

Saskatoon Public Library

Board Bylaw

Approved April 20, 2016; amended May 18, 2016; June 15, 2016; September 21, 2016

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Bylaw

1. Preamble

The founding Bylaw to establish The Saskatoon Public Library and its board was enacted in 1910 by the City of Saskatoon under the authority of the *Public Libraries Act, 1996* of the Province of Saskatchewan. Under the Act, the Saskatoon Public Library Board is a corporation. These Bylaws have been approved by the Saskatoon Public Library Board, which recognizes the authority and precedence of the Act. References to the provisions and requirements of the Act are cited in brackets in the text; direct quotations from the Act are in italics.

2. Definitions

In these bylaws, and in any other bylaws and governance resolutions made by the Saskatoon Public Library Board,

“Act” means the *Public Libraries Act, 1996* or its successive revisions. This is the provincial statute that provides for the establishment of municipal libraries in the province. The library is also subject to the *Local Authority Freedom of Information and Protection of Privacy Act*.

“Board” means the Saskatoon Public Library Board as established by City Council under the provisions of the Act.

“Chair” means the chairperson of the Saskatoon Public Library Board as duly elected under the provisions of the Act.

“Council” means the council of the City of Saskatoon.

“CEO” means the Director of Libraries and Chief Executive Officer of the Saskatoon Public Library.

“Founding Bylaw” means By-Law No. 332 City of Saskatoon, *A By-law for Establishing a Public Library in the City of Saskatoon (1910)* established the Saskatoon Public Library. This Bylaw was enacted under the authority of the Act.

“Library” means the Saskatoon Public Library and all of its branches.

“Mayor” means the mayor of the City of Saskatoon, who is a member of the board under the provisions of the Act.

“Member” means a Saskatoon Public Library Board member.

“Secretary” means the secretary of the board. Under the Act, the CEO is the secretary to the board and to all committees of the board.

“Treasurer” means the Treasurer to the board. This role is assigned to the CEO.

“Vice Chair” means the vice chairperson of the Saskatoon Public Library Board as duly elected under the provisions of these Bylaws.

3. Name of the Board

The board is known as “The Saskatoon Public Library Board” [IV.13(1)].

4. Responsibilities and Powers of the Board

Board members are trustees of a valuable public resource. Appointed by City Council, the board has financial accountability to the citizens of the community through the Council, for the general management, regulation and control of the library [IV. 13(1)].

A more fundamental responsibility is that of advocate of the institution, responding effectively and efficiently to the needs of the community it serves.

The responsibilities of public library boards are set forth in the *Act*, primarily but not exclusively in Part II, Section 5, and Part IV, Section 18 as follows:

“Duty to provide public library services

5 (1) Each public library board shall:

- (a) participate in the provincial public library system; and***
- (b) provide public library services to the residents of Saskatchewan within the area it serves.***

(2) For the purposes of carrying out its duties pursuant to subsection (1), a public library board may:

- (a) promote the use of library materials;***
- (b) provide for planning and board training;***
- (c) co-operate with the Saskatchewan Provincial Library in developing and maintaining province-wide library services;***
- (d) acquire and maintain all basic library services and necessary equipment and supplies that may be required for the public library;***
- (e) provide any other services or perform any other functions that it considers necessary for the development, maintenance and operation of library services; and***
- (f) do any other things that it considers necessary or incidental to carrying out its functions or to promoting the purposes of this Act.”***

18(1) A municipal library board shall appoint a person who has a degree in library or information science from a university accredited by the American Library Association as library

director of the municipal library and, on the recommendation of the library director, may appoint any other librarians, officers, technicians, assistants, clerks and employees that are required for the efficient operation of the municipal library.

(2) Subject to the approval of the minister, a municipal library board may join or establish, and support, any or all of the following for the benefit of the library director, staff of the board and the dependants [sic] of the library director and staff:

- (a) a pension or superannuation plan;*
- (b) a group insurance plan;*
- (c) any other pension, superannuation or employee benefit program.*

The powers of public library boards are set forth in the Act, primarily but not exclusively in Part IX, Section 82 and Part IV, Section 19-20:

"Powers of public library Boards

82 (1) A municipal library board, regional library board, the northern library system board, or a northern community public library board may:

- a) acquire, erect, rent or lease and maintain the necessary lands and buildings, or erect any necessary buildings;*
- b) sell, exchange, lease or otherwise dispose of any of its lands or buildings no longer required for public library purposes;*
- c) borrow on the security of its assets for the purpose of operating the public library or for the purchase of equipment;*
- d) establish and maintain a capital fund to be used for the acquisition or leasing of buildings and equipment;*
- e) invest any part of the capital fund or other moneys of the public library board in any security or class of securities authorized for investment of moneys in the general revenue fund pursuant to The Financial Administration Act, 1993 and dispose of the investments it considers appropriate;*
- f) accept any gift, grant, devise or bequest of any property or moneys made to it;*
- g) act as a trustee of any moneys or property given in any manner for the support of the library system;*
- h) enter into any agreements for the purpose of performing the duties imposed and exercising the powers conferred on it by this Act; and*
- i) do anything that it considers necessary or incidental to carrying out its duties or exercising its functions or that it considers necessary or incidental to carrying out the purposes of this Act.*

...

Agreements for library services

19(1) A municipal library board may enter into agreements with the boards of

other public libraries and with institutions, organizations, associations, corporations and individuals to provide library services.

(2) Notwithstanding subsection (1), no municipal library board shall enter into an agreement to provide library services to any other municipality, other than an agreement resulting from an alteration of boundaries pursuant to section 4.

Regina and Saskatoon libraries

20The municipal library boards of Regina and Saskatoon may develop specialized resource centres and provide advanced reference services and, for those purposes, may:

- (a) develop special library collections and services not ordinarily provided in a municipal library, a regional library system or the northern library system;*
- (b) co-operate with the Saskatchewan Provincial Library in developing province-wide services through interlibrary loan, reciprocal agreements and collection development planning; and*
- (c) administer funds received from the Government of Saskatchewan, grants, local taxation, societies, individuals or government agencies for any purpose that the board considers necessary to develop library services."*

5. Role of the CEO

The CEO is the treasurer for the board and is secretary to the board and to all of its committees [IV.15]. The CEO is not a member of the board and has no vote. However, the board has determined that the CEO has the right to speak on all matters under consideration by the board, and the Act provides that the CEO shall be present at all meetings of the board and its committees, except where the CEO's salary and performance evaluation is being discussed. [IV.15(1)-(2)].

As secretary/treasurer, the CEO has the following responsibilities:

- (a) to facilitate arrangements and give notice for meetings of the board and its committees;
- (b) to attend meetings of the board and its committees and to keep minutes;
- (c) to act as custodian of the board's bylaws, policies, minutes, correspondence, meetings schedules, membership lists, and other official records;
- (d) to advise the chair on bylaws, policies and procedural matters;
- (e) to prepare budgets and estimates for recommendation to the board;
- (f) to prepare financial statements for approval by the board;
- (g) to recommend programs, policies and services to the board for approval.

In addition, the CEO, as the chief administrator of the Saskatoon Public Libraries, has operational responsibility for the smooth and effective management of the library, including stewardship of resources and maintaining high standards for programs, collections and services. The board shall create and periodically update the position profile for the CEO as well as a process for regular review of the CEO's performance and compensation.

6. Membership of the Board

6.1. Composition

The composition of the board is as follows:

*" (a) the mayor or reeve; and
(b) six or eight members, as determined by the council, appointed by the council from among the resident electors of the municipality, of whom not more than one may be a member of council other than the mayor or reeve.
[IV.13(1)].*

No employee of a municipal library board shall serve as a member of the board [IV.13(7)]."

6.2. Appointment of Board members

Council appoints members of the board [IV.13(3)]; procedures for making these appointments are outlined in the City Council's policy on civic appointments.

6.3. Vacancy

Council is required to fill any vacancy on the board at the first meeting of the council after the vacancy occurs. The term for a board member filling a vacancy is the unexpired portion of the term of the member being replaced [IV.13(3)-(4)].

6.4. Term of Office

The term of office for board members (other than the mayor) is two years, and until the board member's successor is appointed [IV.13(5)]. A member of the board may be eligible to hold office for additional terms as outlined in the City of Saskatoon's policy on civic appointments.

6.5. Absence from Meetings

Board members are expected to attend meetings regularly. A board member who anticipates being absent from any meeting must notify the chair in advance. A board member who misses two successive regular meetings shall advise the chair of the reasons for the absence, and the board shall consider the circumstances and either

- i. pass a resolution authorizing that person to continue as a member until the next meeting; or
- ii. notify Council that the person has ceased to be a member in accordance with the Act [IV.13(6)].

7. Board Officers

The officers of the board are the chair, the vice chair, and the secretary/treasurer.

7.1. Chair

The board shall elect one of its members as chairperson at its annual meeting, to preside at meetings of the board. The term of the chair is one year [IV.14(1)-(2)]. The term is renewable.

7.2. Vice Chair

The board may also elect a vice chair to preside at meetings in the absence of the chair. The term of the vice chair is one year, renewable.

7.3. Secretary/Treasurer

The CEO is the secretary to the board and to all of its committees, without vote [IV.15], and also acts as treasurer to the board, with responsibility for preparation and presentation of financial statements, budgets and estimates.

7.4. Signing Officers

Signing officers for the board are any two officers of the board provided only that they do not have a conflict of interest in the matter.

8. Meeting Procedure and Voting

8.1. Frequency

The board meets at least once every three months, and may meet more frequently as it considers necessary [IV.16(1)].

8.2. Open or Closed

All meetings of the full board shall be open to the public, except that the board may hold all or a portion of any meeting *in camera* to deal with business that is confidential in nature, as defined by the *Local Authority Freedom of Information and Protection of Privacy Act*.

The board will adopt formal procedures for open and in camera meetings, and for handling requests by members of the public to make presentations or representations to the board.

