Governance Best Practices

Getting Governance Right
Spring 2019

What are the Best Practices?

1. Create a board meeting agenda focused on financial, policy and planning issues
2. Nurture strong communication in the relationship between Board and CEO
3. Remain focused on governance and oversight; leaving operational work to the CEO/management
4. Establish a workplan, track your progress, and fairly assess the CEO's achievements; embed a culture of evaluation in your outlook.

Participation Guidelines

- There are no "wrong" answers
- Everyone has wisdom
- We need everyone's wisdom for the wisest results
- Everyone will "hear" and "be heard"
- The whole is greater than the sum of its parts

Agenda

1. Introduction & Overview

2. Best Practice #1

3. Best Practice #2

4. Best Practice #3

5. Best Practice #4

6. The Board's Advocacy Role

7. Conclusion & Take-Aways

8. Feedback, Q & A and Next Steps

Create a board meeting agenda focused on financial, policy and planning issues.

The Agenda

Good Governance

9 **Good governance happens in board meetings that are designed to support informed decision-making.**

The board chair and CEO work together to create agendas that are engaging and forward thinking while also meeting the board's needs for accountability and wise stewardship. It's a process that takes time, but the best boards eventually find a collaborative style that balances camaraderie with candor and challenging conversations.

From: *10 Things you need to know as a new library board member*, 2019 (Point #9).

Find all 10 Things on the Governance HUB at librarygovernance.ca

Setting the Agenda

Good Governance

- The Agenda reflects the Board's job:
  1. Monitoring Organizational Performance (Performance Measures)

  2. Overseeing Finances (Stewardship, Fiduciary Duty)

  3. Charting the Future of the Organization (Strat Planning)

Setting the Agenda

Good Governance

- Plan for your meeting using a logical agenda

- Use the agenda's flow to focus important board discussions

- Treat the agenda as the board's regular "workplan"

- Agenda setting should always be considered a collaborative activity, usually done by the CEO and board chair.

Using a Consent Agenda

- Used to handle agenda items that do not require a great deal of discussion (e.g. minutes of a previous board meeting, statistics reports)

- A consent agenda facilitates passing a number of items with one single motion without discussion

- However, the request of a single board member can move an item from the consent agenda portion onto the regular agenda.

TPL Example

Sample Agenda #2 – with Consent Agenda Items

Call to Order / Welcome, Announcements & Regrets
Approval of the Agenda
Declaration of Conflict of Interests
Consent Agenda
a) Approval of the Minutes of the previous meeting
b) Statistic and Financial Reports (*from previous month*)
c) CEO Report (*might include information on Collections, Programs, Services, Statistics*)
d) Friends of the Library Report

For Discussion/Decision
a) Planned Giving Campaign
b) Strategic Planning *(e.g. summary of a Community Engagement Survey)*
c) 2019 Budget Submission
d) Safety and Security Review
e) Policy Review (*specify which ones will be covered, e.g. Board Bylaws, Workplace Violence*)

For Exploration
a) Advocacy

Closed Session – "In Camera" (*if necessary*)
Meeting Evaluation
Adjournment and stating of next meeting date

Using Committees

- Committees can assist the board in completing its work

- Committees could be standing (on-going) committees, such as 'Policy' or 'Finance', that do work outside of board meetings and report back to the full board.

- Some boards prefer to use ad hoc committees, which are time-limited and with a specific purpose, such as for 'Strategic Planning' or to do the CEO Evaluation.

