policy - discussion

(G-1) Governance Commitment

Policy G-1 is a global statement that establishes the purpose and governance commitment of the Kingston Frontenac Public Library Board (the “Board”). This set of policies establishes the governance process.

The purpose of the Board, on behalf of all urban and rural residents, is to ensure that Kingston Frontenac Public Library (the “Library”) achieves its stated Ends within the parameters of the accepted Executive Limitations.

This global statement that establishes the purpose of governance commitment of the Board is augmented by policies G-2 to G-9 that follow.

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(G-2) Governing Style

The Board will govern with a style that emphasizes:

- Outward vision (rather than internal preoccupation)
- Tolerance of diversity in viewpoints
- Strategic leadership (rather than administrative detail)
- Clear distinction of Board and Chief Librarian roles
- Collective decisions (rather than individual decisions)
- Future orientation (rather than past or present)
- Proactivity (rather than reactivity).

More specifically, the Board will:

1. Operate in all ways mindful of its civic trusteeship obligation to the residents of the City and the County. No Board officer, committee or member will hinder this commitment.
2. Operate in all ways within the principles of Intellectual Freedom.
3. Direct, control and inspire the Library through the careful establishment of broad organizational policies (Ends) reflecting the Board's values and perspectives.
4. Ensure the continuity of governance capability through orientation of new members to, and periodic (evaluation) discussion of, the Board's governance process.
5. Cultivate a sense of group responsibility by using the experience and talents of individual Board members to enhance the ability of the Board as a body.
6. Monitor and discuss the Board's process and performance regularly. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff Relationship categories.
7. Enforce the necessary discipline to govern with excellence. Such discipline will apply to:
 - a) policy making principles
 - b) respective roles
 - c) speaking with one voice
 - d) rules of order
 - e) attendance.

(G-3) Board Job Description

Specific job outputs of the Board, as an informed agent of the moral Ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board will:

1. Produce written governing policies that, at the broadest levels, address each category of organizational decision:
 - a) Ends: The results to be achieved by the Library for its Owners (what benefit for which recipients at what cost). (E1 to E4)
 - b) Executive Limitations: Policies that define the constraints within which all executive activity and decisions must take place. (L1 to L10)
 - c) Governance Process: Specification of how the Board conceives, carries out and monitors its own task. (G1 to G9)
 - d) Board--Staff Relationship: Policies that establish how power is delegated and its proper use monitored; and outlines authority and accountability for the Chief Librarian role. (B1 to B-5)
2. Produce assurance of Chief Librarian performance (against policies in 1a) and 1b)).
3. Produce assurance of successful organizational performance on Ends and Executive Limitations by reviewing monitoring reports.
4. Create and maintain links between the Board and the Ownership, and maintain links with the broader library community.
5. Proactively communicate with its Moral Ownership for the purpose of being responsible owner-representatives and ultimately to best define the Ends that the organization should achieve (see G9). Specifically the Board will communicate with the Moral Ownership for the following reasons:
 - a) To listen and get information regarding its values and what the future should be;
 - b) To give information, to be accountable, to advocate and to educate;
 - c) To build relationships to facilitate further communication;
 - d) To share information with all Board members.
6. Understand and react appropriately to legislation that impacts on the library system.
7. Co-operate with the municipal councils' recruiting of Board members.
8. Advocate for the library.

(G-4) Chairperson's Role

The Chairperson ensures the integrity and fulfilment of the Board's process and represents the Board to outside parties.

1. The Chairperson ensures that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the Library.
 - a) The content of meetings will only be those matters which, according to Board policy, clearly belong to the Board to decide, not the Chief Librarian.
 - b) Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The role of the Chairperson is to make decisions that fall within Board policies on Governance Process and Board-Chief Librarian Relationship, except where the Board specifically delegates portions of this authority to others. The Chairperson is authorized to use any reasonable interpretation of the provisions within these specific policies. The Chairperson may delegate their authority but remains accountable for its use.
 - a) The Chairperson is empowered to chair Board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - b) The Chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chairperson has no authority to supervise or direct the Chief Librarian.
 - c) The Chairperson may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to them.

(G-5) Board Committee Principles and Structure

Board committees will be formed to reinforce the Board's job without interference with the relationship between the Board and the Chief Librarian.