8.3. Annual meeting

The board shall hold an annual meeting, at which the chair and vice chair shall be elected [IV.14].

8.4. Chair

The chair of the board shall preside at meetings of the board. If the chair is unable to preside due to absence or a declared conflict, then the vice chair will preside. If neither the chair nor the vice chair is able to preside, then the City-appointed Councillor may be asked to preside as acting chair.

8.5. Notice of Regular Meetings

A schedule of regular meetings shall be established at the beginning of the calendar year and shall be communicated to all members in writing.

8.6. Notice

8.6.1. Notice to the Public

Notice of each regular meeting, including the date, time, location and agenda for the meeting, shall be posted in advance of the meeting.

8.6.2. Notice to Board Members

Written notice of any change to the scheduled date and time, location for any board meeting shall be provided to board members and to the CEO at least 5 days in advance of the meeting.

8.7. Agenda

A detailed agenda will be provided to board members prior to the meeting. No substantial item may be added to the agenda without the support of a two-thirds majority of the members, who may approve a motion to add the item.

8.8. Quorum

The quorum for any special or regular meeting of the board is four members [IV.17]. No business shall be transacted unless at least four members are present. For the purpose of achieving quorum, a member joining the meeting, with the consent of the chair, by teleconference or other electronic media that

permit all persons participating to hear one another, shall be considered to be present.

8.9. Motions and Voting

All motions require a mover and a seconder; voting is by show of hands unless a motion to hold a secret ballot is approved by a simple majority of those present.

Unless otherwise noted in this Bylaw, motions require a simple majority of those present for approval.

Members must be present when the question is called in order to register a vote.

The chair has the right to vote at meetings of the board but does not have an additional or casting vote [IV.14(3)]. A motion that is tied is deemed to have been defeated.

A motion will be required to adjourn the meeting to an *in camera* session to discuss confidential matters.

At the request of any member the abstention or contrary vote will be recorded in the minutes.

8.10. Procedural Rules

Parliamentary procedure will be followed at all full board meetings. For procedural matters not covered in this Bylaw or in governance resolution or policy, the chair will rule on the matter in consultation with the secretary, and may refer to the current edition of *Robert's Rules of Order* as an aid in ruling. Committee meetings can be held in a less formal manner.

8.11. Special Meetings

The chair or any two members may at any time summon a special meeting of the board for any purpose [IV.16(2)]. The notice to board members required for a special meeting is normally 5 calendar days; such notice may be waived with the consent of all board members. The notice to members of the public will be posted in advance and will include the agenda for the meeting.

9. Records

9.1. Minutes of Board Meetings

Formal minutes of board meetings, including a record of those present and of the content and outcome of any motions considered, must be recorded and submitted for approval at the next regular meeting of the board. Copies of all

board minutes along with their associated agenda materials will be retained in perpetuity and will be made available to any member of the board upon request.

9.2. Minutes of Committee Meetings

Formal minutes of committee minutes, including a record of those present and of the content and outcome of any motions considered, must be recorded and submitted for approval at the next regular meeting of the committee. A copy of the minutes of any committee meeting that takes place between board meetings will be included in the agenda materials for the next board meeting. Copies of all committee minutes will be made available to any member of the board upon request.

10. Reports

10.1. Annual Report and Audited Financial Statements

The board shall prepare an annual report and audited financial statements each year by May 15 each year, and submit these to the minister and the council as required by the Act [IX.74].

10.2. Annual Estimate and Application for Mill Rate

The board shall prepare an annual estimate of its anticipated expenses each year by March 1 each year, and submit this for consideration to the Council as required by the Act [IX.21].

The board shall apply each year by March 15 for the amount of money it estimates is required for the operation and maintenance and necessary improvements to the library, and submit this to the Council as required by the Act [IX.22]

11. Fiscal Year

The fiscal year of the library is January 1 to December 31.

12. Committees

12.1. General

Committees are struck to facilitate the research and in-depth study of matters pertaining to the general management and control of the Saskatoon Public Library system. Committees, except those that are committees of the whole, have no power to put into effect any committee decisions, unanimous or otherwise. They have the responsibility only to make recommendations that will be subject to the approval or dismissal of the board.

The board may establish, by motion, such standing and special (*ad hoc* or advisory) committees as it considers necessary to fulfil its role. The board may choose to appoint members of the public to ad hoc or advisory committees. Terms of reference for all committees will be brought forward to the board for approval by the Governance and Nominations Committee, and will be periodically reviewed by the Committee, which will also consider whether any committees should be struck or disbanded.

The Governance and Nominations Committee will be nominated by the full board and will recommend the membership of all other committees annually.

Standing committees will normally have a minimum of three members (including the chair), all of whom will be members of the board. The Finance and Budget Committee will comprise all board members.

Every board member, except the Mayor, is expected to be on at least 1 committee(s), and no board member, except the chair, should be on more than 2 standing committees.

Attendance at committee meetings is restricted to committee members, other board members (who have voice but no vote), and the CEO or delegate. Others may be invited to attend as guests or resource persons at the invitation of the committee chair.

The CEO is the secretary to all committees of the board, without vote [IV.15]. The CEO may delegate the role of recording secretary.

The quorum for any committee meeting is 2 members. The board chair is a voting member, *ex officio*, of all board committees, and is counted in quorum.

13. Board member conduct

13.1. Independence

Members of the board are subject to the Code of Conduct for members of civic boards, which requires them to act honestly and in good faith in exercising the duties of their office to the best of their abilities. Members of the board are expected to have the welfare of the library as their principal concern, and to exercise independent judgement. In their role as board members, they shall not act as the agents of any person or organization.

13.2. Conflict of Interest and Conflict of Commitment

Members should conduct themselves so as to avoid conflict of interest or the appearance of conflict of interest, and must identify and disclose any real or

perceived conflict of interest or commitment whenever it arises. Members shall declare their conflict and abstain from voting in any board or committee proceedings on matters on which there is a real or perceived conflict. Such a declaration, and any abstention from voting, shall be recorded in the minutes along with the reason for the conflict.

13.3. Confidentiality

Members of the board are bound to maintain the confidentiality of information received by them as such in their capacity as members. Information that is confidential or proprietary to the board must not be divulged to anyone other than persons who are authorized to receive the information.

14. Format for Notice under this Bylaw

Any documents or information required to be posted in the library under this Bylaw shall be posted on the library's web site and in a prominent place in each branch of the library.

Any documents or information required to be given in writing under this Bylaw shall be delivered by ordinary mail and/or by email and/or by hand to the address(es) provided by the board or committee member or library employee or patron. Email and hand delivery are deemed to be received the same day; ordinary mail is deemed to be received three days following posting.

15. Review and Amendment

The Governance Committee shall develop a process for review and amendment of this Bylaw on a regular basis. A resolution to amend this Bylaw requires the support of a two-thirds majority of board members.

APPENDIX A: Board Committees' Terms of Reference

Committee Name: *CEO Search and Selection Committee*

Type of Committee: *Ad hoc committee*

Date Approved: June 15, 2016

Date Revised:

Purpose

Whenever a vacancy in the position of CEO occurs or is anticipated, an *ad hoc* committee will be struck. The committee's purpose is to conduct a search for a new CEO, and to recommend a candidate or candidates to the full board for approval.

Membership, chair and secretary

The committee will consist of no fewer than 3 and no more than 5 board members, to be appointed by the board on the recommendation of the Governance and Nominations Committee.

The chair of the board will normally chair the search committee. If timing or other considerations make this impractical, the vice chair will chair the committee.

A search consultant will normally be engaged to support the search.

The board will appoint one member of the committee to serve as secretary to the committee; the outgoing CEO will not be a member or secretary to the committee. A member of the staff will be assigned to support the committee by arranging meetings but will not attend them.

Meetings

The committee will be formed as soon as it is known that a vacancy will occur, and will meet as necessary to carry out its work.

Meetings are held in closed session, at the call of the chair.

In accordance with the Bylaws, quorum is 2 members.

Accountabilities and Responsibilities

Search Process

Within the budget designated by the board, the search committee will

- Engage a search consultant through a competitive process.

- Work with the consultant to identify and carry out a search that includes, at a minimum, the following elements:
 - consultation with stakeholders and with the incumbent to identify the qualities, characteristics, qualifications and skills required in the next Director of Libraries and Chief Executive Officer (CEO) of the Library;
 - a. advertising the position nationally;
 - b. identification of ways to encourage diversity in the applicant pool, and ensuring that committee members have a solid understanding of human rights and equity requirements and considerations;
 - c. ensuring the SPL's current staff are aware of the search and of the process for applying and kept appropriately informed about the progress of the search;
 - d. identification of a short list of qualified candidate(s) to be interviewed; and
 - e. maintaining the confidentiality of the search. For example, the committee should keep minutes of its meetings in the form of a summary record of decisions and actions; comments concerning the incumbent or candidates should not be recorded in the summary record.
2. Arrange for the shortlisted candidate(s) to be interviewed by the full board.

Contract Negotiation

Once a preferred candidate has been identified, and within guidelines approved by the board, the board chair will proceed to make an offer of employment. The chair will also take the lead in negotiating the contract of employment, in accordance with existing benefit plans and compensation policies.

Communication and on-boarding

The committee will develop a communications plan for staff and stakeholders (including City officials) to introduce the new CEO.

The committee will act as a transition team to develop an on-boarding plan for the new CEO.

Related policies and documents

- Position profile for the CEO.
- The *Local Authority Freedom of Information and Protection of Privacy Act*.

Committee:	<i>Governance and Nominations Committee</i>
Type of Committee:	<i>Standing Committee</i>
Date Approved:	January 20, 2016
Date Revised:	June 15, 2016

Purpose

The Governance and Nominations Committee exists to assist the board in developing and maintaining effective governance documents and processes.

Membership, chair and secretary

The committee will consist of no fewer than 3 and no more than 4 board members, to be appointed annually by the full board.

