

Library Board Orientation Kit

Module 4: Meeting management

Key points covered in this module

1. **Board meetings:** 10 board meetings a year are required by the *Public Libraries Act*. Meetings are major opportunities for the board to do its work.
 2. **Agendas:** Provide a plan for the meeting. Different types of agendas facilitate the board's work.
 - Monthly
 - Annual
 - Consent agendas
 3. **Officers:** The *Public Libraries Act* requires a Chairperson, Secretary, Treasurer and Chief Executive Officer
 - Chairperson
 - Vice-chairperson
 - Secretary and Treasurer
 - Chief Executive Officer
 4. **Committees:** Committees should do the work of the board, rather than that of the staff.
 5. **Chairing more effective meetings:** Seven suggestions for chairing better meetings.
 6. **Rules of order:** Choose the rules of order that will best facilitate your board's meetings.
 7. **Closed sessions and confidentiality:** Board members must respect confidential matters.
 8. **The Board acts only as a unit:** It is the board that is the legal authority; individual board members have no authority unless given it by the board.
 9. **Code of conduct:** Developing a 'code of conduct' can assist the board to run better meetings.
 10. **Minutes:** Minutes are the legal record of the meeting and are public documents.
 11. **Preparation for meetings:** Attend all meetings. Arrive on time and be prepared.
 12. **Discussion: Checklist to evaluate your meetings:** Use a simple 'checklist' for meeting evaluation
 13. **Resources for this module.**
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1. Board meetings

The **Public Libraries Act, R.S.O. 1990, chapter P.44** (henceforth referred to as **Public Libraries Act** or the **Act**) requires that library boards meet ten times a year, from January to June and from September to December (Section 16(1)). Because it is only the entire board that has the authority to act, not individual board members, the board meeting is the major opportunity for the Board to do its work - to make decisions, solve problems, educate board members, and plan for the future and review monitoring or evaluation material submitted by staff. Board meetings are not a time for the board to re-do the work of the staff or of committees.

2. 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.**
Reviewing plans relating to library operations too often may tempt boards to be involved with day-to-day library operations. Board members may be unsure of what questions they should ask before approving a financial report unless there is a board member with specific expertise in finance. The result is often that board members are tempted to ask picayune questions that relate more to staff jobs than to their own.
- **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 labelled as items that are for 'Information only'.

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- **Agendas should move the board forward.**
The board's work is largely strategic and directed towards the future. Because the agenda is often prepared 'just in time' to get the board package into the mail, the monthly agenda may not be enough to keep the momentum going. There needs to be 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, well in advance, when budget discussions, key community events or recruitment plans must take place. The agenda should lead the board throughout its three-year term, enabling it to handle both the expected, and unexpected, business of library governance.
- **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.

Are there different types of agendas?

a) How to set up an annual agenda 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.

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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

Agendas should also 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. Usually, 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 the item on to the regular agenda because it is no longer non-controversial. This technique is often used by school boards to cover the hiring of teachers. Library boards use the consent agenda to dispense with lengthy discussions on information items or reports.

3. Officers

a) Chairperson and Vice-chairperson

The **Public Libraries Act**, Section 14(3) requires that the board elect one of its members as chair at its first meeting in a new term. Section 14(4) goes on to state that in the absence of the chair, the board may appoint one of its members as acting chair.

The function of the chairperson 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 also the chairperson's responsibility to be the presiding officer at board meetings and to act as an official representative of the library. The chairperson's term may be set out in the board's by-laws.

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As the presiding officer, the Chairperson must attend to 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. This is often ignored, not discussed, during a meeting, but can often become troublesome if not managed effectively.

The chairperson has the same rights and responsibilities as other members of the board. In addition, the Chairperson can vote on all questions (Section 16 (6)), and a tie is deemed to be negative. The Chairperson also has additional powers to call special meetings and may expel any person for improper conduct at a meeting under section 16 (3).

b) Secretary and Treasurer

Section 15(3) of the **Public Libraries Act** 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).

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”.

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. 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.

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4. Committees

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. Committees should be time-limited and have a specific purpose, although many boards use Standing committees, such as 'Personnel' or 'Finance'.

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. Consequently, many boards prefer to work as a 'committee of the whole', that is, the entire board undivided by committees.