Sample Agenda #3 – with Committee Reports

Call to Order / Welcome, Announcements & Regrets
Declaration of Conflict of Interests
Approval of the Minutes of the previous meeting

Reports
a) Library CEO Report (*might include information on Collections, Programs, Services, Statistics*)
b) Finance Committee (Standing Committee)
c) Policy Committee (Standing Committee) - (*specify those covered, e.g. Board Bylaws, Workplace Violence*)
d) Planned Giving Campaign (Ad hoc Committee)
e) Strategic Planning (Ad hock Committee) *(e.g. summary of a Community Engagement Survey)*
d) Friends of the Library Report
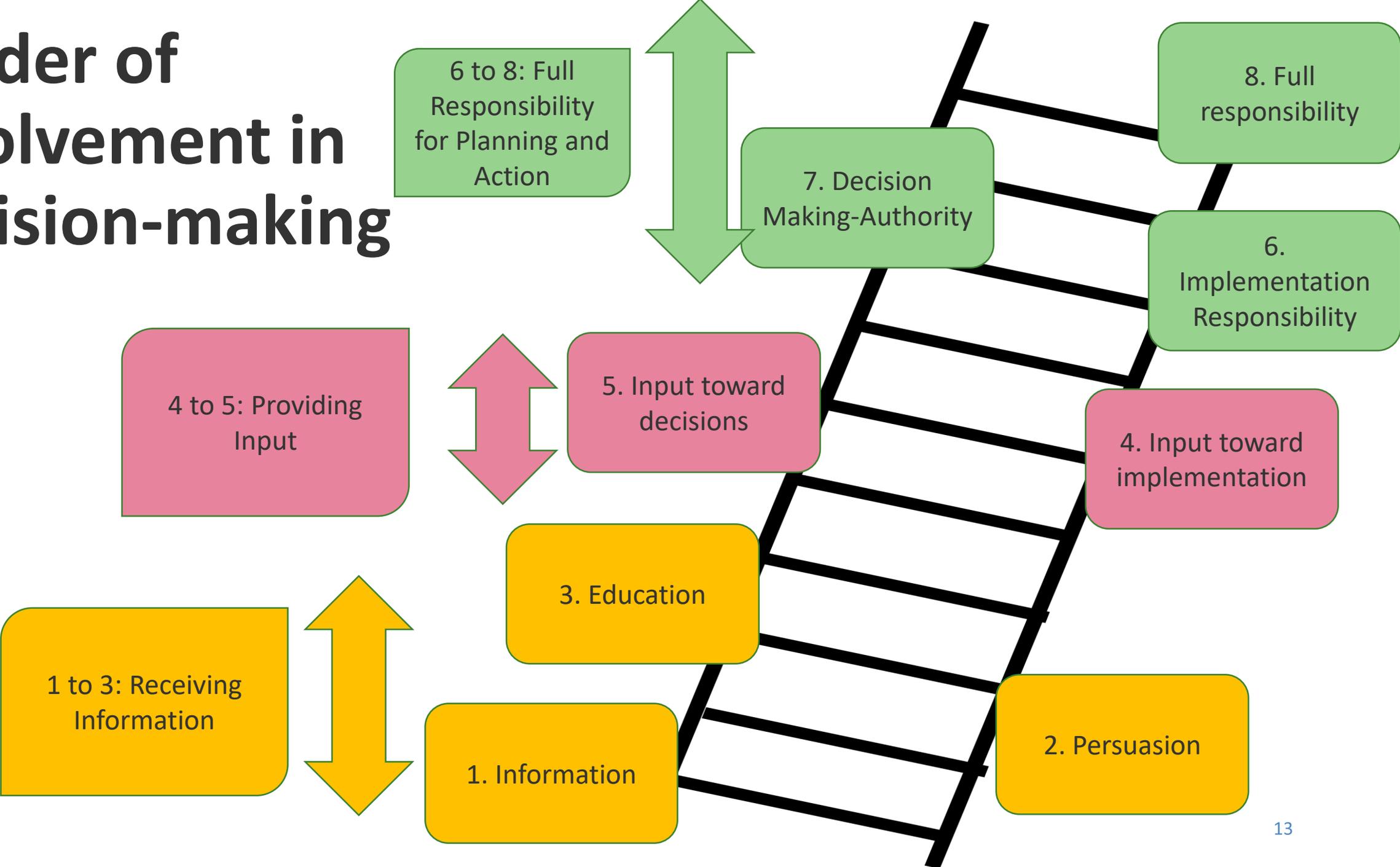
Business Arising
a) 2019 Budget Submission
b) Advocacy

New business

Closed Session – "In Camera" (*if necessary*)
Meeting Evaluation
Adjournment and stating of next meeting date

Ladder of involvement in decision-making

6 to 8: Full Responsibility for Planning and Action

7. Decision Making-Authority

8. Full responsibility

6. Implementation Responsibility

4 to 5: Providing Input

5. Input toward decisions

4. Input toward implementation

3. Education

1 to 3: Receiving Information

1. Information

2. Persuasion

Setting the Agenda

Open or Closed?