The vice chair of the board will normally chair the committee.

The chair of the board is a voting member, *ex officio*, in accordance with the Bylaws.

The CEO is secretary to the committee (non-voting) in accordance with the Act.

Meetings

The committee will meet at least 2 times per year, and at the call of the committee chair or at the request of the CEO or of any member.

Meetings are held in closed session. Board members who are not members of the committee may attend with voice but no vote. At the discretion of the committee, resource officers and external consultants may be invited to attend and to assist in the discussion and consideration of matters before the committee.

In accordance with the Bylaws, quorum is 2 members. The board chair, as an *ex officio* member, may be counted for the purpose of quorum.

Accountabilities and Responsibilities

1. To review the SPL board's bylaws, committee structure, committee terms of reference, and governance resolutions on a regular basis, to ensure that they are current, relevant, and reflective of sound governance practices, and to recommend any proposed changes to the board for approval.
2. To recommend the members of all other board committees to the board for approval.

3. To maintain a matrix of the skills, strengths and diversity that the board as a whole should have, and to identify potential candidates to apply to serve on the board.
4. To identify the desired attributes of new appointments based on the matrix of skills, strengths and diversity, and provide this input to Council.
5. To develop a succession plan and role descriptions for the chair and vice chair and to develop role descriptions for committee chairs.
6. To provide a comprehensive orientation to new members of the board.
7. To identify and/or create opportunities for board education and development that include
 - a. reinforcement of expectations for board member conduct and responsibility;
 - b. opportunities for strategic planning, generative thinking and risk identification;
 - c. education on current trends and developments relating to Saskatoon Public Libraries and to public libraries in general.
8. To develop a process for the annual self-evaluation of the board, and to ensure the process is carried out and the results communicated to the board.
9. To develop, in consultation with the CEO and the board, a process for strategic planning for the library that engages the library's staff, board and stakeholders.

Related policies and documents

- City of Saskatoon Council Policy on *Appointments to Civic Boards, Commissions, Authorities and Committees* and related procedures.
- The following Board Governance Resolutions:
 - Role and procedures for selection of the board chair and vice chair*
 - Board member orientation, education and development*
 - Board skills, strengths and diversity matrix*
 - Board self-evaluation and peer evaluation procedures*
 - Board agenda and use of the consent agenda

* to be determined

APPENDIX B: Board Governance Resolutions

BOARD RESOLUTION

Title:	Board member orientation and development
Category	<i>Resolutions relating to board culture and performance</i>
Date Approved:	September 21, 2016
Date Revised:	

Purpose

This resolution outlines the board's expectations and procedures for the orientation and ongoing education and development of its members.

Principles

Under the Bylaws, Board members are trustees of a valuable public resource, with responsibility for effective oversight and advocacy.

Board members are volunteers who bring a diversity of skills, experience and insight to their work. To make the best use of their time and expertise, they should be provided with orientation and ongoing development.

Ongoing board member development enhances board engagement and results in a more productive, focussed and effective board.

Board member development should include opportunities for board members to become a cohesive team and to forge a strong working relationship and rapport with one another and with the CEO.

Policy Statement

1. The Terms of Reference for the Governance and Nominations Committee include responsibility for board member orientation and development. Specifically, the committee is charged with
 - a. Providing a comprehensive orientation to new members of the board; and
 - b. Identifying and/or creating opportunities for board education and development that include
 - i. Reinforcement of expectations for board member conduct and responsibility;

- ii. Opportunities for strategic planning, generative thinking and risk identification; and
 - iii. Education on current trends and developments relating to Saskatoon Public Libraries and to public libraries in general.
2. A budget will be established by the board and overseen by the Governance and Nominations committee, to cover the costs associated with board member orientation and development.
3. Every new board member will be provided with an orientation and with a handbook (in printed or electronic form). The orientation will normally be delivered within the first 3 months of the board member's appointment, and will be delivered jointly by the CEO and one or more board members. Where practical, a tour of the Frances Morrison Library will form part of the orientation.
4. At least once a year, the regular meeting of the board will be supplemented or replaced with a full-day or half-day session devoted to ongoing board member development. The session will be designed to include opportunities for building rapport among board members.
5. In addition, opportunities are regularly provided by the CEO at board meetings and library-related events for board members to learn more about the Saskatoon Public Library and its operations. Opportunities may also be provided at any meeting of the board for an educational presentation on a topic(s) identified by the Governance and Nominations Committee.
6. Board members may be invited to participate in relevant workshops, seminars, conferences, webcasts and other opportunities as they arise, on the recommendation of the Governance and Nominations Committee. In approving reasonable expenses associated with such events, the board will take an equitable and prudent approach, balancing the costs and benefits of such opportunities.
7. In assuming a position on the board, every member agrees to participate in board training and development opportunities, and to seek additional training and information if necessary.

Related Policies and Procedures

- Governance Committee Terms of Reference
- Board Orientation Handbook
- Content Guidelines for Board Orientation and Development

Review Cycle

At a minimum every three years.

Content Guidelines for Board Member Orientation and Development

Orientation, education and development opportunities for board members should include, but are not limited to, the following:

1. Orientation

Orientation provides an opportunity for board members to learn more about the Saskatoon Public Library. The Board Handbook will include information about

- the SPL's history and organizational culture;
- its internal structures;
- its human, financial and capital resources, including investments;
- its accounting, IT and human resource systems;
- its operating policies;
- its partnerships and contractual relationships;
- its vision and mission statements
- its strategic planning and budgeting processes and annual work plan.
- the status of major current initiatives

Orientation should also equip board members to function effectively on the board, by ensuring they are familiar with the board's governing documents. The Board Handbook will include

- the SPL Bylaws
- committee Terms of Reference
- board Resolutions
- a current list of board members with short profiles of each

2. Ongoing board development

Ideally and where practical, the theme of this board development sessions will rotate in a two-year cycle between (a) opportunities to learn more about the landscape and context in which the library operates, and (b) opportunities to learn more about effective board governance.

Opportunities to learn more about the landscape and context in which the Saskatoon Public Library operates may include topics such as

- current trends and challenges for public libraries, both provincially and nationally;
- the relationship with the City of Saskatoon, including the funding relationship;
- the provincial legislation governing public libraries;
- demographic trends;
- technological innovations for libraries;
- specific strategic and reputational issues.

Opportunities to learn about the role of a board in effective governance may include topics such as

- fiduciary responsibilities, financial literacy and understanding of the library's financial statements;
- board dynamics and communication;
- board/management roles and relationships;
- benchmarking and measurement;
- assessing and managing organizational risk;
- best practices for effective board and committee meetings;
- the board's role in setting mission, vision and strategic directions;
- understanding conflict of interest and ethical obligations of board members.

*First approved September 21, 2016
Revised [date]*

BOARD RESOLUTION

Title: *Board Member Rights and Responsibilities*

Category: *Board Culture and Performance*

Date Approved: September 21, 2016

Date Revised:

Purpose

This resolution provides guidance to the board on the rights and responsibilities of board members.

Principles

- The board has final authority under *the Saskatchewan Libraries Act* for the management and control of the Saskatoon Public Library.
- Under the Bylaws, Board members are trustees of a valuable public resource, with responsibility for effective oversight and advocacy.
- Board members should conduct themselves in all of their board-related activity with the highest ethical standards, and promote a culture of trust and respect among board members.
- Board members are legally obliged to uphold the duties that come with participation on a board, including fiduciary duty, the duty of loyalty, the duty of care, and board solidarity.

Definitions

Fiduciary Duty: The requirement that board members, when exercising their powers as board members, act honestly and in good faith with a view to the organization’s best interests.

Duty of loyalty: The requirement that board members must not place their own interest in conflict with those of the organization.

Duty of Care: The requirement that board members exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Board Solidarity: The requirement that individuals who serve on a board speak with one voice and must support the decisions of the board in their public statements and actions.

Policy Statement

1. Board members of the Saskatoon Public Library accept the following responsibilities:
 - To support the mission and aims of the Library, and adhere to the bylaws and resolutions of the board;
 - To fulfil their role as a board member, without remuneration, as described in *The Public Libraries Act, 1996*;
 - To understand that the board's role is one of policy making and oversight, and not management;
 - To regularly attend regular and special meetings of the Board as required by the Bylaws, to come fully prepared for all meetings, and to participate actively in the board's deliberations;
 - To commit the time needed to attend and participate in regular and special board and committee meetings as required by the Bylaws, and to come fully prepared for all meetings;
 - To attend and participate in board training and development sessions, and to seek additional training and information if needed to enhance their effectiveness as a board member and their understanding of trends and issues facing the library;
 - To recruit, assess, strengthen and support the CEO;
 - To act as advocates and champions for the Saskatoon Public Library, seeking to understand the educational, cultural, social, recreational and informational needs of the community, and the library's role in meeting those needs, and promoting where possible legislation that promotes and extends library service;
 - To be open-minded and respectful of the opinions of others, and to respect and support all decisions made by the board as a decision of the whole;
 - To bring diligence, creativity, decisiveness, tolerance and an appreciation for diversity to their role;
 - To adhere to the City of Saskatoon's Code of Conduct for members of civic boards;
 - To conduct themselves so as to avoid a conflict of interest or commitment, or the appearance of such conflicts, as required by the bylaws; and
 - To maintain the confidentiality of information received by them in their capacity as board members, and to sign the Oath of Confidentiality at the January board meeting.
2. Service as a board member also carries with it the following rights:
 - To participate in the discussions and decisions of the board, subject to any conflict of interest;
 - To request a recorded vote, a vote by a show of hands, or a vote by secret ballot;

- To abstain from any vote;
 - To be reimbursed for reasonable expenses incurred in the carrying out of duties as a board member; and
 - To use library equipment (i.e., photocopiers, telephone, FAX and/or courier services), free of charge, in the course of performing board-related activities or committee work.
3. Service as a board member does not carry the following rights or privileges:
- To influence hiring or promotion decisions, or to provide individual direction to staff or to be involved in staff performance issues except as explicitly set forth in policy;
 - To provide direction to the CEO, or to take individual action regarding the performance of the CEO, except through the board chair;
 - To speak on behalf of the board without authorization from the board;
 - To raise operational issues at the board table; or to suggest, by their words or actions outside the board room that they are at odds with the board on which they serve or that they do not support the collective decision of the board.

