

Mission Statement

Freedom to Discover

Strategic Priorities

A Community Beacon Relevant and Responsive
A Creative and Changing Organization

HAMILTON PUBLIC LIBRARY BOARD

Ad Hoc Policy Review Committee Meeting Agenda

Monday, April 4, 2016

Central Library, Admin Committee Room

4:30 p.m. Meeting

MEMBERS: Vikki Cecchetto (Chair), George Geczy, Mary Ann Leach, Douglas Brown, John Kirkpatrick

STAFF: Paul Takala, Lisa DuPelle, Karen Hartog

1. **Call to Order**
2. **Confirm Agenda**
3. **Minutes of March 23, 2016 Meeting**
4. **Report of the CEO Performance Appraisal Process Working Group**
 - Some very minor editing
5. **Report of the Board By-Laws Working Group**
 - Some minor additions to the By-Laws (Table of Contents & Quorum)
6. **Discussion of the structure and compiling of the list of policies to be reviewed and prioritized**
7. **Review of the PowerPoint presentation to the Board**
8. **Other Business**
9. **Adjournment**

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HAMILTON PUBLIC LIBRARY BOARD

Policy Review Committee Meeting
Wednesday, March 23, 2016
Central Library, Board Room
4:30 p.m. Meeting

MINUTES

PRESENT: Vikki Cecchetto, George Geczy, Mary Ann Leach, Douglas Brown,
John Kirkpatrick

REGRETS : Mary Ann Leach

STAFF: Paul Takala, Lisa DuPelle, Karen Hartog

1. Call to Order

Ms Cecchetto called the meeting to order at 4:45 p.m.

2. Confirm Agenda

Add: 6.1 Google Docs
6.2 Policies and Procedures

MOVED by Mr. Kirkpatrick, seconded by Mr. Geczy,

THAT THE AGENDA BE ACCEPTED AS AMENDED.

MOTION CARRIED.

3. Report of the CEO Performance Appraisal Process Working Group

Mr. Kirkpatrick provided an overview of the discussions from the working group. Committee members discussed whether the goal setting meeting at the early stages should be in-camera or not. Committee members recommended that further investigation on the CEO's performance appraisal at other library systems.

Committee members agreed that the following two bullets be added to the end of the Criteria for Evaluation:

- All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any methods, but will ordinarily depend on a routine schedule.
- The Board may exercise discretion in evaluating CEO performance based on length of service or circumstances beyond the CEO's control.

Question was raised regarding the definition of "reasonable" in the bullet "The standard for performance/compliance shall be any reasonable CEO interpretation of the Board policy or priority being monitored." Committee members agreed to change the wording to "The standard for performance/compliance shall be a reasonable interpretation of the Board policy or priority being monitored."

Final bullet should read "Discussion related to the performance of the CEO will **be** done with the Board Chair and Vice-Chair of the Board."

Under Criteria for Evaluation, the second bullet, last sentence should read "Data that do not do this will not be considered as monitoring data."

MOVED by Mr. Kirkpatrick, seconded by Mr. Brown,

THAT THE POLICY REVIEW COMMITTEE ACCEPT THE DRAFT CEO/CHIEF LIBRARIAN PERFORMANCE APPRAISAL DOCUMENT AS PRESENTED.

MOTION CARRIED.

1 opposed (George Geczy)

4. Report of the Board By-Laws Working Group:

Ms Cecchetto outlined the changes/edits made to the Library Board bylaws.

Nominating Committee, number 3, should read "If any member of the Nominating Committee intends to stand for election for Chair or Vice-Chair, they shall inform the Nominating Committee and withdraw from it."

MOVED by Mr. Brown, seconded by Mr. Geczy,

THAT THE POLICY REVIEW COMMITTEE ACCEPT THE DRAFT HAMILTON PUBLIC LIBRARY BOARD BY-LAWS AS AMENDED.

MOTION CARRIED.

5. Report from Paul re: voting on motions and value of absentions.

Committee members discussed.

6. **Other Business**

- 6.1 Administration Policies

Admin level policy – committee wants the Admin Level policies referenced in the Board policies ready for the April Board meeting. The entire list of the policies (Admin) can be given after the April Board meeting – date to be determined.

- 6.2 Google Docs

Google Docs- see attachment. Sub divided into folders. The docstocollectfeedback- it will be working draft folder.

7. **Other Business**

There was no additional business for discussion.

8. **Adjournment**

MOVED by Mr. Kirkpatrick, seconded by Mr. Brown,

**THAT THE POLICY REVIEW COMMITTEE MEETING OF WEDNESDAY,
MARCH 23, 2016 BE ADJOURNED.**

MOTION CARRIED.

