

The Key to Good Public Library Governance: Understanding Roles and Responsibilities

Manitoba Libraries Conference

May 30, 2018



Agenda

- Introductions
- Module One – Roles and Responsibilities of Boards & Trustees
- Module Two – Governance Structure
- Module Three – The Board and Risk Management
- Module Four – Conflict Resolution
- Module Five – Best Practices
- Wrap Up and Evaluation



Introduction



- Your name
- Your role on the Board (executive, director, staff person)
- What you are hoping to learn today
- Choose one of the following:
 - What is your favourite childhood toy?
 - Favourite song?
 - Favourite place?
 - If you could meeting anyone who would it be?

Jackie's Board Background



- Rural Municipality of Ritchot – Mayor
- MacDonald-Ritchot Planning Board – Vice-Chair
- Partnership of the Manitoba Capital Region – Executive
- Rivers West – Vice-Chair
- Manitoba Planning Conference 2012 – Chair
- Ritchot Seniors' Services – Vice-Chair
- Triple R/Community Futures – Board Member
- Ritchot Chamber of Commerce – Board Member
- Ritchot Community Development Corporation – Board Member
- St. Adolphe Minor Hockey – Treasurer
- St. Adolphe Child Care Centre – Treasurer

Roles & Responsibilities of the Board and Trustees

Module One



Benefits of Good Board Governance

- Better organizational strategies and plans.
- Improved operational effectiveness.
- More prudent regulatory compliance, financial and risk management.
- Improved member and stakeholder engagement and communication flow.
- Increased likelihood and degree to which an organization actually delivers on its purpose.

GOOD GOVERNANCE PRINCIPLES AND GUIDANCE for Not-for-Profit Organizations

Australian Institute of Company Directors



Activity

- What do you see as your board's job?
- Name three key board responsibilities.
- What does your board do well/not so well?



Key Roles of the Board

- **Governance:** The board develops policies that give overall direction to the agency
- **Management:** The board takes actions and makes decisions to ensure that there are sufficient and appropriate human and financial resources for the organization to accomplish its work.
- **Operations:** These are the activities related to the delivery of services or programs of the organization.



Public Library Board Membership



- Board members are appointed by municipal council
- Minimum size is 3, maximum is 7, one of which must be a municipal councillor
- Library staff, municipal employees, non-residents are not allowed to sit on the board
- Members of the board sit for 2 years
- Library's head librarian is an ex-office of the board

Board Roles

- Chair
- Vice Chair
- Treasurer
- Secretary
- Members-at-large
- Directors/Trustees
- Ex-Officio



Chair

- Chairs board meetings
- Responsible for conduct of board meetings and of members
- Sets and follows agendas
- The spokesperson for the organization to the public
- Often a signing authority on legal and financial documents



Vice-Chair

- Fulfills duties of the chairperson in his/her absence
- Serves on the Executive committee
- Keeps informed on key issues and acts as an advisor and consultant to the Chair



Secretary

- Takes accurate minutes of board meetings
- Keeper of board bylaws, policy statements and correspondence
- Maintains database and accurate contact information of current board of trustees



Treasurer

- Accounts for and reports on the funds, budget and expenditures of the organization
- Often a signing authority on financial documents



Directors/ Trustees

- Present/vote on motions
- Take part in discussion and decisions
- Question information on material presented
- Participate and offer opinions
- Represent the organization in a positive light



Board Member Agreements

- Confidentiality and/or Privacy Agreement
- Conflict of Interest
- Code of Conduct



Activity

- What is the organization's vision of its future?
- What results and/or benefits can the members or clients of the organization expect?



Creating a Mission & Vision



- This is a key board responsibility
- The Mission is the reason the organization exists
- It informs the organization's values, objective, policies and procedures.
- Vision is based on a future state the organization is working toward.

Creating a Strategic Plan

- It involves looking ahead, making decisions and taking appropriate action to avoid pitfalls and bring about improvements.
- It often covers a 2 -5 year period.
- The process is as important as the plan.



