

Meeting Management

Boards

Under the *Public Libraries Act, R.S.O. 1990, chapter P.44* (the PLA), public libraries are established by the passing of a by-law by municipal council. When the by-law is passed under PLA subsection 3 (1), the clerk is required to promptly mail or deliver a copy of the by-law to the Minister. Once the library is established by municipal by-law, public libraries in Ontario must be operated under the management and control of a public library board. Section 3(3) of the PLA states that:

Board - (3) A public library shall be under the management and control of a board, which is a corporation known in English as The (insert name of municipality) Public Library Board and in French as Conseil de la bibliothèque publique de (insert name of municipality). R.S.O. 1990, c. P.44, s. 3 (3).

There are also clauses for union libraries and for county libraries, with similar wording on the management and control function of the board. This library board has the authority to formulate policies concerning the operations and services of the public library.

As it is only the entire board that has the authority to act, not individual board members, the board meeting is the most important opportunity for the board to do its work - to discuss issues, make decisions, solve problems, educate board members, plan for the future and review material submitted by staff. The library board clearly has an important role to play, and for this reason, paying attention to the details of a meeting can help the library to operate effectively.

In this document, we will look at several elements for library board meeting:

- First meeting of the new board,
- Timing of meetings and committee meetings
- Meeting agendas
- Officers of the Board and Chairing effective meetings
- Rules of order
- Closed sessions and confidentiality
- Board as a unit
- Code of conduct

First meeting of the new board

In preparation for the first meeting of the new board, the establishing council needs to appoint people to serve on the library board. Under *PLA* Section 10 (4), “the first appointments of members of a new board shall be made at a regular meeting of council and the member shall take office as soon as possible thereafter, and thereafter appointments shall be made at the first meeting of council in each term, but if the council fails to make the appointments at its first meeting, it shall do so at any regular or special meeting held within 60 days after its first meeting”.

These library board appointments are made for the term of the municipal council. Under *PLA* Section 10 (3), “a board member shall hold office for a term concurrent with the term of the appointing council, or until a successor is appointed, and may be reappointed for one or more further terms.”

The *PLA* also specifies when the first meeting of the new board will be held. *PLA* Section 14 (1) states that “The first meeting of a board in a new term shall be called,

- (a) if a by-law has been passed under subsection (2), by the chief executive officer appointed under subsection 15 (2); and
- (b) if no by-law has been passed under subsection (2), by the clerk of the appointing council or, in the case of a union board, the clerk of the municipality having the greatest population.

It should be noted that in many libraries, this first meeting of the new term may be called by the Library CEO as this function is usually included in the municipal by-law. Subsection 14(2) reads that, “A municipal council or, in the case of a union board, a majority of the municipal councils affected may by by-law authorize the chief executive officer appointed under subsection 15 (2) to call the first meeting of the board in each new term.”

At this first meeting of the library board, there is some administrative work to be done. The first item of business is to **elect a chair**. *PLA* Section 14 (3) states that “ A board shall elect one of its members as chair at its first meeting in a new term.”

- **Vice-Chair** - It is not necessary to elect a vice-chair for the board, although it is common practice to do so. *PLA* Section 14 (4) states that “in the absence of the chair, the board may appoint one of its members as acting chair.
- **Term of the Chair** - *PLA* Section 10(3) sets out that a board holds office for a term concurrent with council, while *PLA* 14(3) notes that a board chair is elected at the first meeting in its new term. The chair, therefore, should hold office for the four years concurrent with council’s term, barring disqualification as set out in *PLA* section 13 or if the person resigned. With this in mind, there would be no reason for a board to elect a chair every year, and looking at it the other way, if the *PLA* enabled one-year board chair terms or rotating chairs every two years and the like, the *PLA* would set this out in the legislation, but it does not.

Timing of meetings

Current provincial legislation requires a library board to meet at regular intervals, although allowance is given for additional meetings and, as necessary, for special meetings.

The *Public Libraries Act, R.S.O. 1990, chapter P.44*, Section 16 (1) states that “A board shall hold regular meetings once a month for at least 10 months each year and at such other times as it considers necessary.” The legislation does not specify the months in which a library board must meet, and some boards forego meetings in the summer months, while others miss meetings in the winter months. Members of the library board are expected to attend every meeting, and so some care should be taken to ensure that the timing for these meetings works for most members. As all regular meetings must be open to the public, these dates must be publicized (more about open and closed meetings later in this document).