This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Chief Librarian.

Other than the Committee of the Whole, ~~which is scheduled in the regular Work Plan~~, the only Board Committees are those which have a specific purpose and specific time period.

1. Committees will be used sparingly, and ordinarily in an ad hoc capacity.
2. Board committees will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will not direct staff.
3. Board committees will not speak or act for the Board except when formally given authority for specific and time-limited purposes. This authority will be clearly defined so that there is no conflict with the authority of the Chief Librarian.
4. Board committees cannot exercise authority over staff. The Chief Librarian works for the entire Board, and will not be required to obtain approval of a Board committee before an executive action.
5. Board committees are to be mindful of their responsibility to the organizational whole rather than its parts.

(G-6) Board Planning Cycle / Agenda Planning

To accomplish its work with a governance style consistent with Board policies, the Board will follow an annual **agenda Work Plan** which (a) completes an annual re-exploration of Ends policies **and** (b) continually improves its performance through Board education and enriched input and deliberation.

1. The cycle will conclude each year on the last day of December.
2. ~~In December~~ The Board will approve **a the** Work Plan for the ensuing one-year period **at the final meeting of the year**.
 - a) Education, ownership-input, and deliberation will receive paramount attention in structuring Board meetings and other Board activities during the year.
 - b) Governance education and education related to Ends determination (e.g., presentations by futurists, demographers, advocacy groups and staff) will be arranged and held.
3. Monitoring the Chief Librarian will be included ~~on~~ **in** the **agenda Work Plan** if monitoring reports show policy violations.
4. ~~CEO remuneration will be decided each year in December.~~

Action

Re-Exploration of Ends Policies

Review Executive Limitations Policies

Review Governance Policies

Review Board –Staff Relationship Policies

CEO Performance Review

Legacy Document

Approve Work Plan for the ensuing one-year period

Frequency

Annually

Once per Board term

Once per Board term

Once per Board term

Annually

Municipal election year

Annually

(G-7) Board Members' Code of Conduct

The Board commits itself and its members to ethical, efficient, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Board members will respect the confidentiality appropriate to issues discussed in a *Closed Meeting*.

1. Board members must represent unconflicted loyalty to the interests of the Ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards, councils or staffs. It also supersedes the personal interest of any Board member acting as a patron of the Library's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility in compliance with the *Municipal Conflict Of Interest Act*.
3. Board members must not use their positions to obtain employment in the Library for themselves, family members or close associates. Should a member desire employment, they must first resign.
4. Board members may not attempt to exercise individual authority over the Library or Library staff except as explicitly set forth in Board policies.
5. Board members may not speak for the Board, unless authorized to do so.
6. Board members will not express judgements of the performance of employees or the Chief Librarian, except when participating in formal evaluations of the Chief Librarian's achievement of Board directed policy.
7. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
8. Board members will be properly prepared for Board deliberation.

(G-8) Cost of Governance

Poor governance costs more than learning to govern well, and to support this learning, the Board will invest in its governance capacity.

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
2. Training and re-training will be used to orient new members, as well as to maintain and increase the skills and understanding of existing Board members.
3. Outside monitoring assistance will be arranged so that the Board can exercise confident control over the organization's performance. This includes but is not limited to fiscal audit.
4. Community engagement methods will be used to engage the Ownership and assist the Board in making informed decisions (see G3).
5. Costs will be prudently incurred, though not at the expense of the development and maintenance of superior capability.

(G-9) Ownership Linkages

Ownership Linkages serve to foster intentional and constructive dialogue and deliberation between Owners and Board members primarily with respect to the achievement of organizational Ends.

Effective Ownership Linkage will support decisions made in the best interests of the entire Ownership.

The Board will gather information to support understanding of the diverse perspectives of the Ownership. Mechanisms of information gathering should ensure that the perspective of the Ownership as a whole is reflected as inclusively as possible.

Ownership Linkage activities affect the way the Board develops or reviews Ends, and therefore are a key Board responsibility. Issues raised by the Ownership concerning operational areas will be referred to the attention of the Chief Librarian.

The Board will devise ways to regularly obtain information and have constructive dialogue with a wide spectrum of the Ownership. Inclusivity shall be an important consideration as such opportunities for input and discussion are developed and implemented.