The meeting was adjourned at 7:20 p.m.

Minutes recorded by Karen Hartog.

CEO/Chief Librarian Performance Appraisal

Policy Level: Library Board

Keywords: Performance Appraisal; Chief Librarian

Author: HR Director

Date Approved: 2015-03-13, Revised 2016-03-16 (draft)

Introduction

One of the responsibilities of the Library Board is to employ a competent CEO/Chief Librarian (CEO). This Policy has been developed to ensure that the process is fair, is transparent to Board members, protects confidentiality and is focused on improving the CEO's performance and adherence to HPL strategic priorities.

Principles

- The Library Board is responsible for the CEO Performance Appraisal (PA) process.
- The CEO Performance Appraisal will be conducted consistent with Library Board mission, values and strategic priorities.
- The Board will seek input from the Chief Librarian on the CEO performance and will communicate results of the process. Discussion related to the performance process of the Chief Librarian will be exclusively with the Board Chair and Vice-Chair of the Board.
- The PA Process will remain confidential and be discussed in-camera at the Library Board. Board members will maintain the confidentiality of the process. The Director of Human Resources assists with the process.
- Final versions of the Goals and Reports will be signed by the Board Chair, CEO and Director of Human Resources and added to the CEO's personnel file.
- The Library Board aspires to make decisions based on consensus. Where consensus is not achievable, a vote may be taken on specific goals or sections of the PA under question. In such cases a simple majority (number that is greater than half of a total) of Board members present will be required to approve.

Criteria for Evaluation

- The purpose of evaluation is to ensure alignment between the Library Board and the CEO and to ensure feedback systems are in place to support ongoing improvement.
- The Library Board will monitor the degree to which Board policies and strategic priorities are met. Monitoring of the CEO's job performance will be solely against expected job outputs. Data that do not do this will not be considered as monitoring data.

Comment [1]: This section is from the By-laws. The By-law committee has taken it out of the By-laws and wants it inserted into this policy instead.

- The Board may acquire monitoring data by one or more of three methods:
 - Internal reports, in which the CEO discloses performance and compliance information to the Board
 - External reports, in which a disinterested, external third party selected by the Board, assesses compliance with Board policies.
 - Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria
- The standard for performance/compliance shall be a reasonable interpretation of the Board policy or priority being **monitored**
- All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any methods, but will ordinarily depend on a routine **schedule**.
- The Board may exercise discretion in evaluating CEO performance based on length of service or circumstances beyond the CEO's control.

Comment [2]: Committee modified this piece - removed CEO and changed any to "a"

Comment [3]: Last two bullets added by committee from the former by-laws to be covered in this policy instead of the by-laws

Frequency of Appraisals

The standard period for evaluation will be annually, unless a consensus is reached with the Library Board and the CEO that a longer period is more appropriate. In such a case the schedule will be adjusted accordingly.

Schedule and Process

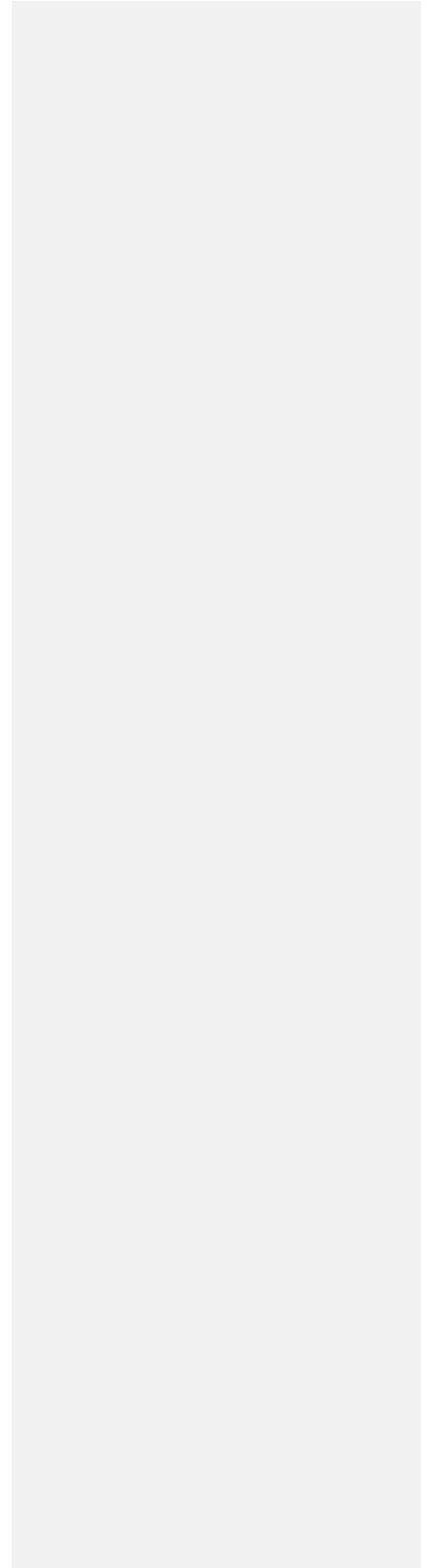
The schedule provides a checklist for the steps of the process