- All meetings shall be open to the public – Section 16.1, unless one of the specific exceptions (e.g. personnel matter, labour relations, property)

- Before holding a meeting or part of a meeting that is to be closed to the public, a board or committee of the board shall state by resolution, (a) the fact of the holding of the closed meeting; and (b) the general nature of the matter to be considered at the closed meeting

The Best Board Meeting I Ever Attended

1. Use of the Consent agenda
2. Set a meeting agenda with most important business first
3. Dashboard financials
4. Board Succession
5. Reduced "Jibber-Jabber"
6. Executive Summary for staff and committee presentations/recommendations
7. Strategic Dialogue *(Idea incubator)*
8. Board Development
9. Immediate Assessment (*Quick evaluation survey with 3 questions*

From: Board Source

Nurture strong communication in the relationship between Board and CEO.

What it takes to build a governance partnership

1. A shared understanding of governance and each other's role.
2. A genuine desire to work together and learn together
3. A shared commitment to the library's mission & vision
4. A communication strategy with formal and informal practices
5. A culture of candor, respect & trust
6. A shared commitment to accountability and community impact

What it takes to build a governance partnership

- Cooperative venture
- Distinct roles, but driven to create a framework of accountability and measurable results
- Roles are finetuned and developed over time

What it takes to build a governance partnership

2. A genuine desire to work together and learn together

This includes tapping into wisdom, experience and talents as well as allowing for productive, efficient and budget-conscious opportunities for both the Board and CEO to learn together – both formally and informally.

What it takes to build a governance partnership

3. A shared commitment to the library's mission & vision

- Invest in the Mission and Vision of the Library
- Regular evaluation and questioning of the direction
- Adapt when necessary
- Don't forget the library user/customer

What it takes to build a governance partnership

4. Communication strategy beyond board package.

- Formal communication comes in form of agenda items, motions and directives – most are clear cut, defined and prescribed.
- Informal communication occurs through information sharing, personal perspectives, attention to subtle details, and other more non-official communications.

What it takes to build a governance partnership

5. A culture of candor, respect & trust

- Candor is the quality of being open & honest in expression; frankness.
- Respect shows due regard for the feelings, perspectives, rights, and traditions of others.
- Trust requires firm belief in the reliability, credibility, integrity, and capacity of someone or something

What it takes to build a governance partnership

6. A shared commitment to accountability & community impact

The Board and CEO roles are necessarily intertwined and interdependent.

- Together with the CEO, the Library Board should be responding to community needs and adapting programs and services to achieve the greatest community impact.
- Board and CEO share responsibility for achieving these results through responsible stewardship of resources.

Remain focused on governance and oversight; leaving operational work to the CEO/management.

Board Responsibilities: Legal responsibilities

Library Boards are governing boards & legal corporations with the authority to govern the library's affairs under the *Public Libraries Act.* More information can be found on the Ministry of Tourism, Culture and Sport's website at http://www.mtc.gov.on.ca/en/libraries/legislation.shtml

Board Responsibilities:
Legal responsibilities

In addition to the *Public Libraries Act*, the Library Board must be aware of other legislation. Much of this other legislation relates to employer obligations – including *Employment Standards Act, Pay Equity Act, Occupational Health and Safety Act* and *MFIPPA (Municipal Freedom of Information and Protection of Privacy*).

Visit the Governance HUB for more info.