Related Policies and Procedures

- City of Saskatoon Code of Conduct for Members of Civic Boards
- Oath of Confidentiality
- Board Resolution on Reimbursement of Board Member Expenses
- Board Resolution on Protocols for Board Communication
- Board Resolution on Conflict of Interest and Conflict of Commitment

Review Cycle

At a minimum every three years.

OATH OF CONFIDENTIALITY

All members of The Saskatoon Public Library Board are subject to the provisions of the *City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees*. Section 22 of the Code of Conduct states:

Members are bound to maintain the confidentiality of information received by them as such in their capacity as members of such Civic Board, Commission, Authority or Committee. Information which is confidential, proprietary to the Civic Board, Commission, Authority or Committee or the City of Saskatoon or non-public must not be divulged to anyone other than persons who are authorized to receive the information.

As a member of the Saskatoon Public Library Board I agree to abide by the requirement for confidentiality.

Signature of Board Member

Date

BOARD RESOLUTION

Title: *Conflict of Interest and Conflict of Commitment*

Category *Board Culture and Performance*

Date Approved: September 21, 2016

Date Revised:

Purpose

This resolution clarifies the responsibilities of the board, and of individual board members, in addressing potential and actual conflicts of interest, or conflicts of commitment, that may arise in the course of the board's carrying out its duties.

Principles

- As board members of a public institution, the SPL board is accountable to the citizens of Saskatoon for wise stewardship and the effective governance of the Library.
- Members of the public must be confident that measures are in place to prevent and address potential conflicts of interest.
- The SPL Bylaws require that "members should conduct themselves so as to avoid conflict of interest or the appearance of conflict of interest, and must identify and disclose any real or perceived conflict of interest whenever it arises."
- Members of the board are subject to the *City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees*.
- Conflicts of interest and of commitment will arise from time to time, and are not in themselves problematic, as long as they are disclosed and appropriately addressed. Conflicts of interest depend on situation, not on character.

Definitions

Conflict of Interest: A member is in a conflict of interest where the member, a closely connected person, or a Corporation in which the member or closely connected person has a controlling interest, [or] has a

pecuniary [financial] interest in a matter before the Civic Board, Commission, Authority or Committee¹.

Conflict of Commitment: A member is in a conflict of commitment when the member's role as a board member is, or may be perceived to be, incompatible with another role related to the member's professional, employment or other obligations.

Closely connected person: A board member's agent, business partner, immediate family (spouse or partner, parent or child) or employer.²

Policy Statement

1. Members must avoid any conflict, or the appearance of or potential for conflict between their own personal interests and commitments, or the interests of any closely connected person, and the interests of the Library and its board.
2. Members of the board will sign a *Disclosure of External Commitments* when they join the board. Whenever the need arises, but no less than annually, an opportunity will be provided for board members to update their declaration with any new information that is relevant.
3. At every meeting of the board and of its committees, the agenda will include an opportunity for members to declare a conflict of interest.
4. Any declaration, and any abstention from voting because of it, shall be recorded in the minutes along with the reason for the conflict, in accordance with the Bylaws.
5. Signing officers who have a conflict of interest in any matter will not exercise their signing authority on documents or transactions related to that matter.
6. Board members and closely connected persons must not accept or solicit gifts, hospitality or special favours associated with their official duties and responsibilities except where such benefits would be within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality.³
7. The standard that will be applied to determine whether a conflict of interest exists is that of an independent observer who might reasonably question whether the member's decisions are determined by considerations of, or result in, personal gain, financial or otherwise, or benefit to closely connected persons.

¹ As defined in the City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees.

² Ibid.

³ Ibid.

Procedures

1. Any board member who perceives that he or she may be in a real, potential or perceived conflict of interest or commitment shall disclose the conflict of interest before discussion of the matter occurs.
2. The chair will then rule as to whether the declaration constitutes a conflict. If the chair rules that a conflict exists, the member will leave the meeting during discussion of the matter; and will abstain from attempting, in any way, whether before, during or after the meeting, to influence voting on the matter; and will abstain from voting on the matter.
3. When a board member perceives that another member has a conflict of interest that has not been declared, the board member may ask the chair for a ruling on the matter. While the chair determines whether or not a conflict exists, all debate on the issue before the board will cease. If the chair rules that a conflict exists, the member will leave the meeting during discussion of the matter; and will abstain from attempting, in any way, whether before, during or after the meeting, to influence voting on the matter; and will abstain from voting on the matter.
4. In the event that the chair has a conflict or perceived conflict, the vice chair will fulfill the role of investigating and ruling on the conflict.
5. An improper gift or benefit should be refused or returned to the person offering it as soon as possible. If there is no opportunity to refuse or return an improper gift or benefit, or where the refusal or return may be perceived as offensive for cultural or other reasons, the gift or benefit must be disclosed and turned over to The City of Saskatoon to make a suitable disposition of the item.⁴

Related Policies and Procedures

- *City of Saskatoon Code of Conduct for Members of Civic Boards, Commissions, Authorities and Committees*
- *Disclosure of External Commitments Form*
- *Examples of possible Conflict of Interest on the Saskatoon Public Library Board*

Review Cycle

At a minimum every three years.

⁴ Ibid.
SPL Board Bylaws

DISCLOSURE OF EXTERNAL COMMITMENTS

I, _____, hereby declare that in addition to my role as board member of the Saskatoon Public Library, I have the following commitments:

Entities (including the Saskatoon Public Library) by whom I or persons closely connected to me are employed or have contracts, or which are owned by my family, and/or which may have or seek a partnership or business relationships with SPL:

Other organizations/corporations of which I or persons closely connected to me are officers or directors or major shareholders, and which may have or seek a partnership or business relationship with SPL:

Connection(s) with elected officials and/or candidates seeking elected office:

Other affiliations or commitments that may give rise to a real or perceived conflict of interest:

I hereby certify that the information provided above is true and complete to the best of my knowledge.

Signature

Date

Examples of possible Conflict of Interest on the Saskatoon Public Library Board

The following examples are intended to guide board members in situations where they believe there may be a potential conflict of interest. The board chair and the vice chair are available to provide further advice and guidance.

Your immediate family member is employed by the library: If your family member works at the library and you are on the board, this is not necessarily a conflict of interest. However, you must declare a conflict should a matter arise that would have a material impact on the employee or yourself. For example, if your family member is a member of the employee bargaining unit, and the collective agreement is under discussion, you should declare a conflict and withdraw from any discussion of or vote on the matter.

Your immediate family member wishes to apply for a position with the library: If the position is that of CEO, then this could certainly be perceived as a conflict of interest, even if you were to recuse yourself from participation in the hiring process. In such a case, you should not only abstain from participation in the hiring process, but should offer to resign as a board member if your family member is hired for the position. For other positions that do not report directly to the board, you may not necessarily be in a conflict of interest, but you should consider carefully whether the relationship would hamper your ability to fulfil your board responsibilities or your effectiveness as a board member. You would need to recuse yourself from any discussion of matters that could affect the position.

You have been asked to serve as a reference for someone you know who is applying for a job with the Saskatoon Public Library: It is important that you do not use or attempt to use your status as a board member to influence the appointment or promotion of family members, friends or business associates. There are, however, circumstances in which you could serve as a reference for an applicant to the Library—as long as there is a strong and legitimate reason for doing so, such as you having been the applicant’s supervisor at a previous job. You need to be careful, however, not to promote the interest of the applicant beyond agreeing to write a letter or act as a reference. In providing a reference, you should be clear that you are not speaking as a member of the board.

You own or have shares in a company that will profit from outcomes of decision making or tender award: You should declare the conflict of interest and refrain from participating in discussions or voting on any decision concerning the relationship of the Library and the company, or concerning the tendering process.

You have a business that offers professional or personal services: You should declare a conflict of interest where you or a member of your firm are or are seeking to provide services to the Library. You should also refrain from using your contacts with other board members or with staff of the library to advertise or promote your services and those of your firm.

Your membership on the board makes you aware of an opportunity you wouldn’t otherwise have information about: If you become aware of a business or investment opportunity that would not generally be known to other members of the public, you must not attempt to take that opportunity for your own personal benefit, or to make it known to others.

You are offered gifts, accommodations, meals, equipment, tickets or travel from an employee of the library or from a company that has or seeks to establish a close working relationship with the

board or with the library: As a board member, you or those with whom you are closely associated must not accept or solicit gifts or special favours from anyone connected with the Library or with whom the Library does or may conduct business, except where such gifts are “within the bounds of propriety, a normal expression of courtesy or within the normal standards of hospitality” as required under the City of Saskatoon’s Code of Conduct.

You are asked to comment on a matter that is or has been before the board: Board members are bound by their fiduciary duty and the duty of loyalty, by the bylaws, and by provincial and federal laws governing access to information and protection of privacy, to maintain the confidentiality of information received by them in their capacity as board members. Confidential information must not be divulged to anyone other than to those who are authorized to receive the information. Even if the matter is to be made public, board members should refer anyone who asks for information, including the media, to the board chair or the CEO.

You are on the board as a city councillor or the mayor and you are asked to comment in the media about a matter relating to the library: It is important to make a clear distinction between your role as a board member and your elected role. Only the board chair and CEO speak for the Library. It would be wise for you to have a conversation in advance with the board chair about any key messages that would be appropriate for you to deliver on behalf of the board.

You are a city councillor appointed to the board and the Library is considering a program, initiative or policy that will affect citizens in your ward: You should declare a conflict of interest and abstain from discussion or voting on the matter.

