

Report to / Rapport au:

**OTTAWA PUBLIC LIBRARY BOARD
CONSEIL D'ADMINISTRATION DE LA BIBLIOTHÈQUE PUBLIQUE D'OTTAWA**

**October 15, 2014
Le 15 octobre 2014**

**Submitted by / Soumis par:
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Ref N°: OPLB-2014-0092

SUBJECT: Ottawa Public Library Board Rules of Procedure By-Law and Policy Framework

OBJET : Règlement sur les règles de procédure et cadre stratégique du C.A. de la Bibliothèque publique d'Ottawa

REPORT RECOMMENDATIONS

That the Ottawa Public Library Board approve:

- 1. The proposed Rules of Procedure By-law of the Ottawa Public Library Board to govern the proceedings of the Board; and,**
- 2. That the Rules of Procedure By-Law come into force and effect on January 1, 2015; and,**
- 3. That the Ottawa Public Library Board approve the proposed Policy Framework for Board governance and operations policies.**

RECOMMANDATIONS DU RAPPORT

Que le C.A. de la Bibliothèque publique d'Ottawa approuve :

- 1. Le Règlement sur les règles de procédure proposé, destiné à régir les débats du C.A. de la Bibliothèque publique d'Ottawa;**
- 2. Que le Règlement sur les règles de procédure entre en vigueur le 1er janvier 2015;**
- 3. Que le C.A. de la Bibliothèque publique d'Ottawa approuve le cadre stratégique proposé pour la gouvernance et les politiques opérationnelles du C.A.**

BACKGROUND

On November 19, 2012, the Ottawa Public Library Board (“the Board”) received the results of a governance review as well as a nine-point action plan designed to address key concerns. Item 6 was to “Review and modify, with Board input as appropriate, information provided for Board meetings to support a strategic focus.”

The action plan for this item included a requirement to review the Board’s current policy framework including its procedure by-law (“the By-law”). On September 9, 2013, the Board approved an Ad-Hoc working group to develop and review the draft revised By-law. Trustees Armit, Bennett, and Gauch, sat on the Ad-Hoc working group along with staff members (Chief Executive Officer, Division Manager Facilities and Fleet, Manager Planning and Board Support, and the Library Board Assistant). The scope of this Ad-Hoc group was later expanded to include review of a proposed Board policy framework that would align with the Delegation of Authority Policy and proposed By-Law.

The proposed By-Law (Appendix 1) and policy framework (Appendix 2) have been developed to address key areas of concern. A Notice of Motion advising the Board that “a Board Procedure By-Law will be coming for approval and enactment at an upcoming meeting” was approved on April 14, 2014.

According to the existing By-Law, the introduction of new By-Laws or amendments to existing, require a two-thirds vote of the whole Board.

DISCUSSION

The Board is constituted under the Public Libraries Act, R.S.O. 1990, Chapter P.44 (“the Act”) as amended from time to time. The extant By-law came into force on April 24,

2001, and was last amended on May 13, 2013. The current By-law (Appendix 3) has identified gaps and inconsistencies, and is not fully compliant with the Act. It was determined that the current By-law required a rewriting rather than a refreshing. The Ottawa Police Services Board Procedure By-law No. 2 of 2011 served as the basis for the Board's proposed By-law.

The By-law was customized for the Board to reflect policies and practices, as well as direction provided through Board approval of a new Delegation of Authority Policy ("the DOA") on July 8, 2013.

The general approach taken in developing the new By-Law was to exclude information that was direct language found elsewhere (e.g. PLA). This has streamlined the Rules of Procedure, and will help to avoid potential inconsistencies. Examples include the sections on vacancy and conflict of interest.

Significant changes to the By-law include the following:

7. (4) Application

- Currently, the rules and practice of *Bourinot's Rules of Order* governs wherever applicable in all cases not specifically provided for in the existing By-Law (9.2)
- Change: Proposed By-Law cites *Robert's Rules of Order* as the authority.
- Rationale: *Robert's Rules of Order* is much more widely used as a parliamentary authority.

8. (1) Membership and Composition

- The existing By-law does not speak to the size of the Board.
- Change: Proposed By-law references the size of the Board as 9 members as amended from time-to-time by approval of the City, and as required in the Act.
- Rationale: Section 9. (1) of the Public Libraries Act specifies a minimum of five members appointed by Council. The reduction of the Board from 14 to 9 members was approved on November 12, 2012 as an action item emanating from the governance review.