Board Responsibilities: Policy Development

Policy areas include:

- **Governance**
- **Personnel/HR** – including Workplace Violence and Harassment Policies
- **Operational** – such as,
    - scope of collections, programs & services offered
    - protection of library resources & property
    - circulation details, fines or penalties
    - rules & permissions (for both users & staff)

Sample policies available on the SOLS website

Board Responsibilities: Policy Development

- Written policies are based on collective values of the board, staff and community, and are integral to ensuring the continuity of the library board over time.
- Setting policy is important board work because it is through discussing policy that the board expresses its philosophy and priorities.

Visit the Governance HUB for more info.

Board Responsibilities: Policy Development

Roundtable

- As a new board member, what are your first impressions of library policies?
- Have any policies been discussed?
- Have you read any yet? Share your experiences and/or ask a question of your peers!

Board Responsibilities: Library Finances

The Board is responsible for being accountable, transparent and responsible for the proper use of public funds.

The Board should demonstrate due diligence to ensure that there are adequate controls on how money is handled, purchases made and payments made.

Visit the Governance HUB for more info.

Board Responsibilities: Library Finances

Treasury and Banking Information

Section 15(4) of the *PLA* requires the appointment of a library board treasurer, who:

- receives and accounts for all the board's money;
- opens an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board;
- deposits all money received on the board's behalf to the credit of that account or accounts; and
- disburses the money as the board directs.

Board Responsibilities: Planning

A major responsibility related to the long-term stewardship of your library's operations is a dedication to visioning and planning for:

- Strategic Planning
- Operational Planning
- Business Planning
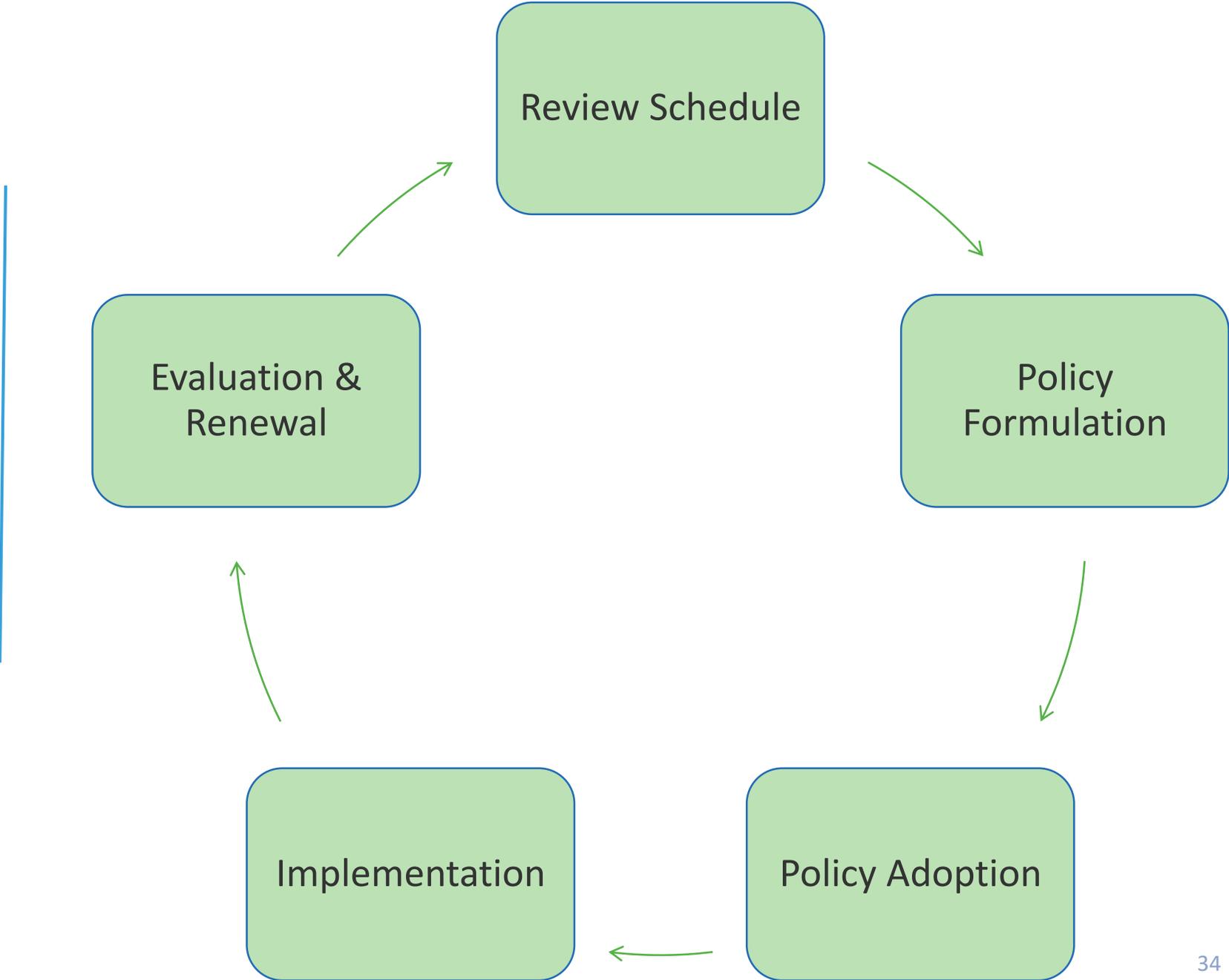
Check the Governance HUB for more info.