There are provisions in the legislation for special meetings. *PLA* Section 16 (2) that “The chair or any two members of a board may summon a special meeting of the board by giving each member reasonable notice in writing, specifying the purpose for which the meeting is called. “.

Committees and Timing of committee meetings

Many boards use committees to assist the board in the job of governance. It should be noted that a committee’s task should be part of the work of the board, rather than the work of the staff. Some library boards use standing committees, such as ‘Personnel’ or ‘Finance’ that do work outside of board meetings and report back to the full board.

The major drawback in using committees is that they can interfere with the integrity of the board and can cause confusion for the CEO or staff members with respect to which ‘body’ has authority. This is especially true of an executive committee, which can place the board’s authority in the hands of a few members.

Some libraries prefer to use ad hoc committees, which are time-limited and with a specific purpose, much like a task force. An example of such as ad hoc committee might be a strategic planning steering committee with responsibility for guiding the strategic plan through the process to the writing of the plan. After the written strategic plan is released, the library board and staff would work together to implement the plan, but the ad hoc committee’s work is completed.

Every committee meeting must be an open meeting, and so, if the library board has committees, then these meetings must be publicized and noted carefully. *PLA* Section 16.1 (1) states the “in this section, “committee” means any advisory or other committee, subcommittee or similar entity of which at least 50 per cent of the members are also members of the board; (and) “meeting” means any regular, special, committee or other meeting of the board” and then further Section 16.1 (2) states that “Except as provided in this section, all meetings shall be open to the public”.

Agendas

It is important to plan meetings, to provide information to members so that they can be prepared to meet, and to run the meeting in such a way that the work is accomplished efficiently and effectively. The agenda is the ideal tool for meeting planning. It is more than a mere list of business items to be considered. It is an invaluable tool to focus discussion and use time productively.

Who creates the agenda? The agenda is the plan for the board's work. The board and staff need to work together to create a workable overall meeting plan for the board's term. However, the CEO often produces the actual agenda for a specific board meeting. The CEO usually remains in place from board term to board term, but the board members may come and go. The ongoing experience of the CEO is a valuable resource for the board.

How to focus board meeting agendas on board work and avoid administrative activities

- **The agenda should reflect the board's job** The fundamental work of the board includes monitoring organizational performance and overseeing the finances. The agenda therefore should reflect this level of discussion and not the job of management. One of the features of good governance is the separation of board and management roles.
- **Minimize focus on minor items or correspondence** Provide a 'correspondence summary' for complete copies of all correspondence with one copy of correspondence available should a board member wish to refer to it. Those items that the board does not require for monitoring or for decision-making should be clearly labeled as items that are for 'Information only'.
- **Agendas should move the board forward** The board's work is largely strategic and directed towards the future. A best practice is to have a long-term plan to move board work from month to month. Creating an annual agenda is a useful way to ensure that the board has the time to accomplish all of the necessary tasks over the course of the year. The board should be aware when budget discussions, CEO evaluation, key community events or board recruitment must take place. The agenda should lead the board throughout its four-year term enabling it to handle both the expected and unexpected business of library governance.
- **Agendas should allow for discussion of important matters** It is important that, as a board, you come to value time spent in genuine conversation. While it is always tempting to want decisions to be made quickly and unanimously, the reality is that the bigger the decision is, and the more complex the situation, the greater the need is for conversation before the decision. In the context of board meetings where important decisions are being made there must be time allotted for open dialogue in which everyone feels free to express their views and perspective believing that they are contributing a valid piece of the overall picture. At the same time, everyone must be willing to change their views by learning something new. It is helpful to remember that dissent and differences are good because they ensure that more ideas get discussed and more factors taken into consideration. Multiple perspectives are any group's greatest asset because they lead to a fuller exploration of options before deciding on a course of action. Collective intelligence is a newly coined term that speaks to the power of

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multiple perspectives. By thinking well together, a group can access greater intelligence than any individual's capacity.

- Ideally, the annual agenda should also reflect the current goals and objectives the board is seeking to achieve as part of its strategic plan. Relating the annual agenda directly to the results the board is seeking to achieve focuses board work on the future and on moving ahead. It also provides a means of tracking and evaluating its progress in meeting community needs.

Three types of agendas

a) Annual board plan

Developing an annual agenda plan can be an invaluable tool in steering the board's work towards accomplishing specific results.

