

**Ottawa Public Library Board
DRAFT MINUTES**

**Monday, March 17, 2014, 17:00
Festival Boardroom,
Ottawa City Hall, 110 Laurier Avenue West**

Present:

Chair: Jan Harder
Vice-Chair: André Bergeron

Trustees: Jim Bennett, Keith Egli, Patrick Gauch, David Gourlay, Danielle Lussier-Meek, Shad Qadri, Doug Thompson (via teleconference), Tim Tierney, Marianne Wilkinson, Rose Zeidan

Regrets: Trustees Amelita Armit, Christine Langlois

Recorder: Marc Pellerin, Library Board Assistant

CALL TO ORDER

The meeting was called to order at 17:00. Vice-Chair Bergeron arrived at 17:04. Trustee Thompson arrived at 17:17 via teleconference.

DECLARATIONS OF CONFLICT OF INTEREST

There were no declarations of conflict of interest.

PUBLIC DELEGATIONS

There were no public delegations.

COMMUNICATIONS

There were no communication items.

REGRETS

Regrets were received from Trustees Amelita Armit and Christine Langlois.

1. CONFIRMATION OF MINUTES OPLB-2014-0021
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Trustee Lussier-Meek held the item. She requested an amendment to the draft minutes to reflect the rationale of her absence at the February 10, 2014 OPL Board meeting. The minutes were approved as amended, with the following wording added to the Regrets section: "Trustee Lussier-Meek submitted her regrets pending the City Solicitor's legal opinion pertaining to trustees' record of attendance."

MOTION No. OPL 20140317/6

Moved by Trustee Thompson, seconded by Trustee Lussier-Meek,

Minutes confirmed as amended – Ottawa Public Library Board meeting of February 10, 2014.

- CONFIRMED

CHIEF EXECUTIVE OFFICER'S REPORT

Danielle McDonald, Chief Executive Officer briefed the Board on the two-year (2013-2014) work plan. She provided trustees with a high-level update as to the status of the work achieved, as well as 2014 initiatives. The work plan, largely based on the Board's 9-point governance action plan, was developed as a way to ensure a more future-facing and sustainable OPL.

OPL continues to work toward the completion of items identified on the Board Governance Action Plan and the OPL work plan, while simultaneously advancing other projects (e.g. MakerSpace, facilities development).

2. 2013 TRUSTEES' RECORD OF ATTENDANCE FOLLOW UP
OPLB-2014-0022

Rick O'Connor, City Clerk and Solicitor spoke to the item on 2013 Trustees' Record of Attendance Follow Up, as a result of concerns raised from the 2013 Trustees' Record of Attendance Report presented at the Board's January 13, 2014 meeting. Within that report, the Legal Implications section disclosed that the Ottawa Public Library Board's By-laws did not align with the *Public Libraries Act*.

Mr. O'Connor referenced Section 13(c) of the *Public Libraries Act*, which read: "If a board member is absent from the **meetings** of the board for three consecutive months without being authorized by a board resolution, the member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly." He noted that this wording was similar to Subsection 259 (1) (C) of the *Municipal Act*, 2001, with respect to a vacancy in a council if a Member is "absent from the meetings of council for three successive months without being authorized to do so by a resolution of council." Mr. O'Connor then noted that Sub-section 228 (1) of the *Education Act*, provides as follows: "A member of a board vacates his or her seat if he or she absents himself or herself without being authorized by resolution entered in the minutes, from three consecutive regular meetings of the board." In effect, the Province has instituted varying standards of attendance for different boards.

