

ACTION

Subject: Governance and Audit Committee Report

Prepared by: Elaine Condos, Division Manager, Facilities and Business Services on behalf of Patrick Gauch, Chair, Governance and Audit Committee

Prepared for: Ottawa Public Library Board

Meeting of: October 15, 2012

Date: October 2, 2012

RECOMMENDATION:

1. That the Board approves the following policies as revised:
 - Policy A.14 Environmental Sustainability
 - Policy B.7 Annual Board Planning Cycle
 - Policy C.4 CEO's Membership on Other Bodies
 - Policy C.5 Authority Over Staff

References

- Document 3, 2012 OPL Board Work Plan, April 16, 2012.
- Document 5, 2012 OPL Strategic Work Program, May 14, 2012.

Background

1. The Governance and Audit Committee met on September 27, 2012.
2. Policy Review – Revisions Recommended

The Governance and Audit Committee reviewed a number of Executive Limitation Policies, Board Governance, and Board-CEO Relationship Policies in accordance with the annual planning calendar. Changes are indicated in either bolding (to add) or strike-out (to delete). Note that the following policies have been held back by the committee for further review:

 - Policy A.2 *Staffing and Staff Relations*
 - Policy B.8 *Board Training*
 - Policy B.16 *Board Compensation*
 - Policy B.23 *Board Participation in Library-Related Conferences, Meetings & Events*

The Governance and Audit Committee recommends revisions to four Board policies as follows:

A.14 Environmental Sustainability: In accordance with the Governance and Audit Committee's direction, this policy was amended to align with City of Ottawa practices related to environmental sustainability. (Attachment 1)

B.7 Annual Board Planning Cycle: In accordance with the Governance and Audit Committee's direction, this policy was amended to align with the Committee's newly adopted policy review structure. The term "Ends" was also amended throughout the policy to better align with OPL terminology. (Attachment 2)

C.4 CEO's Membership on Other Bodies: In accordance with the Governance and Audit Committee's direction, this policy was amended to acknowledge the Board's established contract negotiation process, encompassing organizational memberships on other bodies. (Attachment 3)

C.5 Authority Over Staff: In accordance with the Governance and Audit Committee's direction, this policy was amended to reflect OPL's current practices. (Attachment 4)

3. Policy Review – No Revisions Required

The following policies were reviewed and no changes are recommended:

Executive Limitations Policies: A.7 Compensation and Benefits, A.22 Safety and Security Practices, and A.27 Municipal Freedom of Information and Protection of Privacy Act

4. Board Self-Evaluation and Governance Review

Work is progressing with the Board Self-Evaluation and Governance Review. Jacques Levesque, President & CEO, Transform Management Consulting will be compiling all data collected through interviews and questionnaires. The results of the Board Self-Evaluation will be presented at the OPL Board's November meeting. A Board Governance Workshop has been scheduled on November 6. Additional information will be provided to the Board closer to the date.

Attachments

1. Policy A.14 Environmental Sustainability
2. Policy B.7 Annual Board Planning Cycle
3. Policy C.4 CEO's Membership on Other Bodies
4. Policy C.5 Authority Over Staff

OTTAWA PUBLIC LIBRARY BOARD

POLICY TYPE: Executive Limitations

POLICY TITLE: Environmental Sustainability	POLICY NUMBER: A.14
DATE OF BOARD APPROVAL: November 17, 2003	DATE LAST REVIEWED: November 30, 2011 <u>September 27, 2012</u>
DATE REVISED: February 8, 2010	MONITORING POLICY:

The CEO shall ensure that the Library's practices for environmental sustainability are ~~consistent~~ aligned with those of the City of Ottawa.

OTTAWA PUBLIC LIBRARY BOARD

POLICY TYPE: Governance Process

POLICY TITLE: Annual Board Planning Cycle	POLICY NUMBER: B.7
DATE OF BOARD APPROVAL: December 5, 2002	DATE LAST REVIEWED: April 21, 2011 <u>September 27, 2012</u>
DATE REVISED: May 9, 2011	MONITORING POLICY: <u>No monitoring reports required for B policies.</u>

The Board will follow an annual agenda which (a) completes a ~~re-exploration~~ review of approximately 50% of ~~Ends-Governance~~ policies annually and (b) continually improves its performance through attention to Board education and to enriched input and deliberation.

1. The cycle will conclude each year on the last day of April in order that administrative budgeting can be based on accomplishing a one-year segment of the most recent Board long-range vision.
 - A. In the first one or two months of the new cycle, the Board will develop its agenda for the ensuing one-year period.
 - B. To complete and start the next cycle, the Board will consider key issues that need to be addressed during the City of Ottawa's budget process for the next fiscal year.
2. Education, input and deliberation will receive paramount attention in structuring the series of meetings and other Board activities during the year.
 - A. To the extent feasible, the Board will identify those areas of education and input needed to increase the level of wisdom and forethought it can give to subsequent choices.
 - B. The Board will discuss governance matters, including orientation of new board members in the Board's governance process.
 - C. The Board will receive presentations by outside authorities to help in the review and amendment of ~~Ends-Governance~~ policies.

