

MANITOBA PUBLIC LIBRARIES

Governance at a Glance

This document outlines the roles and responsibilities of trustees and library staff in governing their local public library. Specific governance responsibilities, as stated in the Manitoba Public Libraries Act, are cited and referenced.



We gratefully acknowledge the Ontario Library Trustees Association for giving Manitoba Public Library Services Branch permission to adapt their document to reflect the requirements of library governance in this province.

Definitions

PUBLIC LIBRARY BOARDS

are governing boards, legal corporations with the authority to make policy and to govern the library's affairs under *The Public Libraries Act*, 1997, Part II (21); Part III (27).

GOVERNING

as defined by *The Webster's Reference Library English Dictionary*, means to "influence the action" of an organization.

GOVERNANCE

is the entire framework set by the board to direct the organization. It identifies how a board will conduct business, how power will be divided and delegated and what processes will be set up to achieve accountability.

The Board's Authority

THREE MAJOR RESPONSIBILITIES

A board's duty is to provide comprehensive and efficient public library service that reflects its community's unique needs. A board must submit budget estimates and audited financial statements to its municipal council. The province also requires an approved budget, an actual library revenue and expenditure for the previous year, and four copies of an official annual report in narrative format.

THE PUBLIC LIBRARIES ACT, P220, 1997

This act governs the operation of libraries in Manitoba and is special legislation that overrides certain sections of other acts, including *The Municipal Act*.

Agreements between municipalities in regional libraries override *The Public Libraries Act*.

Meeting Requirements

The Public Libraries Act, P220 1997, Part II 20 (1); Part III 26 (1) requires that:

- ▶ The board must hold six, (6) bi-monthly meetings, from January through December inclusive.
- ▶ A majority of board members must be present at each meeting.
- ▶ The board chair may vote with other members.
- ▶ Special meetings can be called by the chair or any two board members. They must provide two days' notice, in writing, to each member, stating the purpose of the meeting.

Membership

- ▶ Board members are appointed by municipal council under the rules of the act.
- ▶ The minimum size of a municipal library board is three members; the maximum is seven, one of which must be a municipal councillor.
- ▶ Library staff and municipal employees are not allowed to sit on the library board.
- ▶ Non-residents of the library's area are not allowed to sit on the board.
- ▶ Members of the board sit for a two-year term.
- ▶ The library's head librarian is an ex-officio member of the board.

Municipal Integration

Libraries can determine whether to operate with separate financial policies and processes or to adopt their municipality's policies. Many boards forge close ties with their municipalities to maximize their effectiveness and to collaborate in achieving common goals. While the library board is an independent body, aligning agendas and streamlining business processes can be advantageous. Libraries and the municipalities serve the same public and address issues common to both bodies.

Fiduciary Duty

As a member of a library board, your fiduciary duty is to act honestly; in good faith; and in the best interests of the library. Board members cannot profit from business with the library.

Principles of effective library governance

- ▶ Build a solid governance framework that includes bylaws, policy, and an achievable plan based on your mission.
- ▶ When you have built your plan, make sure it works and keep it in shape.
- ▶ Remember, the board represents the public - and know how to connect with them.
- ▶ Make good decisions on behalf of the public.
- ▶ Know what it is that the library needs to achieve.
- ▶ Assess what the library has accomplished and report its progress regularly.
- ▶ To manage risk, know what information the board needs and where and how to get it.
- ▶ Know what skills are required by board members and recommend individuals to the board to fill those needs.
- ▶ Remember, you are not on the board to manage the library, you are there to govern.

Responsibility of supervising library's finances

Responsibility includes:

- ▶ understanding the implications of a budget and a financial report
- ▶ recognizing if the allocation of monies aligns with board priorities
- ▶ ensuring that financial policies are in place to:
 - control receiving, processing, and disbursing money
 - ensure fiscally-sound budgeting
 - comply with current municipal legislation with respect to purchasing and hiring
 - manage risks
 - limit liability of the library and board

Board members should not be:

- ▶ approving a budget or financial report without understanding it
- ▶ approving a cheque register
- ▶ challenging a miniscule amount on a budget line

Standard of care

A library board member is 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.

Intellectual Freedom

Public libraries are mandated to provide access to a variety of ideas, literature, and information. All Canadian public libraries will want to follow the principles of the Canadian Library Association's Statement on Intellectual Freedom, which can be found at www.cla.ca/content/NavigationMenu/Resources/PositionStatements/Statement_on_Intell.htm.