With respect to the OPL Board's Procedural By-law revised on May 13, 2013, Section 5.1(c) states: "If a Board member is absent from regular meetings of the Board for three (3) consecutive months without being authorized by a board resolution the member's seat becomes vacant and the remaining members shall forthwith declare the seat vacant and notify the appointing council accordingly." (R.S.O. 1990, c. P.44, s. 13) If a member is absent for two consecutive months of regular meetings without the board member providing written explanation for his/her absence, the member shall be notified by the Secretary that a third absence may result in the member's seat being declared vacant by the Board." This section of the Board's By-law deviates from what has already been instituted by provincial statute both in the definition of meeting and in the use of "may" versus "shall". In addition, no notification was given to Trustees by the Secretary. The Board's Procedural By-law cites that "...a third absence may result in the member's seat being declared vacant by the Board," while the *Public Libraries Act* states: "...the member's seat becomes vacant."

Mr. O'Connor then made reference to Board Policy B.18 "Trustee Absences" and noted additional inconsistencies. He cited Section 4, which read: "Notification to absent members: If a Board member is absent for two consecutive months of regular meetings without being received as per #2 above, the member shall be notified by the Secretary that a third absence may result in that member's seat being declared vacant by the Board." He then proceeded to cite Section 2: "Recording regrets: At the beginning of each Board meeting, following the Declaration of Conflict of Interest, the Board shall note regrets communicated to the City Librarian and/or the Recording Secretary." Sections 2 and 4 of the Policy have likely served as a link of receiving regrets, viewed as a standard governance approach, and with giving absolution for missing more than three months worth of meetings.

As evidence of this link, a total of 11 years worth of minutes were reviewed whereby in 2003, the Board did not have a "Regrets" section, but instead used an "Excused Absences" section. Formal motions were used at that time, suggesting that as regrets "were received and implying that members were also excused from the three months requirement. The Board's minutes dated September 10, 2007 stated that: "...a legal opinion from the City Solicitor had been obtained, whereby meeting regrets of an intermittent nature did not require a motion approving them. Therefore, the present and future practice will be to note regrets received, but not to move and second their approval." Mr. O'Connor noted that there is no evidence of a written legal opinion provided to the Board at that time, both at the City Clerk and Solicitor's Office, and the Library CEO's Office. However, he suggested that there was likely a miscommunication between the legal advice provided by the City Clerk and Solicitor's Office regarding the receipt of "intermittent regrets", versus what was identified in Board Policy, whereby motions were used to note regrets and excluding regrets from the three-month policy. Such a practice persisted until September 2013 when, under the Board's governance framework changes, the "Excused Absences" section was removed and replaced with "Regrets".

Chair Harder opened the floor to questions.

Trustee Gauch asked as to whether or not the *Public Libraries Act* applied to both citizen trustees and Councillor trustees. R. O'Connor responded in the affirmative.

Trustee Gauch inquired about the need to publicly announce the reasons a trustee may require to excuse themselves. R. O'Connor explained that the trustee in question may convey the personal rationale to the Chair in a confidential manner. A public motion would then follow upon the Chair's generic suggestion that the Member's absence was valid.

Chair Harder read the recommendations listed in Motion No. OPL 20140317/7.

Trustee Lussier-Meek abstained from voting on Motion No. OPL 20140317/7.

MOTION No. OPL 20140317/7

Moved by Vice-Chair Bergeron, seconded by Trustee Wilkinson,

WHEREAS from 2003 until 2007 the Ottawa Public Library Board (the "Board") received "Excused Absences" from Trustees unable to attend a meeting by formally adopting a specific resolution; and

WHEREAS in September 2007 the Board obtained "a legal opinion from the City Solicitor . . . whereby *meeting regrets of an intermittent nature did not require a motion approving them*" and determined that, "the present and future practice will be to note regrets received, but not to move and second their approval"; and

WHEREAS in September 2013 the Board's minute format was further revised such that the phrase "Excused Absences" was deleted in favour of the more generally-accepted term, "Regrets"; and

WHEREAS at the January 2014 meeting, the Board received a report entitled, "2013 Trustees' Record of Attendance" which noted that the Board By-law Review Process had identified inconsistencies between some of the Board's policies, by-laws, and the *Public Libraries Act* as they related to "absences authorized by a Board resolution"; and

WHEREAS the Chair directed staff to seek further legal input on this matter in order to guide the Board on the next steps with respect to Trustees' absences; and

