Mississippi Mills Public Library

Policy Type:	**Governance**	Policy Number:	**GOV-02**
Policy Title:	Purpose and Duties of the Board Includes Board Code of Conduct	Initial Policy Approval Date:	**June 27, 2018**
		Last Review/Revision Date:	**April 9, 2025**
		Year of Next Review:	**2029**

The purpose of the library board is to govern the affairs of the public library in service to the community. This policy sets out the work of the Mississippi Mills Public Library Board and the ways in which the Board achieves its purpose.

PURPOSE OF THE BOARD

1. The Board oversees the development of a comprehensive and efficient public library service by:
   a) developing and expressing the Board's philosophy and values
   b) articulating mission, service priorities and long term strategy
   c) setting policies on governance and service
   d) planning for further library development
   e) delegating authority to the CEO/Chief Librarian for management of library operations
   f) providing direction to the CEO through board motions, policies and plans
   g) providing feedback to the CEO through a performance appraisal process
   h) securing the resources to achieve the intended results
   i) exercising financial control
   j) advocating for library service
   k) evaluating results and assessing outcomes and impact

DUTIES OF THE ENTIRE BOARD

1. The Board governs effectively by:
   a) setting an annual Board agenda that reflects current goals and strategic issues
   b) working proactively and making decisions that focus on the Library's future and place in the community representing the interests of the community
   c) providing opportunities for Board development and training
   d) working effectively as a team
   e) working collaboratively with the CEO/Chief Librarian and the Municipal Council
   f) evaluating the Board's performance
   g) engaging the community in determining responsive and dynamic library service
   h) behaving with integrity

i) holding all meetings in public unless closed for a special purpose within the framework of Section 16.1 of the *Public Libraries Act*.

DUTIES OF INDIVIDUAL BOARD MEMBERS

The Mississippi Mills Public Library Board expects its members to understand the extent of their authority and to use it appropriately. This policy sets out the obligations of individual board members. While an individual board member has several responsibilities, outside of a meeting of the Board, he or she has no authority to make decisions.

1. Each board member is expected to become a productive participant in exercising the duties of the Board as a whole.

2. Individual members of the Board are responsible for exercising a *Duty of Diligence* as follows:
   a) be informed of legislation under which the library exists, board bylaws, mission, vision and values
   b) be informed about the activities of the library and the community and issues that affect the library
   c) be prepared for all board meetings and
   d) attend board meetings regularly, contribute from personal and professional experience, and use meeting time productively

3. Individual members of the Board are responsible for exercising a *Duty of Loyalty*, as follows:
   a) adhere to the regulations of the *Municipal Conflict of Interest Act*. R.S.O. 1990, c. M50
   b) act in the interest of the library members and community over and above other interest group involvement, membership on other boards, council or personal interest
   c) speak with “one voice” once a decision is reached and a resolution is passed by the Board
   d) represent the Library positively to the community

4. Individual members of the Board are responsible for exercising a *Duty of Care*, as follows:
   a) promote a high level of library service
   b) consider information gathered in preparation for decision making
   c) offer personal perspective and opinions on issues that are subject to board discussion and decisions
   d) show respect for the opinions of others
   e) assume no authority to make decisions outside of board meetings
   f) know and respect the distinction in the roles of the board with regard to governance and the employees, management and operations
   g) refrain from individually directing the CEO/Chief Librarian and the employees

h) respect the confidential nature of library service to users while being aware of, and in compliance with, applicable laws governing freedom of information
i) resist censorship of library materials by groups or individuals

5. Board members review and follow the Mississippi Mills Public Library Board Code of Conduct (see Appendix A)

DUTIES OF BOARD COMMITTEES

The Mississippi Mills Public Library Board may use committees to further its Awork. These committees may be a standing committee or an ad hoc committee that is set for a specific time frame.

1. The Mississippi Mills Public Library Board shall establish written terms of reference and specific duties for each board committee, so that each committee member understands the work of said committee. (**see Appendix A**)

2. Committees report directly to the Mississippi Mills Public Library Board and have no authority other than to research a topic, draft recommendations or prepare alternatives for the Board's consideration and possible adoption.

3. Under the *Public Libraries Act* (Section 16.1), all meetings including regular, special, committee or other meetings of the Mississippi Mills Public Library Board must be open to the public. By definition, a committee means **any** advisory or other committee, sub-committee, or similar entity of which at least 50 per cent of the members are also members of the Mississippi Mills Public Library Board. This point applies to both standing or ad hoc committees.

4. Meetings of committees may be called by the chair of the committee or by a majority of the members of a committee.

5. Committees shall not supervise or direct employees.

RELATED DOCUMENTS

- Mississippi Mills Public Library Policies
- *Municipal Conflict of Interest Act,* R.S.O. 1990, c. M50
- Southern Ontario Library Service, Trillium Public Library: Sample Policies

APPENDIX A

Board Code of Conduct

Within the framework of the Mississippi Mills Public Library Board Policy GOV-02, it is the duty of Board members to maintain high ethical standards. This commitment includes the proper use of authority, appropriate decorum in group and individual behaviour and respect for others and their contributions to the Library. As such:

Respect

Within the framework of the legislative and policy requirements of the Ontario Human Rights Code, and the Workplace Harassment and Discrimination and the Prevention of Workplace Violence Policies, members will fulfill their responsibilities in ensuring that the Library is free from discrimination and harassment.