Volunteer Manitoba's Strategic Plan



Governance Structures



Types of Boards

- Policy Board
- Policy Governance Board (Carver's Model)
- Working Board
- Collective

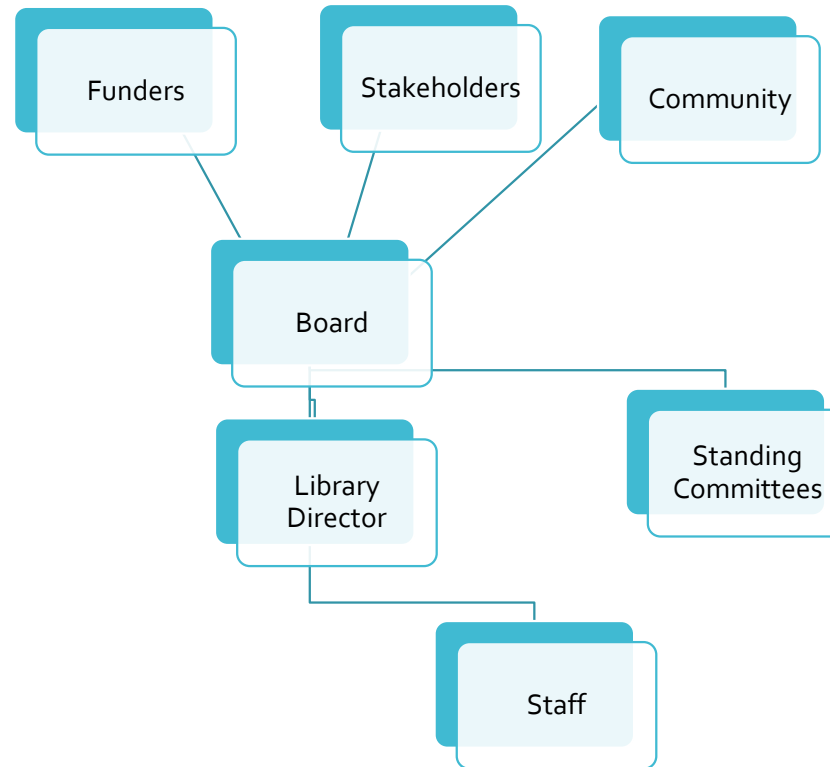


Policy Board

- This model is commonly used in non-profit organizations
- Committees help carry out activities of the organization
- The relationship of staff and board is one of partnership



Policy Board Framework



Policy Governance Board



- Sometimes referred to as “Carver’s Model”
- The board operates as a whole, using one voice and rarely works with committees
- The Executive Director is given a very clear scope and role as well as limits about what she/he can undertake
- The main emphasis of the board is on policy development

Working Board



- Directors play a more hands-on role with some of the administrative functions, such as:
 - Public relations
 - Financial management
 - Program planning
 - Personnel
- Not uncommon for these boards to not have any staff

Collective Board



- Sometimes known as a cooperative or coalition
- Carries out many administrative functions of the organization
- They are comprised of like-minded people that support a specific goal
- Often there is no voting as everyone works within a consensual model

Committees



- Standing committees (examples):
 - Executive
 - Personnel
 - Finance
 - Nominating
 - Fundraising
 - Governance
- Ad-Hoc
- Advisory

Committees

- In order to function effectively, committees need:
 - A clear role and purpose
 - Terms of reference
 - A chairperson
 - An appropriate number of members suited to the role of the committee
 - A mechanism to report back to the board
 - A way to evaluate their work



Activity

- What is the role of the Library Director?
- What characteristics are important to be an effective Library Director?



Role of the Library Director

- Manages day-to-day operations of the Library
- Acts as the liaison between Board and staff
- Provides support, advice and guidance to the Board
- Supervises, disciplines, hires, evaluates and terminates staff as required
- Works closely with the Chair and executive committee
- Provides updates and reports to the Board on a regular and timely basis
- Provides information and other supports when developing budgets, policy and strategic direction for the Board



Growth Mindset

A forward thinking and proactive person that is willing to make mistakes and learn from new experiences.

Bright Spot Study



The Board and Risk Management



Basic Duties of Trustees

- Duty of Care
- Duty of Loyalty
- Duty of Obedience



The Duty of Care



- Required to carry out his or her duties with the same care and attention that would reasonably be expected from someone of his or her knowledge or experience. Through actions such as:
 - Staying informed by reading minutes, agendas and support material
 - Attending meetings regularly and voting on issues brought before the board
 - Being knowledgeable about the policies and operations of the organization

The Duty of Loyalty



- Effective boards present a face of solidarity through such actions as:
 - Avoiding and/or declaring conflicts of interest
 - Representing the organization in a positive manner
 - Respecting confidentiality

The Duty of Obedience



- To act and make decisions in line with governing policies and bylaws of the organization through such actions as:
 - Understanding the scope of authority for staff and directors
 - Regularly reviewing bylaws and policies
 - Ensuring legal requirements related to governance, incorporation, etc. are met
 - Ensuring meetings are held and documented with minutes
 - Understanding the requirements of law and standards related to the clients the organization serves

Indemnification

- Incorporated organizations are required by law to indemnify directors which means that if an organization is sued, fined or charged with any legal costs, the organization will reimburse the legal fees and/or any financial settlement incurred by the board member.