Month	Strategic issues	Information needed	Board action	Governance	Information needed	Board action
January						
February						
Et cetera						

- The **Strategic issues** column identifies the strategic or critical issues the board must consider. The issues are major in nature and may be local or span the entire library community. Discussion of these issues will eventually result in board action, policy, and service responses. Once part of the library's overall service, they will be monitored and evaluated.
- The next column, **Information needed**, should contain the information the board will need to support both discussion of, and action on, strategic issues. It will come up as needed.
- The **Board action** column will contain the action proposed by the board as a result of strategic issues discussion, such as a motion or policy.
- The **Governance** column contains those activities the board must include on the agenda in order to fulfill its accountability obligations. For example, this column should include elements of the board's job that relate to accountability. It also includes items such as Policy development, review and revision, financial oversight, connections with council and the community, monitoring and evaluation, committee work such as CEO appraisal, facility planning or recruitment.
- The next column, **Information needed**, should contain those reports and monitoring documents the board will need to review at any particular meeting.
- The **Board action** column will contain the action proposed by the board as a result of governance discussions.

b) Annotated agenda

Monthly agendas should give board members a clear idea of how to prepare for the meeting. An annotated agenda will provide information not just about the item to be discussed, but also what materials board members should read prior or bring to the meeting. A good agenda will also include an estimate of how long board members might expect to spend on particular items. The Board Chairperson and CEO will also have a more detailed agenda with notes relating to facilitation of the meeting.

c) Consent agenda

The consent agenda is a helpful device that public sector boards use to handle agenda items that don't require a great deal of discussion. Typically, a consent agenda facilitates passing a number of items with one single motion without discussion. However, the request of a single board member can move an item on to the regular agenda. Library boards use the consent agenda to dispense with lengthy discussions on information items or reports.

Role of Officers of the Board

a) Chair and Vice-chair

As noted earlier, Section 14(3) of the *PLA* requires that the board elect one of its members as chair at its first meeting in a new term. The function of the chair is to act in a leadership role to the board, ensuring that business is dealt with expeditiously, and also to help the board work as a team. It is the chair's responsibility to be the presiding officer at board meetings and to act as an official representative of the library.

As the presiding officer, the chairperson must look after both the content and the process of the meeting. The 'process' element of a meeting deals with how agenda items are discussed, the style of interaction, group dynamics, and climate. It is the chair's responsibility to ensure that this aspect is managed effectively at every meeting.

The chair has the same rights and responsibilities as other members of the board. In addition, the chairperson can **vote** on all questions and a tie is deemed to be negative. *PLA* Section 16(6) states that "The chair or acting chair of a board may vote with the other members of the board upon all questions, and any question on which there is an equality of votes shall be deemed to be negative."

b) Secretary and Treasurer

PLA Section 15(3) requires the board to "appoint a secretary who shall, a) conduct the board's official correspondence; and b) keep minutes of every meeting of the board". The secretary's duty of keeping minutes also includes preparation of the agenda in cooperation with the chairperson and distribution of all reports and enclosures with the agenda (board package). Keep in mind that the recording of minutes for board meetings may be given to a recording secretary, with the Library CEO doing the final check of the minutes before distribution to members.

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In Section 15(4), the *Act* further requires the board to “appoint a treasurer who shall, a) receive and account for all the board’s money; b) open an account or accounts in the name of the board in a chartered bank, trust company or credit union approved by the board; c) deposit all money received on the board’s behalf to the credit of that account or accounts; and d) disburse the money as the board directs”.

In Section 15(5), the *Public Libraries Act* also states that, “the same person may be both the secretary and the treasurer, and the chief executive officer appointed under subsection (2) may be the secretary and may be the treasurer”. Some library boards also appoint a ‘recording secretary’ for the express purpose of taking minutes at the meeting, and sometimes have a secretary for board business, as well as the recording secretary for board meetings.

c) Chief Executive Officer

The chief executive officer (CEO) is the person appointed by the board to administer the operation of the library. Generally, public library boards designate their senior staff member in the library as CEO and also appoint the CEO to be both treasurer and secretary of the board. The primary reason for this arrangement is that a staff member has the time and resources needed to deal with the extensive and demanding workload required of a CEO, as well as the responsibilities of the secretary/treasurer. Since all records related to the board’s activities must be housed in the library, this staff member is conveniently situated near these records.