No Member shall:

a) Speak disrespectfully of any member of the Board, staff or volunteers.
b) Use offensive words in meetings of the Board or against any Member.
c) Speak in a manner that is discriminatory in nature based on an individual's age, colour, ancestry, race, citizenship, and ethnic origin, place of origin, creed, disability, family status, marital status, gender identity/expression, sex, or sexual orientation.

Board meetings

With the understanding that Board meetings are public and that their behaviour affects the image of the Library, Board members shall:

a) Not speak on any subject other than the subject in debate.
b) Not disobey the decision of the Chair or of the Board on questions of order or procedure or upon the interpretation of the rules of the Board.

Use of Library Property and Resources

Members will only use Library facilities, equipment, supplies, services or other resources for the business of the Library.

Privacy and Confidential Information

Members will respect the privacy of others and will not disclose or release by any means to any member of the public any confidential information acquired by virtue of their position within the Library. Members will maintain this obligation even after leaving the Board.

Conflict of Interest

Within the legislative framework of the *Municipal Conflict of Interest Act*, Board members will act in the public interest and not engage in conflicts of interest, either apparent or real. The duties and responsibilities to the Library should not compete with private interests, financial or otherwise and the interests of family, friends or associated organizations. Members will not accept payments to make referrals or to act as a paid agent before the Board or Board Committee.

For further information, see Definitions section at the end of this policy.

Political Neutrality

Members will not use Library facilities, equipment, supplies, services (including staff services) or any other resources for election campaign or campaign-related activities.

Members will not use a position of authority at the Library to compel staff or volunteers to engage in partisan political activities.

Gifts

Members will not accept or provide any gift or benefit where it may be, or perceived to be, in exchange for favour or influence.

Exceptions:

- Small gifts (cards or edibles, such as chocolates or cookies)
- Advertising material (calendars, scratch pads, pens, t-shirts)
- Any hospitality or gift that has a monetary value under $100

Mississippi Mills Public Library Policy Committee
Terms of Reference

1. Purpose:

a) ensure that the Mississippi Mills Public Library's policies meet the requirements of the ***Ontario Public Library Guidelines*** (OPLG)

2. Responsibilities:

a) audit and evaluate existing policies based on the OPLG
b) establish a work plan to review, revise and develop policies required by the OPLG
c) research, draft and recommend new policies or policy revisions that align with the library's vision, mission and strategic plan

3. Duration of the Committee:

a) the committee meets until the Library's policies comply with the requirements of the OPLG in preparation for accreditation

DEFINITIONS

Conflict of Interest is a complex and frequently misunderstood issue. It is of considerable importance to public library board members since failure to correctly handle a conflict situation may result in personal embarrassment or even costly penalties. The misunderstanding often arises from confusion between true conflict of interest and what may be called *divided loyalty*.

Divided loyalty arises out of a broader, loosely defined concept of potential for conflict. It can occur when a board member has a conflict between his or her positions on two different boards or between personal beliefs and the board's policies on a particular issue. It is essentially a question of bias. Divided loyalty is not a legal issue, but one of an ethical nature. The guiding principle in both situations is to govern in the best interests of the library.

Conflict of interest has a strict legal definition of direct or indirect pecuniary or monetary gain. In 1972, the first *Municipal Conflict of Interest Act* (MCIA) was introduced and it permitted candidates with "pecuniary" (relating to or consisting of money) interests to run for local government while disclosing these interests and abstaining from considering the matter at council. Then in 1983, revisions to the legislation clarified the dual principles of "disclosure and abstention". Since then the *Municipal Conflict of Interest Act c. M50* has regulated municipal politicians, and members of special purpose bodies (including public library boards) with respect to conflict of interest situations. In the legal case, Moll v. Fisher (1979), it was stated that: "The obvious purpose of the Act is to prohibit members of council and local boards from engaging in the decision-making process in respect to matters in which they have a personal economic interest.". However, there is no clear definition of "conflict of interest" in the statute. Rather, there is a general understanding that the situation occurs "when your public duty conflicts with your private interest".

There are three types of pecuniary interests:

- **Direct** – financial or money interest, gain or loss
- **Indirect** - (a) shareholder/director or senior officer of a "private" corporation; (b) has a controlling interest in [10% of voting rights] or is a director or senior officer of a "public" corporation; (c) is a member of a body; or (d) is a partner/employee
- **Deemed** - direct or indirect pecuniary interest of these family members (a) parents (b) spouse (c) children (if known to Member)

It should be noted that there are several exemptions including having "an interest which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Member".