Power to make policy

Policies provide the necessary framework for all of the operations and priorities of the library and allow for a smooth transition from old to new boards. Library policies include:

advocacy	facilities use
children's services	Internet use
circulation	personnel and hiring
collection development	purchasing
community information	volunteers
customer service	youth services

Policies must be framed within the limitations set out in government legislation and regulations.

Leadership

The stakeholders in today's libraries expect strong leadership and modern governance must reach beyond budget oversight and a regular strategic planning exercise. It must incorporate new ideas; probe an organization's basic values and purpose; and forge relationships that will generate more effective organizations.

Power to hire the CEO

The Public Libraries Act, P220 1997, gives library boards the sole right to hire the library's chief executive officer.

Relevant federal laws, including the Criminal Code, Charter of rights and Freedoms and relevant local bylaws apply.

Legislation to consult

The Public Libraries Act, P220 1997

<http://web2.gov.mb.ca/laws/statutes/ccsm/p220e.php>

The Municipal Act

http://web2.gov.mb.ca/laws/statutes/ccsm/m225_4e.php

Municipal Council of Conflict of Interest Act

<http://web2.gov.mb.ca/laws/statutes/ccsm/m255e.php>

The Freedom of Information and Protection of Privacy Act

<http://web2.gov.mb.ca/laws/statutes/ccsm/f175e.php>

Employment Standards Code

<http://web2.gov.mb.ca/laws/statutes/ccsm/e110e.php>

Human Rights Code

<http://web2.gov.mb.ca/laws/statutes/ccsm/h175e.php>

Legal obligations of the library service

- ▶ Hold and achieve a quorum for a minimum of six meetings annually, as required by *The Public Libraries Act*.
- ▶ Meet the residency requirement to be a legal representative on the library board.
- ▶ Understand the regulations for funds from federal, provincial and municipal bodies.
- ▶ Read and be generally familiar with all minutes and reports, including financial reports, and reports from outside professionals.
- ▶ Read library journals and be generally familiar with models of library service.

Board members should also participate in developing and reviewing:

- ▶ the mission, vision and values of the library
- ▶ its goals and objectives
- ▶ its action plan
- ▶ all status reports on the library's projects
- ▶ library personnel policies and procedures
- ▶ the guidelines for hiring and evaluating the library administrator
- ▶ the library's code of ethics and conduct for the board
- ▶ the guidelines for board evaluation
- ▶ the guidelines for job descriptions for the officers and members
- ▶ the guidelines for board committees and description of purpose

Board members should also:

- ▶ Read any literature produced as part of the library's programs, services, newsletters, websites.
- ▶ Be knowledgeable about library programs to personally promote the services in the community.
- ▶ Participate in selection committees to ensure applicants for the library administrator have the appropriate skills and experience.
- ▶ Be comfortable with and clear about all issues addressed by the board.
- ▶ Ask questions when you don't understand an issue to ensure that you are making a knowledgeable decision.

To be an effective board member:

- ▶ Know your job.
- ▶ Be open to continuous learning.
- ▶ Recognize that only the board has the authority to act on behalf of the library; individual board members have no authority to act on their own.
- ▶ Share responsibility for the effective functioning of the board by ensuring full discussion of issues and making reasoned decisions.
- ▶ Build your knowledge and understanding of the broader library community.
- ▶ Demonstrate your interest in your community library by holding a membership in the library before appointment to the board.

Liability in the courts

Trustees need to be aware that the courts are **unlikely to exonerate a board member's personal liability** because of:

- ▶ honest ignorance
- ▶ leave of absence
- ▶ lack of attendance at the meeting when an issue was discussed
- ▶ ignorance of the details
- ▶ not signing the relevant documentation
- ▶ recent resignation from the board

Because of this personal liability, it is important for every board member to act with due diligence in the performance of her or his duties.

Duty of loyalty or avoiding conflicts of interest

Board members are expected to operate with undivided allegiance to the organization that they are managing. If a board member stands to personally or professionally profit from a decision of the library board, there is a potential conflict of interest. The conflict should be openly disclosed to the board, and the individual should remove himself or herself from the deliberations and voting of the board even if there is not a quorum present. The disclosure of conflict of interest and removal of the individual board member from the proceedings should be noted in the minutes.

In circumstances where a board member strongly disagrees with the board's decision, the individual board member can request that his or her vote and the reasons for disagreeing be noted in the minutes to help mitigate personal liability for the decision. Dissenting opinions of individual board members can also be officially noted by sending a registered letter to the board outlining the objections, which must be included in the minutes.

Duty of obedience

Effective boards present a face of solidarity to the community. You may personally disagree with a board decision, and you are free to debate it during board meetings. However, you must endorse the board's decision in public.