- D. The Board will build links to and schedule consultations with outside groups and persons whose opinions would be helpful to the Board. These groups will include, but are not limited to, local school boards, local authors' associations and other organizations focusing on issues of education, training, culture and literacy.
3. Throughout the year, the Board will deal with consent items as expeditiously as possible. A consent item on the agenda may be removed for discussion only by a request by a member of the Board or by the CEO.
4. The sequence derived from this process for the Board planning year ending April 30th is as follows:
- A. May/June: Celebration; review of past year, Board self-evaluation, contemplation of improvement areas, and planning for the coming year.
- B. September: Continuation of June agenda, but with decisions on a rough agenda for the year, other groups to be involved for input, and Board education needs.
- C. Ongoing: Scheduled review of all *Executive Limitations, Governance Process, and Board-CEO-Relationship* policies, at least ~~annually~~ **biennially**.

Annual Agenda Planning

Note: Policy references will be added as they are approved.

Month	Governance Process	Board—CEO Relationship	Executive Limitations	Ends	Linkage
January	B.1 B.2 B.17		A.9 A.11 A.12		
February	B.4 B.5 B.12		A.10 A.13 A.21		
March	B.6 B.16 B.18		A.20 A.15		
April	B.7 B.8	C.5	A.2 A.7 A.22		

May	B.9 B.10 B.15		A.3 A.4 A.6		
June	B.11 B.13	C.4	A.1 A.5 A.30		
September	B.20 B.24		A.19.1 through A.19.6 A.23		
October	B.21 B.22 B.23		A.8 A.27		
November		C.1 C.2 C.3 C.6	A.16 A.17 A.31	D.1	
December	B.25 B.26		A.14 A.29		

Month	Executive Limitations		Governance Process		Board – CEO Relationship		Ends Governance		Linkage
	Year 1	Year 2	Year 1	Year 2	Year 1	Year 2	Year 1	Year 2	
January	A.9 A.11 A.12		B.1 B.2 B.17						
February		A.1 A.5 A.30		B.11 B.13					
March	A.10 A.13 A.21		B.4 B.5 B.12						
April		A.19.1 A.19.2 A.19.5 A.16.6 A.23		B.20 B.24					
May	A.15 A.20		B.6 B.16 B.18						
June		A.8		B.21 B.22 B.23					
September	A.2 A.7 A.14 A.22 A.27	A.22 A.27	B.7 B.8		C.4 C.5				
October		A.16 A.17 A.31		B.25 B.26					
November	A.3 A.4 A.6		B.9 B.10 B.15			C.1 C.2 C.3 C.6		D.1	
December									

OTTAWA PUBLIC LIBRARY BOARD

POLICY TYPE: Board-CEO Relationship

POLICY TITLE: Chief Executive Officer's Membership on Other Bodies	POLICY NUMBER: C.4
DATE OF BOARD APPROVAL: December 5, 2002	DATE LAST REVIEWED: September 22, 2011 <u>September 27,</u> <u>2012</u>
DATE REVISED: October 17, 2011	MONITORING POLICY: Monitored annually in conjunction with CEO performance review

The CEO is encouraged to participate in other civic and library-related bodies, in order to gain knowledge, be exposed to new viewpoints, and publicize the Library.

~~Personal membership in these organizations (e.g. Canadian Library Association, American Library Association,) shall be the personal responsibility of the CEO.~~

The CEO will ensure that her membership or duties in any body will not bring the Library into disrepute, nor place her in a conflict of interest.

As part of the Chief Executive Officer's annual performance review, the CEO will review any major time commitments with other bodies to ensure these do not interfere with the performance of the Chief Executive Officer's duties.

OTTAWA PUBLIC LIBRARY BOARD

POLICY TYPE: Board-CEO Relationship

POLICY TITLE: Authority Over Staff	POLICY NUMBER: C.5
DATE OF BOARD APPROVAL: December 5, 2002	DATE LAST REVIEWED: April 21, 2011 <u>September 27, 2012</u>
DATE REVISED: June 14, 2010	MONITORING POLICY:

All authority over and accountability of staff, library consultants and contractors, is considered to be the responsibility of the CEO.

Accordingly:

1. The Board and/or individual trustees will never give instructions to persons who report directly or indirectly to the CEO.
2. The Board will not formally evaluate any staff member other than the CEO.
3. Except as required by law, the Board will not participate in decisions or actions involving the hiring, ~~hiring freeze, spending freeze,~~ evaluating, disciplining or dismissal of any employee other than the CEO.
4. Notwithstanding the above, the Board may deal directly with the Board's external auditor and legal counsel.