9. (1) Selection of Chair and Vice Chair

- Section 2 Inaugural Meetings of the exiting By-Law was identified by the Board as in need of revision.
- Change: The electoral process is identified step-by-step, voting is by secret ballot, and eligibility to vote requires physical attendance at the meeting.
- Rationale: Secret ballots are a best practice for Canadian public library systems. Physical attendance is necessary to cast a ballot.

15. Meetings of the Board

- The existing By-law was amended in May 2013 to provide the Board with flexibility in scheduling meetings on a date other than the second Monday of each month.
- Change: The proposed wording complies with the PLA requirement for a minimum of 10 regular monthly meetings, and removes reference to a specific day of the week.
- Rationale: Provides the Board with the flexibility to establish any day of the week as its regular meeting date, plus complies with the requirements of the Act.

19. Quorum

- Section 7.3 of the existing By-law defines attendance at Board meetings through physical or electronic (teleconference) attendance, providing equipment and technical support are available.
- Change: Removed reference to electronic meetings.
- Rationale: The Board does not have legislated authority through the Public Libraries Act or the Municipal Act to hold electronic meetings.

21. (1) Agenda

- Section 3.4 of the existing By-Law states: "...written notice of all regular meetings together with the proposed agenda and the minutes of the immediately preceding

regular meeting and of any special meetings shall be communicated to Board members at least five business days in advance of the meeting.”

- Change: All supporting documentation (i.e. the meeting package) must be delivered to Board members five business days in advance of the meeting.
- Rationale: The Ad-Hoc working group members indicated that Board Members require sufficient time to review all meeting documentation in advance of the meeting, in order to be prepared for discussion and decision making.

44. Amendment and Repeal

- Section 14.1 of the existing By-Law outlines the requirement of a two-third vote of the whole Board to introduce or make amendments.
- Change: This by-law shall not be amended or repealed except by a simple majority of the whole Board.
- Rationale: The use of a simple majority is used throughout the By-Law for consistency.

The Board's Governance and Executive Limitations policies have also been reviewed in conjunction with the 2013-approved DOA and draft procedure By-law. The proposed Board policy framework is much more streamlined and has been cross-walked against the DOA and proposed By-law.

Currently, the Board has 30 Executive Limitations policies (which generated monthly Board Monitoring Reports until July 7, 2014), 23 Governance Process policies, 6 Board-CEO Relationship policies, and 1 Global Ends policy. The new Policy Framework identifies the requirement for 16 Board governance and operations policies.

In response to the 2012 governance review, the DOA, By-law and Policy Framework (the latter two once approved) provide a solid foundation for Board governance and operation. In addition, the DOA is set to be reviewed in 2015 (one year of implementation) in response to some minor changes that are required.

CONSULTATION

Consultation included the following: Library Services Advisory, Ministry of Tourism, Culture and Sport; other large public library systems; the City Clerk's Office; and, Ottawa Public Health. External assistance was provided by Jacques Levesque, President and CEO, Transform Management Consulting, Inc.

The draft By-law was verified against the Act, the Ontario Human Rights Code, the current By-law, the Delegation of Authority, and the Board's governance and operational policies.

LEGAL IMPLICATIONS

There are no legal implications associated with this report.

RISK MANAGEMENT IMPLICATIONS

The new Rules of Procedure By-Law reduces risk through compliance with the Act, serving the fundamental purpose of establishing and codifying the rules of order, regulations, and procedures of all Board meetings, and thus, optimizing decision-making and efficiency.

ACCESSIBILITY IMPACTS

There are no accessibility impacts.

TECHNOLOGY IMPACTS

There are no technology impacts.

FINANCIAL IMPLICATIONS

There are no financial implications associated with this report.

BOARD PRIORITIES

The new Rules of Procedure By-Law and Policy Framework respond to the November

2012 nine-point Governance Action Plan.

SUPPORTING DOCUMENTATION

1. [Appendix 1: Board of the Ottawa Public Library Rules of Procedure By-law \(July 2014\)](#)
2. [Appendix 2: Ottawa Public Library Board Policy Framework \(July 2014\)](#)
3. [Appendix 3: By-Laws of the Board of the Ottawa Public Library \(amended May 2013\).](#)
4. [Reference: Ontario Public Libraries Act, R.S.O. 1990, Chapter P.44](#)
5. [Reference: Ottawa Public Library Board Delegation of Authority Policy, approved July 8, 2013, Reference #OPLB-2013-0075](#)

DISPOSITION

The new Rules of Procedure By-Law will be enacted on January 1, 2015. Board governance and operations policies, as identified in the Policy Framework, will be developed for Board approval in 2015.