Members of the library board require board authorization recorded in the minutes to enter into contracts or agreements on behalf of the library.

The Public Library Board and the Chief Executive Officer: Who Does What?

LEGAL ISSUES	Board Responsibilities	CEO Responsibilities
Existing local and provincial laws	Knows local and provincial laws	Knows local and provincial laws
New legislation affecting libraries	Responds to new legislation	Responds to new legislation
Library records	<ul style="list-style-type: none"> - Ensures records are kept - Approves annual report for Government of Manitoba 	<ul style="list-style-type: none"> - Keeps complete and accurate records on finance, personnel, inventory, insurance, annual statistics - Prepares, submits annual report to Government of Manitoba
Accountability	Municipal council and Government of Manitoba	Library board
Board meetings	Attends/participates in all	<ul style="list-style-type: none"> - Attends/participates in all - Records and maintains minutes of meetings - Reports regularly on finance, personnel and services

COMMUNITY DEVELOPMENT

Board Responsibilities

CEO Responsibilities

Understanding the community	<ul style="list-style-type: none">- Understands local issues, the implication of community demographics and the contributions of community groups- Identifies community needs and concerns	<ul style="list-style-type: none">- Understands local issues, the implication of community demographics and the contributions of community groups- Identifies community needs and concerns
Community relationship-building	<ul style="list-style-type: none">- Builds a strong and communicative relationship with municipal council- Maintains a dialogue with the community- Is aware of the municipal planning context- Develops strategic partnerships with community groups and leaders- Demonstrates accountability to the community	<ul style="list-style-type: none">- Builds solid relationships with municipal staff- Promotes library services in the community- Forges relationships with community groups and leaders
Library's role in the community	<ul style="list-style-type: none">- Establishes the library as an essential community service- Builds community pride in the library- Advocates library's role in community	<ul style="list-style-type: none">- Establishes the library as an essential community service- Builds community pride in the library

FINANCE

Board Responsibilities

CEO Responsibilities

Annual budget	<ul style="list-style-type: none">- Analyzes preliminary budget and proposes necessary changes- Officially adopts budget	<ul style="list-style-type: none">- Consults with municipal staff and advises board on municipal budget policy requirements and procedures- Prepares preliminary budget in conjunction with board based on present and anticipated needs and board's plan
Budget presentation to Council	Presents budget to council in accordance with municipal budget policy and procedures	Participates in budget presentation, supplying facts and figures, analysis and comments as requested
Sustainable resources	Determines revenue sources for special project needs and/or funding gaps	Identifies options for generating additional revenue to support special project needs and/or funding gaps
Financial control measures	Ensures safe financial control measures are in place to expend budget with due diligence and according to board priorities	<ul style="list-style-type: none">- If the CEO is also board treasurer, oversees all accounting functions and prepares regular financial statements- Monitors the budget- Identifies and addresses problems as they arise

The Public Library Board and the Chief Executive Officer: Who Does What?

PERSONNEL	Board Responsibilities	CEO Responsibilities
CEO selection	Hires CEO	
Board-CEO relationship	Builds a strong relationship that recognizes board authority and respects CEO expertise	Builds a strong relationship that recognizes board authority and respects CEO expertise
Staff selection	Defers to CEO's management	Hires and directs subordinate staff, adhering to board policies. May seek board input on senior staff selection
Employee performance appraisal	Evaluates CEO performance annually	Ensures that annual performance appraisals are conducted on all staff under CEO's supervision
Salary scales and union contracts	Approves these	Negotiates salary and working conditions for staff including union contracts when applicable
Grievances	Ensures that appropriate steps are in place to handle any grievances that have not been satisfactorily resolved by the library's grievance procedures	Handles all grievances and keeps the board informed
CEO succession management	Ensures there is provision for succession management	Contributes input to succession management

GOVERNANCE PROCESS	Board Responsibilities	CEO Responsibilities
Board orientation and development	<ul style="list-style-type: none"> - Board chair supports and participates in planning and delivery - Board members engage and participate 	Supports and facilitates planning and delivery
Board performance	<ul style="list-style-type: none"> - Evaluates regularly - Individual board members conduct annual self-appraisal 	Contributes input to evaluation process
Succession planning	Identifies the skills and competencies necessary for the incoming board to meet new term challenges	Liaises with municipal staff on board appointments
Legacy planning	Summarizes highlights, successes and challenges of the term to provide the incoming board with a framework for moving forward	Provides input and support to the board for developing a legacy plan

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