You have been asked to run for office, or to support a particular candidate in a municipal, provincial, or federal election: As a public entity, the library values its non-partisan status. As a board member, you should not engage in political activity in a way that may give the appearance that you are representing the Library. As a board member you should not distribute political literature or leaflets for any candidate on Library property or at events you attend in your capacity as a board member. You should not ask the library staff to assist you in any political or partisan activity.

You are considering participating in a march, demonstration, or protest: The library values the free exchange of ideas. Board members should feel free to participate in such events according to the dictates of their individual conscience, provided that the protest or demonstration is not against actions (or inactions) of the board of which they are a member.

The library’s bargaining unit has decided to take labour action: Since the board is a party to collective bargaining, board members are subject to labour legislation governing the activities of the parties involved. Members of the board must not participate in demonstrations, petitions, picket lines, or any other activities related to labour action, since such actions would reasonably be perceived as conveying to the community that the board member is at odds with the board’s position. When a board member is uncertain whether a conflict of interest exists or may be perceived to exist, the member may, in consultation with the board chair, find it appropriate to withdraw temporarily from participation or attendance at board meetings and/or committee meetings until the labour dispute has been resolved.

You have had a significant change in your circumstances that may make it difficult or unwise for you to continue on the board: Sometimes changed circumstances can lead to a conflict of commitment. Such changes may include a new job, a decision to stand for political office, a move away from the city, or a criminal charge or conviction. For example, the board bylaws require that board members attend meetings regularly, and there is a provision for removal of a board member who misses two consecutive meetings. You should disclose any significant change in your circumstances to the governance committee, and offer to resign if the board determines that your new circumstances are not compatible with service on the board.

BOARD RESOLUTION

Title: *Board Skills, Strengths and Diversity Matrix*

Category *Board Culture and Performance*

Date Approved: September 21, 2016

Date Revised:

Purpose

This resolution provides for the development and use of an inventory of the skills, strengths and personal qualities that are needed to make up an effective SPL board. It also provides a mechanism for identifying the qualifications that are most needed when vacancies on the board arise, and for conveying this information to City Council.

Principles

- Members of the board are appointed by the City Council. City Council's policy requires the Council to seek the SPL board's input on an annual basis about the specific skills and abilities needed on the board.
- The SPL board is accountable to the citizens of Saskatoon for wise stewardship and the effective governance of the Library.
- A strong and effective board requires
 - that the board include expertise in certain key areas related to its oversight function;
 - that members of the board are connected to the various sectors and communities served by the organization;
 - that the board as a whole is diverse and representative of the community it serves; and
 - that every individual board member brings certain personal characteristics and behaviours to the table.

Policy Statement

1. The Governance and Nominations Committee's terms of reference task the committee with maintaining a matrix of the skills, strengths and diversity that the board as a whole should have, and of identifying potential candidates to apply to serve on the board. They are also tasked with identifying the desired attributes of new appointments based on the matrix, and providing this input to Council.

2. New board members will be asked to provide pertinent information about their own qualifications, to assist the governance committee in completing the matrix.
3. The completed matrix will be reviewed annually with reference to the current board membership and the effect of upcoming vacancies, prior to Council's request for input. An anonymized copy of the matrix will be provided to Council along with the request.

Related Policies and Procedures

- City of Saskatoon *Citizens' Appointment Book*.
- Board matrix of skills, strength and diversity (attached)

Review Cycle

At a minimum every three years.

BOARD SKILLS, STRENGTHS AND DIVERSITY MATRIX

The board as a whole should comprise a broad cross-section of the indicated competencies, should include connections with key communities, and should reflect the diversity of the library's broader community.

BOARD MEMBER	A	B	C	D	E	F	G	H	I
Competencies (skills, experience, professional expertise and/or recognized qualifications)									
Accounting /Financial Management									
Legal									
Human Resources Management									
Governance (profit or non-profit)									
Strategic planning, research									
Intercultural competency									
Marketing/communications									
Technology /Business Systems									
Capital projects									
Public Policy/Government Relations									
Fundraising									
Community Development/Planning									
Literacy advocacy									
Connections									
Indigenous community									
Early years									
K-12 sector; youth									
Post-secondary sector, adult education									
Non-profit sector									
Saskatoon business community									
Government (municipal, provincial, federal)									
Philanthropy									
Arts and literary community									
Cultural communities									
Representation and diversity									
Gender (specify)									
Indigenous person (Y/N)									
Member of a visible or linguistic minority (Y/N)									
Person differently able (Y/N)									
Other (specify)									

*In addition, every person seeking membership on the SPL board should bring certain **qualities**:*

- A reputation for personal integrity;
- A willingness to listen carefully and understand others' views;
- An ability to think independently and conceptually and to analyze effectively;
- An openness to learn and to adapt to change;
- A commitment to holding themselves and others accountable;
- An ability to contribute to helping the board develop trust and consensus;
- An ability to 'take the long view' in providing oversight and direction and in anticipating future threats and opportunities;
- A willingness to advise and mentor new members and to build partnerships;

- A passion for building a better community and a commitment to the values and vision of the Library.

How to complete the matrix

Board members should complete their column of the skills matrix at the time they join the board. In completing the matrix, a scale of 0-3 should be used:

For the competencies:

3	Professional expertise, would be comfortable advising on this area.
2	Basic working knowledge, understand the area sufficiently to contribute effectively.
1	Rudimentary or minimal understanding
0	No knowledge or experience in this area.

For the connections:

3	Working in this sector or community.
2	Strong connections to this sector or community.
1	Some connections to this sector or community
0	No connections to this sector or community

BOARD RESOLUTION

Title:	<i>Board Self-Evaluation</i>
Category	<i>Board Culture and Performance</i>
Date Approved:	September 21, 2016
Date Revised:	

Purpose

This resolution describes a formal process by which the Governance and Nominations Committee will solicit, review, and act on feedback from board members concerning the board's effectiveness in the various dimensions of its work.

Principles

- Excellent libraries have strong boards that understand their roles and accountabilities and are committed to strong, effective governance.
- Self-evaluation is an important tool for boards to identify the areas where they excel and, importantly, to determine the areas where they can improve.

Policy Statement

1. The terms of reference for the Governance and Nominations Committee assign responsibility to the committee for developing a process for the annual self-evaluation of the board, and for ensuring the process is carried out and the results communicated to the board.
2. The self evaluation will be carried out annually using a confidential process.
3. The self evaluation will provide for quantitative ratings in key areas of both board and committee work, as well as for qualitative subjective comments.
4. Because the evaluation is also a teaching tool that describes the expectations the board has for its members, all board members, including new members and those whose terms will expire, are expected to complete it.
5. Once responses have been compiled, a summary, without attribution, will be prepared for the board, except that the results of the section on board chair effectiveness will be shared only with the chair(s) whose effectiveness has been evaluated. Any matters requiring follow-up will be identified by the board. The Governance and Nominations

Committee will develop an action plan and monitor progress, with the goal of continuously improving the board's culture and processes.

6. Outgoing board members will be asked to participate, on a voluntary basis, in an exit interview conducted by a third party who is not a current member of the board. Feedback from the interview will be shared with the Governance and Nominations Committee.

Related Policies and Procedures

- Terms of reference for the Governance and Nominations Committee
- Board self-evaluation instrument (attached).

Review Cycle

At a minimum every three years.

SELF-EVALUATION INSTRUMENT⁵

This survey has been developed with the goal of facilitating self-reflection and continuous improvement for the board of the Saskatoon Public Library. The questions fall into eight areas:

- A. The board's understanding of the Library and of its own role
- B. Board effectiveness and oversight
- C. Board culture and engagement
- D. The board's relationship with the CEO
- E. Board committee effectiveness
- F. Board chair effectiveness
- G. My own effectiveness as a board member
- H. Open-ended questions

In sections A-G, you are asked to indicate your level of agreement with a series of statements. Additional comments about each area are strongly encouraged, particularly if you have indicated that you disagree with a statement. Your thoughtful responses to the open-ended questions in Section H will assist the Governance and Nominations Committee in enhancing and strengthening board oversight of the Library.

All responses will be compiled and provided to the committee and, ultimately, to the board, in an anonymized format.

⁵ Sources:

- Association of Library Trustees and Advocates and American Library Association, A Library Board's Practical Guide to Self-Evaluation (adapted)
- London Public Library, Self-evaluation tool (2012)
- Halifax Regional Library Board Effectiveness and Development Survey (2016)
- Surrey Public Library Board Self-Evaluation Questionnaire (2014)

A. The board’s understanding of the Library and of its own role

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
The board understands and embraces the Library’s mission.							
Board members understand and respect the difference between oversight and management.							
Board members understand their roles and responsibilities as a board and as individual members.							
The board ensures that the Library’s accomplishments, challenges, and decisions are communicated to stakeholders and the public.							
Strategic planning is a regular and ongoing process for the board.							
The board uses the Library’s mission, strategic objectives and strategic plan as a standard against which decisions are made.							
The board regularly reviews progress against the strategic plan.							
Board members are conversant with the Library’s bylaws and board governance resolutions, and can articulate their underlying principles.							
The board reviews the bylaws and governance resolutions on a regular basis.							
The board has relevant and up-to-date governance resolutions and has approved a set of policies to guide library operations.							

Additional comments about the board’s understanding of the library and of its own role:

B. Board effectiveness and oversight

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
Meeting agendas are circulated in sufficient time to allow me to adequately prepare for the meeting.							
The Board's meeting agenda packages are relevant, useful and comprehensive.							
Time is appropriately allocated to allow for discussion of all agenda items.							
The number, length, and timing of meetings is appropriate for the board to do its work.							
The board analyzes issues, considers options in detail, and examines the impact of decisions before making them.							
The board is provided with full and accurate information regarding the library's finances and budget throughout the year.							
The board approves an operating and capital budget every year.							
The Library's operating and capital budgets are aligned with the vision, mission, and strategic plan.							
The board regularly has discussions about risk identification and mitigation.							
The board is aware of the funding needs of the library and is active in addressing them.							
Accurate minutes of every board meeting are approved by the board at the following meeting, and are available for review by all board members.							