5. Chairing more effective meetings

In this section, a series of helpful actions for the meeting chairperson are noted:

Be the chair – do not mess in the operations

Lead the board - help board to a good job

- focus on the board work
- CEO works for entire board
- neither chair nor individual members instruct CEO

Lead to define own job –develop its own work plan

- goals and objectives and to attend to planning, policy and advocacy

Lead the board to define discipline –expectations for behaviour

- enforce norms of attendance, preparation, participation

Lead 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 board, not staff work

Run an effective meeting – encourage discussion, facilitate participation, define problems, test for assumptions and understanding, summarize progress

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6. Rules of order

Rules of order set out procedures for running meetings. These rules are essential to ensure that every trustee at the meeting has been heard and has had an opportunity to vote on all issues. 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. All of these rules of order describe formal meeting process, including how to present motions, conduct debate and vote on issues, as well as nominations and elections. The official citation for these rules of order is listed at the end of the module under the heading 'References'.

7. Closed meetings and confidentiality

Section 16 of the *Public Libraries Act* discusses occasions when a library board meeting may be closed to the public. 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. It is important for board members to respect the confidential nature of items discussed in closed meetings. Please note that Section 16 of the most recent version of the *Public Libraries Act* (the version that was amended in 2002) discusses closed meetings in more detail than previous versions of the legislation.

8. Board acts 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.

- individuals serving as library board trustees must endorse the mission of the library and care about the library
- it may help to think about 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

9. 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 prior to becoming embroiled in them, 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, in effect, a commitment to carrying out its job with decorum.

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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 with respect to conflicts of interest. This legislation prevents board members from using their positions to obtain benefit from the organization for themselves or family members.

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.

Sample code of ethics for a public library board

(Reproduced with permission of Waterloo Public Library Board)

The primary goal of a public library trustee is to ensure that the public has access to the highest quality of library service possible. To this end, library trustees should observe ethical standards with truth, integrity and honour.

1. Loyalty and unity

- 1.1. act in the interests of the library members and the community it serves, over and above other interest group involvement, membership on other boards or personal interests
- 1.2. express individual viewpoints but work harmoniously with the Board toward consensus as much as possible
- 1.3. speak with "one voice" once a decision is reached and a resolution is passed by the Board
- 1.4. respect Board authority since individuals may not act on behalf of the Board unless specifically designated by the Board. This includes interaction with the public or the media
- 1.5. refrain from individually directing the CEO or the staff

Additional code of conduct for library board chair:

- 1.6. assumes no authority to make decisions outside Board-dictated mandate
- 1.7. assumes no authority to speak for Board on issues not yet decided

2. Financial accountability

- 2.1. avoid situations where personal advantage or financial benefits may be gained and do not use "inside information" in personal or private business
- 2.2. avoid using position to obtain employment for self, family or friends
- 2.3. withdraw from Board if seeking employment with Library

3. Professional accountability

- 3.1. respect the agenda and abide by Board decisions on rules of order
- 3.2. attend regularly and inform appropriate persons about expected absences before meetings. Deal promptly as a Board with lack of interest, poor attendance, disregard of policy on the part of any individual member
- 3.3. be prepared for all Board and committee meetings, and use meeting time productively
- 3.4. consider short and long term effects of decisions

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Additional code of conduct for library board chair:

- 3.5. ensures all issues that belong to Board governance are brought to the Board for consideration and all relevant material is available
- 3.6. keeps deliberation fair, open, thorough, but also efficient, timely, orderly and to the point

4. Personal accountability

- 4.1. treat others in a courteous, dignified and fair manner
- 4.2. encourage and respect diversity of viewpoints and skills
- 4.3. take responsibility for personal professional development through continuing educational opportunities and participation in regional, provincial and national library organizations
- 4.4. support intellectual freedom in the selection of Library materials

Approved by the Library Board on November 23, 2001

10. 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:

- 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, 2004
 - Seconded by (name)
 - Be approved.
 - Carried
- motion numbers for ease of reference, for example:
 - 2003:30 (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

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11. Preparation for meetings

It is the board member's responsibility to arrive on time and to be prepared for board meetings. This indicates how serious you are about ensuring effective meetings. 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. Remember, attendance is extremely important. 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.

12. Discussion: Checklist to evaluate your meetings

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?			

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13. Resources for this module

Bokor, C., "Community Readiness for Economic Development: Chairing and Managing Meetings", Ministry of Agriculture and Food FACTSHEET, June 2001.

Bourinot, Sir John George. *Bourinot's Rules of Order*. Edited by Geoffrey H. Stanford. 3rd revised edition. Toronto: McClelland and Stewart, 1977.

"How to run effective Board meetings", *Trustee Tips #13*, Southern Ontario Library Service, Ottawa, June, 1996.

Kerr, M.Kaye and King, Hubert W. *Procedures for Meetings and Organizations*. Second edition. Toronto: Carswell, 1988.