Board Responsibilities: Advocacy

Library Board members by definition, act as ambassadors for your library. Advocating for your library means promoting and conveying the value your organization brings to your community and the ways it contributes to municipal priorities.

Advocating for your public library also means supporting the mission, vision and decisions made collectively as a board.

Check the Governance HUB for more info.

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Policy Cycle

Review Schedule → Policy Formulation → Policy Adoption → Implementation → Evaluation & Renewal → Review Schedule

Policy Development

A Governance Responsibility That is SHARED by Board and CEO

Developing a policy framework is a cornerstone of good governance:

The CEO strives to equip the board with information and guidance in understanding the policy issue and context; a draft policy.

The Board strives to make an informed decision that is in keeping with the library's mission and strategic directions and balances all perspectives and considerations.

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Advocacy Partners: Ontario Library Boards Association (OLBA) and Federation of Ontario Public Libraries (FOPL)

Establish a workplan, track your progress, and fairly assess the CEO's achievements; embed a culture of evaluation in your outlook.

Culture of Evaluation: CEO Evaluation

An ongoing process that includes:

- Setting performance expectations/ goals and objectives; and identifying learning priorities/ professional development
- Ongoing feedback, guidance and support
- Annual performance evaluation meeting, with feedback on performance, areas for improvement, and setting new goals. This:
  - Is usually delegated to one or two board members or an HR committee
  - Uses a pre-established framework referencing board performance expectations
  - Needs to include honest self-evaluation by the CEO
  - Rests on respectful conversation and exchange of information and perspectives.

LearnHQ Resources

Culture of Evaluation: Board Evaluation

An ongoing process that includes:

- Annual Evaluation
  - An opportunity for the CEO to provide constructive feedback
  - The board as a governing body
  - Self-evaluation by individual board members
- Checklist to support strong governance
- Identification of Training Needs
- Evaluation of accomplishments

Visit the Governance HUB for more info.

Culture of Evaluation: Performance Measures

Creating performance measures:

- Planning Technique moved into an Operational Context
- Quantitative Measures
- Qualitative Measures
- Reporting & Translating Information
- Valuing Northern Libraries Tool Kit
- Project Outcome
- Bridge Toolkit

Visit the LearnHQ for more info.

Follow-up: Resources & Networking

Trustee Councils (Southern Ontario Library Service) www.sols.org

Networking Meetings (Ontario Library Service-North) www.olsn.ca

Ontario Library Boards Association (OLBA) www.accessola.org

Federation of Ontario Public Libraries (FOPL) www.fopl.ca

Governance HUB

Resources, training, and information for members of Ontario's public library boards

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Questions?

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