WHEREAS the City Clerk and Solicitor has reviewed this matter and provided a verbal legal opinion to the Board with respect to its statutory obligations;

THEREFORE BE IT RESOLVED THAT the Board continue its current practice of

“receiving” Trustees’ regrets of an “intermittent nature” from meetings; and

THEREFORE BE IT FURTHER RESOLVED THAT staff and the Ad-hoc Group on Governance be directed to review and recommend the necessary changes to the Board’s relevant by-laws and policies in order to ensure that they are both consistent and compliant with the *Public Libraries Act* in all matters.

- CARRIED, with Trustee Lussier-Meek abstaining

Trustees Egli and Qadri left at 17:12.

3. DEVELOPMENT CHARGES STRATEGIC FRAMEWORK – PROJECTS LISTING OPLB-2014-0023
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MOTION No. OPL 20140317/8

Moved Trustee Thompson, seconded by Trustee Lussier-Meek,

That the Ottawa Public Library Board approve the Development Charges project listing for the period 2015 – 2024 as identified in Document #1, within the revised service level cap of \$35M.

- CARRIED

4. APPROVAL OF TRUSTEE ATTENDANCE FOR CANADIAN LIBRARY ASSOCIATION & AMERICAN LIBRARY ASSOCIATION CONFERENCES OPLB-2014-0024
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Chair Harder noted that she will be participating as a speaker at the 2014 Canadian Library Association (CLA) conference in Victoria, British Columbia.

Trustee Zeidan expressed her interest in attending the 2014 CLA conference. Trustee Wilkinson moved that Trustee Zeidan also be approved to attend the 2014 Canadian Library Association Conference.¹ There were no expressions of interest from members of the Board to attend the 2014 American Library Association Conference.

¹ **Note:** Following the Board meeting on March 18, 2014, Trustee Zeidan withdrew her intent to attend the 2014 Canadian Library Association Conference.

MOTION No. OPL 20140317/9

Moved by Trustee Wilkinson,

That the Ottawa Public Library Board approve Trustee Zeidan, in addition to Chair Harder, to participate in the 2014 Canadian Library Association Conference held May 28 to May 31, 2014 in Victoria, British Columbia.

- CARRIED

5. APPROVAL OF WEST DISTRICT SHELVING PURCHASE OPLB-2014-0025
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Trustee Zeidan held the report. She asked if the shelves would be purchased outside of the original project scope. She further inquired as to whether or not the furniture and equipment were part of the original project scope. Elaine Condos, Division Manager, Facilities and Fleet explained that the cost of the furniture is included in the total project budget, within the \$10,000,000 envelope for the full project. Furniture and equipment were not included as part of the construction contract. Chair Harder added that Board approval is required as the amount of \$204,604.80 exceeds the CEO's \$150,000 delegated authority. The amount of \$204,604.80 is included within the Board-approved capital amount of \$10,000,000.

MOTION No. OPL 20140317/10

Moved Trustee Zeidan, seconded by Trustee Wilkinson,

That the Ottawa Public Library Board approve the purchase of shelving for the West District project (expanded Beaverbrook branch) totalling \$204,604.80 (plus applicable taxes) from Library Outfitters Furnishings & Design; and,

That the Board delegate authority to the CEO to exercise approved spending authority for all Beaverbrook branch expansion project purchases up to the Board-approved capital amount of \$10,000,000.

- CARRIED

6. AD-HOC WORKING GROUP ON SAFETY & SECURITY REPORT OPLB-2014-0026

MOTION No. OPL 20140317/11

Moved Trustee Thompson, seconded by Trustee Lussier-Meek,

That the Ottawa Public Library Board receive the report from the Ad-Hoc Working Group on Safety and Security; and

That the Board approve the revised Customer Code of Conduct.