A note about rules of order

Rules of order set out procedures for running meetings. The use of standard rules simplifies and expedites the business of the meeting. The board may wish to adopt, as its official guide, one of the rules of order, such as [Roberts](#), [Bourinot](#), or [Kerr and King](#). Such rules of order describe formal meeting process, including how to present motions, conduct debate and vote on issues, as well as nominations and elections. It is important to remember that any legislative requirements “trump” such rules of order. For example, under the current legislation, as long as there is a public/open place, then library board members can come into the meeting via telephone or Skype but meeting business cannot be conducted via e-mail (even though some rules of order allow for decisions by e-mail).

Minutes

Minutes are the permanent record of the proceedings of a board or committee meeting. The [Public Libraries Act](#), Section 20(e), establishes that the board shall, “...ensure that full and correct minutes are kept”.

Minutes should not record every single comment but should note the general meaning of the discussion in enough detail to provide an accurate review of what occurred. The agenda provides the skeleton of items to be included in the minutes of the meeting. The minutes constitute a legal record of the proceedings and are considered public documents. Minutes are prepared by the secretary and should include the following:

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- the date, time, place of meeting, regular or special meeting, name of board or committee
- the heading, “Minutes”
- a list of the members present and absent
- the name of the chairperson
- the status of previous minutes
- all motions, movers, seconders and results of votes, for example:
 - Moved by (name) that the minutes of the meeting of March 10, 2018
 - Seconded by (name)
 - Be approved.
 - Carried
- motion numbers for ease of reference, for example:
 - 2018:30 (The year and sequential number for each motion, beginning each year)
- a list of reports and documents discussed at the meeting
- a summary of significant points raised in debate; problems, suggestions and opposing points of view
- any commitments to undertake tasks made by the board or the CEO
- time of adjournment

Acting only as a unit

The individual trustee sitting on a board does not act alone or on behalf of the board unless specifically given the authority by the whole board to do so. It is the board that is the legal entity. In most cases, it is the board chair who speaks on behalf of the board as a whole.

Individuals serving as library board trustees must endorse the mission of the library and care about the library. Board members should think of this as an ethical responsibility. These ethical responsibilities are in addition to the legal responsibilities we have just touched on and the ones that we are about to consider.

Chairing meetings

Chairing a meeting means ensuring that a meeting achieves its aims. A library board meeting has been called for a specific purpose and all discussion at the meeting must be steered to this end. This may sound simple in theory but in practice it is a very demanding task. In this section, a series of helpful actions for the meeting chairperson are noted:

Be the chair – assert the board’s independence from management matters, manage board dynamics

Lead the board to effective governance

- focus on the fundamental work of the board
- monitor organizational performance, risks and opportunities
- oversee financial affairs

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Lead to define own job –develop its own work plan

- goals and objectives and focus on planning, policy and advocacy
- determine strategic objectives and what success looks like

Lead the board to characterize authority – enforce duty of loyalty, define expectations of behaviour regarding attendance, preparation, and participation

Lead the board to evaluate performance – at each meeting, and over the course of the year

- how time is spent at meetings
- progress towards objectives
- decision-making and implementation

Take responsibility for the agenda – reflect governance, not operations

Run an effective meeting – encourage discussion, facilitate participation, include everyone, define problems, test for assumptions and understanding, summarize progress, respect people's time and commitment

Preparation for meetings

It is the board member's obligation to comply with the notion of 'duty of care' as part of his or her fiduciary responsibility. There is an expectation to arrive on time and to be prepared for board meetings. This indicates how serious you are about accountability and respect for the process. In order for board members to prepare properly, meeting information should be circulated to everyone well in advance of the meeting, and should include meeting objectives and agenda, location/date/time, background information, and assigned reading or documents for preparation.

Meetings should begin and finish on time. Attendance is extremely important as board members are responsible for what happens at board meetings, even if they are not in attendance. Attendance at meetings is not only a responsibility, but also a protection for board members under the duty of care.

The role of Municipal Councillors as Library Board Directors/Trustees

Members of municipal council who are appointed to library boards may see their role as being different from the citizen members of the board. They should play an important role in facilitating the relationship between the board and the municipal council when they ensure that the library board has regular and effective contact with municipal council. However, municipal councillors who limit their work with the library board to issues directly related to the interests of the municipal council, like any board member with a single agenda, are not acting in the full capacity as a director.