Liability Insurance

- Liability insurance is known as Director's and Officer's Insurance
- Covers legal costs that an organization is responsible for if liabilities have occurred



Fiduciary Duty

- Your fiduciary duty is to act honestly; in good faith; and in the best interests of the library
- Board members can not profit from business with the library



Conflict Resolution

Module 4



Activity

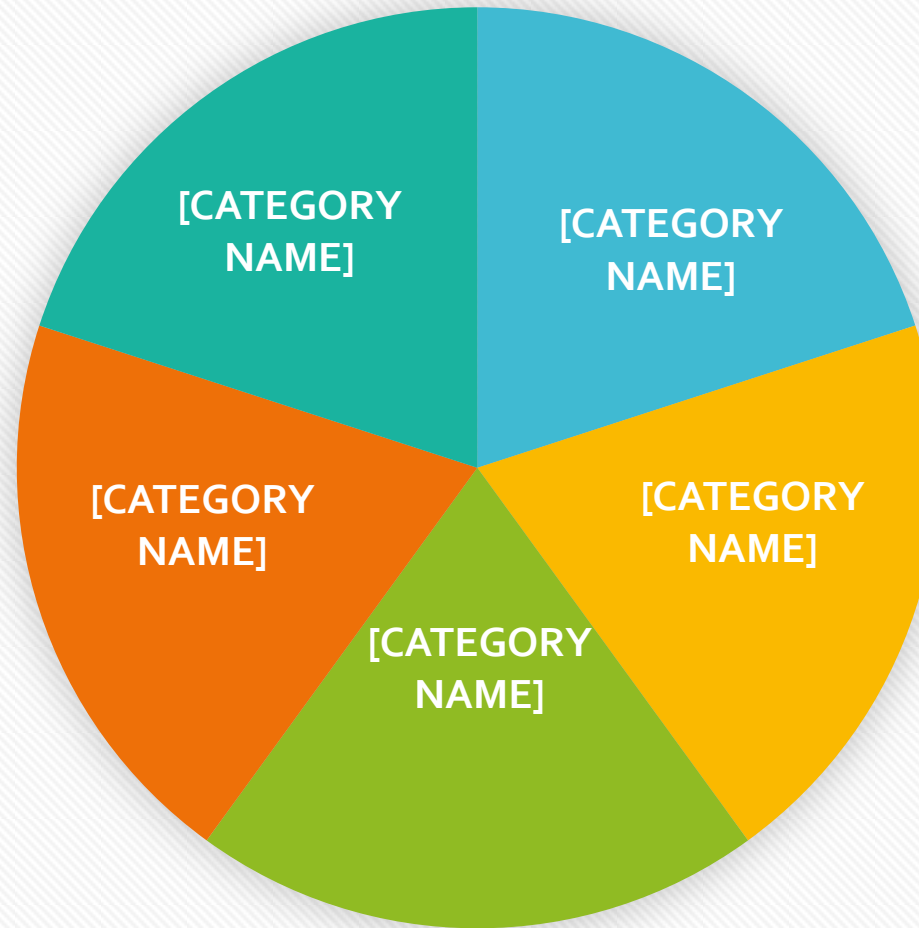
- What are some of the conflicts your board has experienced?
- What strategies does your board chair use to resolve conflict?



Conflict Resolution



Typical Sources of Conflict



Managing Board Conflict, E. Grant MacDonald

The Four Arenas of Board Conflict



1. Conflict among board members
2. Conflict between Board and Staff
3. Conflict among Staff Members
4. Conflict between the organization and its members or stakeholders

Managing Board Conflict, E. Grant MacDonald

How to Manage Better With Conflict



1. Clarify roles and responsibilities
2. Seek or develop a skilled chairperson
3. Encourage job evaluation
4. Implement a grievance procedure
5. Establish a code of conduct for directors
6. Deal with conflict openly when it arises
7. Discuss good interpersonal communication practices
8. Frame conflict as an exercise in “win/win” negotiation
9. Celebrate agreements and new understandings
10. Look to gender and cultural differences as a way out of a mess.
11. Seek outside help early.

Managing Board Conflict, E. Grant MacDonald

Best Practices



- Board liability insurance
- Up-to-date bylaws
- Code of ethics
- Clear mission and vision
- Up-to-date strategic plan
- Conflict of Interest policy
- Code of Confidentiality
- Board orientation session or manual

Best Practices

- Annual board evaluation
- Written terms of reference
- Board receives enough information prior to the meeting in order to make informed decisions
- Succession planning for board members and the most senior staff person
- Board minutes and a record of policies are kept



Remember

*You are not on the board to manage the library,
you are there to govern.*