Additional comments about board effectiveness and oversight:

C. Board culture and engagement

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
New board members are provided with a thorough orientation to the library and the board.							
The board provides opportunities for its members to pursue further education and board development.							
Opportunities are given to board members to connect with other library boards and associations at the provincial and/or national level.							
The board's working environment is one of mutual respect and trust.							
All board members attend meetings and participate fully.							
Members feel confident voicing their opinion on issues, and are not afraid to ask questions if they are uncertain about something, or to offer different points of view.							
Board members come to board meetings having read the agenda materials.							
The board has measures in place to address conflicts of interest and commitment.							
Board members attend Library special events.							
Board members advocate appropriately for the Library in the community.							
The board represents broader community interests.							
As board members we actively apply understanding of indigenous knowledge and perspectives in our work.							
All board members publicly support board decisions.							

Additional comments about board culture and engagement:

D. The board's relationship with the CEO

Please keep in mind that this section is not intended as an evaluation of the CEO, but rather an evaluation of the quality of the board's relationship with the CEO, as judged by the board.

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
The board has a clear understanding of where the board's role ends and the CEO's begins.							
The board's working relationship with the CEO is one of mutual respect and trust.							
The CEO provides the board with accurate, relevant and timely information to assist the board in making sound and effective decisions.							
The CEO provides the board with advance warning about emerging issues.							
The CEO provides the board with regular reports on operations at an appropriate level of detail.							
The board provides direction to the CEO through the chair and via strategic plan and policy development.							
The CEO works with the board to develop key messages and talking points.							
The CEO presents a report at every meeting on the administration's compliance with relevant legislation and fiduciary obligations							
The board has formal criteria and a process in place for evaluating the CEO's performance.							
The board provides feedback and shows its appreciation to the CEO on a regular basis.							
The board ensures the CEO takes advantage of professional development opportunities.							

Additional comments on the board's relationship with the CEO:

E. Board committee effectiveness

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
Board members are given an opportunity to indicate the committees on which they would like to serve.							
A list of board committees and membership is provided to all board members.							
The structure of the board and its committees contributes to the board's ability to function effectively.							
The board's standing and special committees all have terms of reference.							
Committees create and follow a work plan.							
Members of the committee(s) that I am on regularly attend and participate in the meetings.							
Committees regularly report back to the full board about their activities, and help the board to identify emerging issues.							
The committees receive appropriate support and information.							
Participating on board committees provides me with opportunities to contribute and helps to prepare me for board discussions.							
Minutes of committee meetings are recorded, and are approved by the committee.							

Additional comments on Board committee effectiveness:

F. Board chair effectiveness

The chair of the Governance and Nominations Committee will share the compiled results of this section only with the board chair.

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
The board has adopted a formal description of the role and responsibilities of the chair.							
The board chair is well prepared for meetings and manages them effectively.							
The board chair helps the board to stick to the agenda, and to focus discussions and decisions on the level of strategy and oversight.							
The board chair models and encourages clear and open communication among board members and with the CEO.							
The board chair provides ethical leadership and helps the board work well together.							
The board chair is able to elicit and manage different perspectives, and ensures that every board member has an opportunity to contribute.							
The board chair tactfully reins in individual board members when their behaviours interfere with the board's ability to function effectively.							
The board chair delegates effectively and appropriately.							
The board chair follows up on commitments between meetings.							
Members of the board accept and respect the role of the chair as the lead spokesperson for the board.							

Additional comments on the board chair's effectiveness:

G. My own effectiveness as a board member

SA = Strongly Agree A = Agree N = Neither Agree nor Disagree	D = Disagree SD = Strongly Disagree N/A = Don't know or not applicable	SA	A	N	D	SD	N/A
I am aware of what is expected of me as a board member.							
I have a good record of attending board meetings and committee meetings.							
I read the meeting package and adequately prepare in advance for board and committee meetings.							
I have a working knowledge of the library's bylaws and governance resolutions.							
I encourage other board members to express their opinions at board meetings, and I listen when they do.							
I am encouraged by other board members to express my opinions at board meetings.							
I follow through on things I have said I would do.							
I maintain confidentiality of board decisions and discussions as required.							
I declare any conflicts of interest that I have on issues before the board.							
When I have a different opinion than the majority, I raise it.							
I support board decisions once they are made, even if I do not agree with them or voted against them.							
I promote the work of the Library in the community.							
I stay informed about the issues relevant to the library and its role in the community.							

Additional comments on my own effectiveness on the board:

H. Open-ended questions

What are the most important things the board has achieved this year?

What do you appreciate about the Library Board's performance?

What one or two thing(s) could the Library Board do to improve its performance or to make your board service more productive and satisfying?

What issues require the board's special attention during the next year?

What further education or development would help you to be a better board member?

Do you have any suggestions about how this survey could be improved?

BOARD RESOLUTION

Title:	<i>Board communication protocol</i>
Category	Board culture and performance
Date Approved:	September 21, 2016
Date Revised:	

Purpose

This resolution provides guidance to board members and to the CEO about expectations for communication among board members, and between board members and the CEO, the library staff, members of the public, the city and the media.

Principles

- Effective communication is key to effective governance.
- Boards should promote a culture of trust and respect among board members and with the CEO, library staff, and the public. All of the board's communications should reflect and reinforce the values of fairness, intellectual freedom, transparency, and diversity, while appropriately respecting confidentiality.
- The board is a body corporate; no individual may speak for or act on behalf of the board without the consent of the board.

Definitions

Communication: In this document, unless otherwise specified, 'communication' is intended to include all forms of verbal interaction, whether face to face, in writing, by telephone or email, or on social media.

Social media: Social media includes but is not limited to blogging, instant messaging, and social networking sites such as Twitter, Facebook, Pinterest, YouTube, and Instagram.

Policy Statement

1. *Communication between and among board members:*

- a) In general, communication between and among board members takes place at the board or committee table with all members present.
 - b) It is inappropriate for board members to ‘caucus’ with one another between board and committee meetings without the explicit authorization of the board to do so.
2. *Communication between board members and the CEO:*
- a) In general, direction to the CEO and feedback from the board to the CEO is provided by the chair of the board (and, in the case of committee work, by the chair of the committee), in accordance with the procedures for CEO review.
3. *Communication between board members and the staff:*
- a) In general, communication from board members to the staff, and vice versa, on any matter concerning the board and its activities will be mediated through the CEO.
 - b) Individual board members will not provide direction or performance feedback to library staff, except through the CEO.
4. *Communication between board members and members of the public or the media:*
- In general, the board chair and the CEO are the public face of the Library, and are the only members who speak on behalf of the board on matters that are facing the board. These spokespersons may assign other representatives to speak on certain topics as appropriate.
 - Notwithstanding the board chair’s role as spokesperson for the board, individual board members have a role in promoting, celebrating and advocating for the library’s services in the community.
 - Board members who use social media must exercise care to ensure that nothing they post could cause embarrassment or reputational damage to the Library, or could be construed as inconsistent with the Library’s core mission and values.
 - Board members must respect the confidentiality of board deliberations and must never suggest, by their words or actions outside the board room, that they are at odds with the board on which they serve or that they do not support the collective decision of the board.⁶

Procedures

1. *Internal communications: to be discussed by the full board*
 - a. Board members should use their library email accounts for all board-related business, and are responsible for ensuring this account is checked regularly.
 - b. The CEO and the administrative assistant responsible for the board are authorized to send email to board members using their library accounts.
 - c. Personal contact information for board members is not made available to members of the staff or the public.
 - d. All email between members of the library staff and members of the board should be sent through the CEO.
2. *External enquiries and communications:*

⁶ From the board resolution on *Board Member Rights and Responsibilities*.
SPL Board Bylaws

- a. The CEO will keep the board chair, and where appropriate the board members, apprised of emerging or controversial issues that may be raised by the media or the public.
- b. The CEO may prepare and send press releases on behalf of the library on matters within the CEO's scope of authority; a copy of all such releases will also be sent to board members.
- c. The CEO will generally be the spokesperson for the Library, but in the case of policy and governance matters, it may be more appropriate for the board chair to issue and/or respond to press releases or media enquiries.
- d. If contacted by the media or a member of the public, a board member should first thank the caller for the call and for their interest in the Library.
If the information the caller requests is publicly available, the board member may use discretion in responding by providing information and/or pointing the caller to the appropriate resource (e.g., website, publication, administrative office).
If the information requested is not publicly available, the board member should indicate that someone will return their call. The board member should then inform the board chair and the CEO of the call, so they can best decide how to respond. If the board chair is unavailable, the board vice chair will be informed.
- e. If members of the board who are city councillors make public statements that relate in any way to matters affecting the library, they should make it clear that they are speaking in their role as a Council member and not as a member of the board.
- f. Contact information for individual board members will not be provided on the Library's web site or published in printed materials, but contact information will be provided to allow members of the public to contact the board as a whole. All communication addressed to the Library Board and received by the administration on behalf of the board, or received by any board member, will be forwarded to the board chair. The board chair and CEO will decide whether the communication and/or the response to the communication should be included on the board agenda under 'correspondence'.

3. *Social media*

- a. Members of the board who are attending library-related events or activities and wish to post photos or comments on social media should check first with the board chair and/or CEO.

Related Policies and Procedures

- Board resolutions on board member rights and responsibilities, CEO review, conflict of interest, open and closed board meetings, and delegation of authority.
- SPL Guidelines for use of social media (in development)

Review Cycle

At a minimum every three years

BOARD RESOLUTION

Title: *Board Agendas and the Use of the Consent Agenda*

Category: *Board meetings and processes*

Date Approved: February 17, 2016

Date Revised:

Purpose

This resolution sets forth expectations for the effective use of the consent agenda as part of the agenda for board meetings.