The question of the allegiance of municipal councilors appointed to local boards (of which the library board is one) was discussed in an article published in *Municipal World*. The authors are clear that a board member's first obligation is to the interest of the board, regardless of how the person is appointed. It may be helpful to clarify the role of all board members in a code of conduct.

Closed meetings and confidentiality

[Section 16.1](#) of the *Public Libraries Act* discusses the issue of open and closed meetings with respect to a library board meeting. Clearly, all library board meetings are open to the public unless the confidential nature of the business items under discussion requires that the meeting be closed. As noted earlier, "meetings" is defined in s. 16.1(1) to include any regular, special, committee or "other meeting of the board". One example of this type of special meeting would be a strategic planning meeting, and it follows that a public library board meeting focusing on strategic planning would need to be open to the public.

The board can take measures to conduct the different types of meetings, including strategic planning meetings, to be in compliance with the *Act* and to meet any local sound practices or accountability measures. For example, information about the meeting and its focus or agenda can be advertised and posted as a board meeting and that the meeting will be open to the public.

The location of all types of library board meetings should be identified which is particularly important as strategic planning meetings may be at a location other than the library itself. Information about these additional meetings should be provided in the public board packages including the dates, time and location and purpose for board input. Minutes should be taken at all public board meetings, and minuted notes from those sessions should be included in subsequent public board packages.

Under Section 16.1(6) of the *Act*, if a board intends to hold a closed meeting, before the board holds the public meeting, it shall state by resolution the fact that the board is holding a closed meeting and the general nature of the matter to be considered at the closed meeting such as a personnel matter or litigation. Remember that only those stipulations under Section 16.1 (4) can be used as reasons to hold a closed meeting. Once held, it is important for board members to respect the confidential nature of items discussed in closed meetings.

Conflict of Interest and Code of conduct

A code of conduct is a useful tool to deal with important issues regarding the board's conduct. A code of conduct covers many issues that regularly affect boards. While legislation often exists governing how boards must deal with certain issues, others are left to individual boards to manage. Discussing how to handle certain issues prepares the board for action, rather than rendering it incapable if a serious issue arises. The code of conduct is an expression by a board of its agreement to conduct business in a particular way. It is a commitment to carrying out its job with decorum.

A code of conduct sets out how the board will handle issues, such as conflict of interest, confidentiality, and limits on board member's actions. Conflict of interest is a major concern. The [Municipal Conflict of Interest Act](#) governs library boards and the notion of 'duty of loyalty' from the Corporations Act. This legislation prevents board members from using their positions to obtain personal benefit from the organization for themselves or family members. Duty of loyalty asks board members to act honestly and in good faith in the best interest of the library. This is of particular interest to council representatives who often feel they must argue for the interests of council. When they are at a library board meeting, they must be loyal to the interests of the library.

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Issues not covered by legislation are less clear. For example, individual board members cannot exercise authority over the organization unless explicitly set forth in board policies. Interaction with the public, press or other entities must recognize the same limitation and the similar inability of any board member or board members to speak for the board. This requires a firm commitment from the board to make decisions carefully and to speak with one voice. But if concerns are fully discussed in a board meeting and all board members have participated in a balanced debate the final decision will be made by the board as a whole.

More information on Conflict of Interest can be found with the document posted in the Additional Resources, called *Tip2018: Conflict of Interest and the Board*.

Checklist to evaluate your meetings

Consider reviewing meeting effectiveness at the end of each meeting, with suggested improvements applied to the next meeting. It may be useful to focus on different aspects at each meeting. Using a simple checklist can assist the board in continually improving the quality of board meetings. A sample is provided here.

Meeting evaluation	Yes	No	How To improve
1. Was the agenda comprised of board issues?			
2. Did the board try to delve into staff level issues?			
3. How did the board handle information items?			
4. Did all board members attend the meeting?			
5. Did board discussion allow for diverse viewpoints?			
6. Was the board able to reach collective decisions after appropriate discussion?			
7. Did board members participate fully in discussions?			
8. Did board members all take responsibility for keeping discussion to board issues and on topic?			
9. Did board members offer their individual expertise and receive the expert input of other members?			
10. Were board members able to point out when others deviated from current policy?			
11. Did board members attempt to represent the board without authorization?			
12. Did board members attempt to exert individual authority over the CEO/staff?			