- CARRIED

7. FOURTH QUARTER 2013 FINANCIAL STATEMENTS OPLB-2014-0027

Trustee Zeidan held the report and made a general statement. She stated that the report identifies savings from the implementation of RFID will be used to offset the cost of the new positions needed for the expanded Beaverbrook Branch. She further stated that savings from the implementation of RFID in other branches should be applied towards lowering the library budget. Danielle McDonald, Chief Executive Officer mentioned that when RFID was initiated, the original intent was to self-fund the implementation of such technology. OPL has maintained its obligation in this regard. Although efficiencies have been achieved, the OPL system has not grown for a number of years. No commitments can be made regarding efficiency savings until the next budget cycle.

That the Ottawa Public Library Board receive the fourth quarter financial reports.

- RECEIVED

8. BOARD GOVERNANCE ACTION PLAN AND AD-HOC WORKING GROUP UPDATE OPLB-2014-0028
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That the Ottawa Public Library Board receive this report for information.

- RECEIVED

9. ONTARIO LIBRARY ASSOCIATION CONFERENCE TRUSTEE REPORT OPLB-2014-0029
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Chair Harder noted that Trustee Gauch's OLA conference presentation will be made available in April. She thanked Trustee Thompson for submitting his report.

That the Ottawa Public Library Board receive this report for information.

- RECEIVED

10. FEDERATION OF ONTARIO PUBLIC LIBRARIES ANNUAL GENERAL MEETING REPORT OPLB-2014-0030

Vice-Chair Bergeron thanked Trustee Bennett for his longstanding contributions for his work on the Federation of Ontario Public Libraries Board.

That the Ottawa Public Library Board receive this report for information.

- RECEIVED

11. MONITORING REPORT: A.15 ADMINISTRATIVE PRACTICES OPLB-2014-0031
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That the Ottawa Public Library Board receive this monitoring report for information.

- RECEIVED

12. MONITORING REPORT: A.20 DIRECTORS' INSURANCE OPLB-2014-0032
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That the Ottawa Public Library Board receive this monitoring report for information.

- RECEIVED

Chair Harder noted that the Board's Ad-Hoc Working Group responsible for the Board's Procedural By-law & Policy Review will be reviewing the future need of monitoring reports.

13. 2014 CALENDAR OF REPORTS, OUTSTANDING INQUIRIES, MOTIONS AND UNSCHEDULED REPORTS OPLB-2014-0033

Chair Harder mentioned that the Semi-Annual Performance Measurement Framework originally scheduled to be presented to the Board at its April 14, 2014 meeting, will not be made available at that time. With the new performance measurement framework being implemented, some inconsistencies have been uncovered as part of the new process. She mentioned that staff is investigating the issue, and further suggested Trustee Bennett's involvement into the launching of the new performance measurement framework.

That the Ottawa Public Library Board receive this report for information.

- RECEIVED

NOTICES OF MOTION

There were no notices of motion.

OTHER BUSINESS

There was no other business.

INQUIRIES

No inquiries were submitted.

IN CAMERA

MOTION No. OPL 20140317/1

Moved by Trustee Tierney,

That the Ottawa Public Library Board move in camera in accordance with section 16.1 (4)(b) Public Libraries Act, R.S.O. 1990, CHAPTER P.44, to discuss personal matters about an identifiable individual.

- CARRIED

MOTION No. OPL 20140317/2

That the Ottawa Public Library Board return to open session.

- CARRIED

CEO EXECUTIVE PERFORMANCE REVIEW 2013

MOTION No. OPL 20140317/3

Moved by Trustee Gourlay, seconded by Trustee Tierney,

That the Ottawa Public Library Board approve the Executive Performance report 2013 for the Chief Executive Officer and her proposed goals and objectives for 2014, in accordance with the City of Ottawa Salary and Administration Guidelines for Management and Professional Exempt (MPE) employees.

- CARRIED

ADJOURNMENT

MOTION No. OPL 20140210/12

Moved by Trustee Thompson,

That the Ottawa Public Library Board meeting be adjourned at 18:14.

- CARRIED

Minutes approved by:

Chair

Secretary