Principles

- Board members are volunteers with busy lives; board meetings should be structured so they can be as productive and efficient as possible.
- Board meetings should allow time for generative thinking and for strategic discussion.

Policy Statement

The board has adopted a consent agenda as a way of streamlining its meetings and focussing on strategic matters.

Definitions

Consent Agenda: A collection of agenda items within the regular meeting agenda that can be accepted by the board without discussion by means of an omnibus motion to approve all of the items together. Consent agenda items may be for information, for approval, or both.

Related Policies and Procedures

Guidelines for use of the consent agenda have been developed and are attached as procedures to this policy.

Review Cycle

Within a 3 year cycle.

Guidelines for Board Agendas and for the Consent Agenda

Order of business for board meetings

The agenda for any regular meeting of the board will generally follow the order of business outlined below. However, the agenda may vary from time to time, at the discretion of the board and/or its chair, in order to improve the effectiveness of any particular meeting:

- A. Call to Order
 - i. Approval of Agenda
 - ii. Consent Agenda:
 - a) Items for information:
 - Minutes from committees
 - Correspondence and Information
 - b) Items for approval
 - Minutes of previous meeting
 - iii. Declaration of Conflict of Interest
- B. Deputations/Presentations/Public meeting
- C. New business
- D. Reports from the Board
- E. Reports from Administration
- F. Unfinished Business
- G. *In camera* session (if required) and Board-only session (if required)
- H. Notice of Meeting Dates
- I. Adjournment

Guidelines for Effective Use of Consent Agendas

1. The consent agenda may include both items for information and items for approval.
2. Items that should be included in the consent agenda are those that are of a routine, non-controversial nature and that are unlikely to require discussion by the board—e.g. motion to approve minutes of the previous meeting; motion to accept reports from the administration, the chair, or committees; correspondence, other reports for information and any routine business.
3. Effective use of the consent agenda requires that board members be diligent in reviewing agenda materials well in advance, and contacting the chair or CEO before the meeting with any questions they may have or with any minor corrections, e.g. to the minutes. The clarification can then be provided to all board members in advance of the meeting. In general, items should not be removed from the consent agenda simply to have a question answered.
4. The contents of the consent agenda should be clearly itemized within the agenda, with the exact wording of any motions included.
5. In introducing the consent agenda, the chair will ask first whether any board member wishes to remove an item from the consent agenda. If any board member asks for an

item to be removed, the chair then calls for approval of the consent agenda with the removal of those items. There is no discussion of the items that remain in the consent agenda.

6. At the discretion of the chair, items removed from the consent agenda are added to the regular meeting agenda, either under 'new or unfinished business' or at some other point in the meeting.
7. The exact wording of any motions contained within and approved as part of the consent agenda must be reproduced in the minutes of the meeting, so that a record of all decisions taken by the board is maintained.

References

BoardStar: <http://www.boardstar.org/assets/documents/Consent%20Agenda.pdf>

Garber Consulting: <http://garberconsulting.com/FAQ.htm>

BOARD RESOLUTION

Title: *Open and Closed Board meetings*

Category: *Board meetings and processes*

Date Approved: February 17, 2016

Date Revised:

Purpose

This resolution identifies the issues that can be dealt with in open (public) meetings of the Library's board, and those that should be dealt with in board-only or closed (*in camera*) sessions.

Principles

- As a public institution, the Library should be transparent about the business conducted at its board meetings.
- *In camera* sessions provide an opportunity for the board to discuss confidential or particularly sensitive matters within the jurisdiction of the board, or to address sensitive internal board governance matters.
- The provincial Public Libraries Act provides that the CEO is present at all meetings of the board and its committees, except where the CEO's salary and performance evaluation is being discussed.

Policy Statement

1. In general, board meetings are open to the public. All items that can be discussed without violation of the library's confidentiality and privacy obligations should be dealt with in open session.
2. No member of the public shall be excluded from the open session except for disorderly conduct.
3. Members of the public attending a board meeting may, with the permission of the chair, address the board, subject to the following provisos:
 - a. A request for permission to raise a question, petition or submission must be delivered to the CEO's office not less than fourteen (14) days prior to the regular monthly meeting of the board. Provided however, that at the discretion of the board chair, acting reasonably and with the aim of facilitating the greatest public engagement possible, the fourteen (14) day period can be altered.
 - b. Presentations shall be limited to five (5) minutes each, exclusive of the time required to answer questions by the board.
 - c. The board chair shall decide whether, and how many, petitions, questions or submissions will be heard at any meeting.

- d. Requests to speak to the Board will be submitted in writing using the *Request to Make a Deputation Form*.
4. Provision may be made at any board meeting and whenever required for an *in camera* session and for a board-only session. The chair is responsible to ensure that any *in camera* or board-only session remains focused on appropriate items and do not digress into areas that should be discussed in open session.
5. The chair shall be advised in advance, either by the CEO or by any board member, of the need for an *in camera* session. In such cases, the chair shall announce at the opening of the meeting that there will be an *in camera* session, which will typically be held at the conclusion of the meeting's regular business. Such sessions will include any confidential personnel and collective bargaining issues, confidential negotiations with third parties, and any other matter of a confidential nature as identified in the procedures or as determined by the board at the meeting.
6. A board-only session may be requested by the chair or any board member, and will be convened following the *in camera* session, to address matters pertaining to the performance or compensation of the CEO.
7. A record of any business conducted and/or motions carried an *in camera* or board-only session will be recorded, and the item(s) will be included in a confidential addendum to the minutes and brought to the next meeting of the board for approval.

Definitions

<i>Board-only session:</i>	A meeting or portion of a meeting at which only voting members of the board are in attendance.
<i>Closed (in camera) Session:</i>	A meeting or portion of a meeting at which only board members, the CEO, and any invited resource officers or guests are in attendance.
<i>Open Session:</i>	A meeting or portion of a meeting that is open to the public.

Related Policies and Procedures

- The Province of Saskatchewan's *Local Authority Freedom of Information and Protection of Privacy Act*.
- *Library board & board committee reports procedures: in camera headings and descriptions* (attached).

Review Cycle

Within a 3 year cycle.

Request to make a Deputation

Please complete this form and submit it to the Director of Libraries & CEO. Board Agendas are finalized two Mondays prior to the Board meeting. If a Request Form is received after 10:00 am on the Monday the agenda is finalized, or if the Agenda is deemed full, the Request Form shall be considered at the next appropriate meeting. These conditions may be waived at the discretion of the Board Chairperson.

Subject of the Delegation:

- I wish to address the Board as an individual I am representing a group.
 Related or background information is attached for circulation to the Board

Name:

Firm / Organization (if any):

Address:

Postal Code: _____ Email: _____

Residential Phone: _____ Business Phone: _____

Mobile: _____

Signature: _____

Personal information on this form is being collected pursuant to *The Local Authority Freedom of Information and Protection of Privacy Act* and may form part of the public record which may be released to the public in hard copy and / or electronically. Questions about this collection should be directed to the Director of Libraries & CEO.

How to Make a Deputation:

Please submit this completed form to the Director of Libraries & CEO
Please state your name and address prior to speaking, and
Please provide a copy of materials used in your presentation, if any, to the Director of Libraries & CEO for the official record of the Board. Material provided prior to the meeting will be circulated to the Board for their review before the meeting.

How can I speak at Library Board meeting?

If you wish to make a presentation to the Library Board at a regularly scheduled meeting, please

complete the Deputation Form and return it to the Director of Libraries & CEO.

How long may I speak?

The Library Board allows deputations up to five (5) minutes to address the members.

What is the procedure?

All comments are directed to and through the Meeting Chair. Members of the Board may, through the Chair, direct a response or question where appropriate. No more than one person shall speak at one time and at all times, proper language, speech and decorum shall be maintained. The Chair may direct that any person in violation of proper decorum be expelled from the meeting location.

What happens after I speak?

After you have spoken and answered any questions, please wait and remain silent being cognizant of the fact it is now time for Members of the Board to debate the issue and make their decision or defer a decision pending additional information.

When does the Library Board meet?

Library Board meetings are generally held on the **third Wednesday** of each month. The meetings start at 4:00 p.m. and are usually held in the Board Room at the Frances Morrison Central Library.

Where can I get a copy of the meeting agenda?

Copies of Library Board agendas are available from the CEO on the Monday afternoon preceding the Board Meeting.

For further information about Library Board meetings,
or for meeting dates and times,
please visit the library's website www.saskatoonlibrary.ca



LIBRARY BOARD & BOARD COMMITTEE REPORTS PROCEDURES IN CAMERA HEADINGS AND DESCRIPTIONS

September 2015

The Library Board may close all or part of its meeting to the public if the matter to be discussed is within one of the exemptions in Part III of *The Local Authority Freedom of Information and Protection of Privacy Act* (LAFOIPP). The default is that reports are submitted to a public meeting unless there is a clear and identifiable harm to the Library. The anticipated harm must be genuine and conceivable; cause damage or detriment, not just be a hindrance or interference; and cannot be imaginary or contrived harm.

The Library Board may hold meetings closed to the public for the purpose of long-range or strategic planning, but no business may be transacted at those meetings.

The following are instances where a report may be considered In Camera:

HEADINGS	DESCRIPTION
Solicitor/Client Privilege Legal Advice or Legal Services (Section 21 LAFOIPP)	May use for written and verbal reports and updates from the City Solicitor's Office or other contracted source of legal advice.
Economic/Financial –Land (Section 17(1)(d) and (e) LAFOIPP)	May use this if the report deals with purchase of lands or property matters.
Labour/Personnel Matters (Sections 16(1)(c) and (d) LAFOIPP)	Must use this if report deals with labour-relations matters, including negotiations. May use if report deals with plans relating to the management of personnel or the administration.
Negotiations (Section 16(1)(c) LAFOIPP)	May use this if report deals with contractual or other negotiations on behalf of the Library.
Information From Other Governments (Section 13 of LAFOIPP)	Must use this if the report contains information that was obtained in confidence, implicitly or explicitly, from the Provincial or Federal Governments, or its agencies, Crown corporations or other institutions, unless the government or institution consents to the disclosure or makes the information public. May use this if the report contains information that was obtained in confidence, implicitly or explicitly, from another local authority or a similar body in another province or territory in Canada.
Personal Information (Section 28 and Section 16(1)(b) and (d) of LAFOIPP)	Must use this if the report contains personal information of identifiable individuals who are not employees of the Library, and who have not given their consent for the release of the information. May be used for discussion and consideration of matters such as appointments to Committees

Third Party Information (Section 18 LAFOIPP)	Must use this if the report contains trade secrets of a third party; financial, commercial, scientific, technical or labour relations information that is supplied in implicit or explicit confidence from the third party; statement of a financial account relating to a third party with respect to the provision of routine services from the Library; or information which, if disclosed could result in financial loss or gain, prejudice the competitive position of, or interfere with the contractual or other negotiations of a third party.
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The following exemptions set out in Part III of *The Local Authority Freedom of Information and Protection of Privacy Act (LAFOIPP)* are to be used *ONLY* when the consideration of the information publicly would result in clear and identifiable harm to the Library.

Audits and Tests (Section 19 LAFOIPP)	May use this for testing or auditing procedures or techniques, or details of specific tests or audits to be conducted, where disclosure could prejudice their use or results.
Danger to Health or Safety (Section 20 LAFOIPP)	May use this if the disclosure could threaten the safety or the physical or mental health of an individual.
Economic/Financial and Other Interests (Section 17 LAFOIPP)	May use this if the report contains information which, if disclosed could prejudice the economic interest of the Library, or result in an undue benefit or loss to a person. It also includes reports relating to contractual or other negotiations on behalf of the Library. Other uses: <ul style="list-style-type: none"> • Financial, commercial, scientific, technical or other information in which the Library has a proprietary interest or a right of use, and that has monetary value or is likely to have monetary value; • Scientific or technical information obtained through research by a Library employee, which if disclosed could deprive the employee or priority of publication.
Policy Options/Advice (Section 16(1)(a) LAFOIPP)	May use this if the report deals with advice, proposals, recommendations, analyses or policy options.
Budget Matters (Section 16(1)(e) LAFOIPP)	May use this if the report provides information regarding an upcoming budgetary decision. May not be used to debate budget decisions in private.
Draft Bylaw or Resolution (Section 15(1)(a) of LAFOIPP)	May use this if the report contains a draft of a resolution or bylaw. Would normally apply to a draft bylaw which Council is receiving legal advice about.
Consultations/Deliberations (Section 16(1)(b) of LAFOIPP)	May be used for review and determination of awards, grants, etc., or for consultations with a Committee.
Law Enforcement or Investigation (Section 14 of LAFOIPP)	May use this if the report contains information, the release of which could prejudice, interfere with or adversely affect an investigation or prosecution of an offence; be injurious to the enforcement of a resolution or bylaw; be injurious in the conduct of existing or anticipated legal proceedings; or reveal investigative techniques or procedures or a security risk.

BOARD RESOLUTION

Title:	<i>Delegation of Board Authority</i>
Category	<i>Board/management interactions</i>
Date Approved:	April 20, 2016
Date Revised:	

Purpose

This resolution clarifies the matters within the scope of the board's responsibility that have been delegated to board committees and to management.

Principles

- The board has final authority under *the Saskatchewan Libraries Act* for the management and control of the Saskatoon Public Library.
- The relationship between the board and the Director of Libraries and Chief Executive Officer ("the CEO") is a partnership; each has a vital role in the Library's success. The relationship should be based on mutual respect and trust.
- Authority can be delegated, but responsibility for delegated matters resides with the board.
- The board is a body corporate; no individual may speak for or act on behalf of the board without the consent of the board.
- Matters that have been delegated may not be further delegated without the knowledge and consent of the board.

Policy Statement**B. Matters that may not be delegated**

The board will not delegate authority for the following matters:

- Any matters that the *Act* specifies as requiring board approval;
- Matters pertaining to the board's own operations;
- The recruitment, selection, appointment, compensation and performance of the CEO;
- Setting the broad strategic direction, mission and vision of the Library;
- Matters of significant legal, financial or reputational risk;
- Decisions concerning the acquisition by lease or purchase, renovation or sale of the Library's real assets or other assets over \$50,000⁷.

⁷ Saskatoon Public Library Board meeting motion, September 16, 2015.
SPL Board Bylaws

C. Delegation to committees of the board

The board may delegate any of its powers to a committee of the board through its approved Terms of Reference, or through a resolution duly passed at a meeting of the board. All committees will report back to the board to inform the board of their exercise of delegated authority.

D. Delegation to management

Delegation to the CEO, including requests for reports, is made by the full board or its committees, and not by any individual member of the board.

The board delegates to the CEO the following authority:

- Authority for procurement, - financial transactions, and entering into contracts within the annual budget approved by the board, subject to the signing authority policy;
- Authority to seek a legal opinion on matters that may require it, within the budget approved by the board; and
- Any additional powers and duties specified in the Position Profile for the CEO as approved by board.

The CEO will report regularly to the board to inform the board of his/her exercise of delegated authority.

Scope

These delegations apply

- (1) to members and committees of the board (Section B)
- (2) to the CEO and to any individual acting as interim CEO (Section C).

Related Policies and Procedures

- Board/Management decision-making and responsibility matrix (attached)
- Position Profile for the CEO
- Search and Review Procedures for the CEO (to be developed)
- Signing Authority Policy

Consequences of Non-Compliance

The board may discipline the CEO for any unauthorized exercise of authority, up to and including dismissal.

Any violation of this policy by a member of the board will be reported to the Council of the City of Saskatoon, which appoints the board.

Review Cycle

At a minimum, every three years.

BOARD/MANAGEMENT DECISION MAKING AND RESPONSIBILITY MATRIX

“CEO” means the Director of Libraries and Chief Executive Officer

“Staff” means any senior staff member so designated by the Director

	Draft/Develop and recommend	Committee responsible	Approve	Monitor/Evaluate
Strategic Plan	Board, CEO	Governance and Nominations	Board	CEO and Board
Operations Plan	Board, CEO and Staff	Board	Board	CEO and Board
Budgets (operating and capital)	Board, CEO and Staff	Board	Board	CEO and Board
Financial Statements	CEO and Staff	Board	Board	CEO and Board
CEO Recruitment and Selection	Board ad hoc Committee	Board ad hoc Committee	Board	Board
CEO Evaluation and Emergency Succession planning	Personnel Committee	Personnel Committee	Board	Board
CEO Compensation	To be determined	To be determined	Board	Board
Salaries and Benefits and Human Resource Policies	CEO	Personnel and Services	Board	CEO and Board
Staff Appointments and Performance	CEO and Staff	n/a	CEO	CEO
Policies and Operating Bylaws	CEO	Governance and Nominations	Board	CEO and Board
Procedures and guidelines associated with approved policy	CEO	n/a	Director	CEO
MOUs, MOAs	CEO	Board	Board	CEO and Board
Risk Management Reports	CEO and Staff	Board	Board	CEO and Board
Annual Audit Statements	CEO and Staff	Board	Board	CEO and Board
Contracts under \$50,000 ⁸	CEO and Staff	n/a	CEO	CEO
Contracts over \$50,000	CEO and Staff	Finance	Board	CEO and Board
Payment of invoices, procurement ⁹	CEO and Staff	n/a	CEO	CEO
Fundraising Initiatives	CEO	Board	Board	CEO and Board

⁸ Within approved budgets, in accordance with the signing and procurement policies.

⁹ Within approved budgets, in accordance with the signing and procurement policies.

BOARD RESOLUTION

Title: *CEO Search and Selection Procedures*

Category: *Board/management interactions*

Date Approved: June 15, 2016

Date Revised:

Purpose

This resolution sets forth the board's process for initiating and carrying out a search in the event of a vacancy or anticipated vacancy in the position of the Director of Libraries and Chief Executive Officer (CEO).

Principles

- The board has final authority and responsibility under *the Saskatchewan Libraries Act* for the management and control of the Saskatoon Public Library, and for appointing its CEO.
- The Act requires the board to appoint a person with a degree in library or information science from a university accredited by the American Library Association (ALA) as library director (CEO).
- Appointing the CEO is one of the most important responsibilities of the board, and the board's relationship with the CEO is vital to the library's success.
- The privacy of the candidates and the confidentiality of the process must be respected by all participants in the search process; this means that not all information gathered by the search committee can be appropriately shared with the board. Thus, a high level of trust must exist between the board and its search committee.
- To the extent that it is appropriate, there should be open communication to members of the board, to the incumbent CEO, and to the staff about the progress of the search.

Policy Statement

1. Upon learning of a vacancy or an anticipated vacancy in the position of Director of Libraries and Chief Executive Officer, the board shall strike an *ad hoc* committee to conduct a search, in accordance with approved Terms of Reference, and shall designate a budget for the search.
2. In seeking a new CEO, the committee will advertise the vacancy and will normally conduct a national search, unless the board determines otherwise.
3. If an interim CEO is required, the board may appoint an individual to the position of interim CEO while the search is being conducted.
4. The committee will normally engage a search consultant to assist with the search.

Related Policies and Procedures

- The *Saskatchewan Public Libraries Act*
- The *Local Authorities Freedom of Information and Protection of Privacy Act*.
- Position Profile for the CEO
- Terms of Reference for the *ad hoc* Search and Selection Committee

Review Cycle

At a minimum, every three years.

APPENDIX C: Saskatoon Public Library Vision and Mission Statement

APPENDIX D: List of City of Saskatoon policies applicable to board members

APPENDIX E: List of legal documents, leases and agreements that are binding on the board