- **Establishing Goals: November** with discussion in Camera in **December**
 - o CEO to draft goals for the coming year
 - o Draft sent to Board for comment, comments sent to the Chair/CEO in writing. All comments will be viewed by the entire Board and if approved by the majority of the members it will be incorporated into the performance document for the given year.
 - o Once finalized, goals will be approved by the Library Board in camera.
- **Mid-Year Progress Report: June**
 - o CEO presents to the Board on a mid-year progress report that includes any needed adjustments to the goals for 2nd half of the year
 - o Draft sent to Board for comment, comments sent to the Chair in writing. All comments will be viewed by the entire Board and if approved by the majority of the members it will be incorporated into the performance document for the given year.
 - o Once finalized, goals will be approved by the Library Board in camera.
- **Final Report for the year: December**
 - o CEO works with the Board to complete report for the year
 - o Draft sent to Board for comment, comments sent to the Chair/CEO in writing. All comments will be viewed by the entire Board and if approved by the majority of the members it will be incorporated into the performance document for the given year.

- o Once finalized, goals will be approved by Library Board in camera.

Board discussions:

- During the process there may be questions or the need for a Board discussion at any point during the year. Board members wishing such discussion should request that through the Board Chair.
- The item will appear under Private and Confidential as "HR Matter"
- The CEO may remain for the 1st part of the In-Camera discussion to make a statement or answer questions; however, the main Board discussion will happen with the CEO not present. The Director of Human Resources will remain in attendance to take notes and advise on process.
- Discussion related to the performance of the CEO will be done with the Board Chair and Vice-Chair of the Board.



Hamilton Public Library Board By-Laws

HAMILTON PUBLIC LIBRARY BOARD BY-LAW FOR THE REGULATION OF THE BUSINESS OF THE BOARD (November 2007; Revised XXXXXXXX)

The Hamilton Public Library Board is duly constituted as a corporation and governed by the provisions of the Public Libraries Act, Statutes of Ontario, 1990, Chapter P. 44 and is established by the provisions of City of Hamilton By-Law 04-019.

The Hamilton Public Library Board, hereinafter called “the Board”, enacts the following by-laws for regulation of the business of the Board.

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- Section 1 - ***Governance Vision of the Hamilton Public Library Board***
- Section 2 - ***Corporation***
- Section 3 - ***Officers***
- Section 4 - ***Board Members Code of Conduct***
- Section 5 - ***Elections***
- Section 6 - ***Meetings and Notice of Meetings; Special meetings; Attendance; Quorum; Voting; Agenda Procedure; Meeting Procedural Rules; Order of Business; Delegations; In Camera Sessions; Committees; Standing Committees –Nominating Committee, Audit Committee***
- Section 7 - ***Payment of Board Expenses***
- Section 8 - ***Amendment of the By-Laws***
- Section 9 - ***Board Self-Assessment***
- Section 10 - ***Effective Date***
- Appendix 1 - ***Audit Committee Terms of Reference***

1.0 Governance Vision of the Hamilton Public Library Board

The Hamilton Public Library Board oversees the purpose, plans and policies of the Hamilton Public Library. It is the responsibility of the Library Board to ensure that the funding it receives provides the best possible library service to Hamilton residents. In addition, it is committed to providing effective governance for the Hamilton Public Library to ensure services and programs offered by HPL remain relevant to the changing needs of the communities we serve. The Library Board has four main functions:

- 1) To establish the mission and strategic directions.
- 2) To hire and evaluate the Chief Executive Officer/Chief Librarian.
- 3) To ensure resources are in place to achieve the mission.
- 4) To monitor and audit results of programs and resources.

2.0 Corporation

In accordance with the Corporations Act, the Board shall have a corporate seal, which shall be under the control and responsibility of the Chief Executive Officer. This seal shall be affixed under the direction of the Board to all deeds, contracts, or documents requiring the seal, which seal shall be attested to by the signatures of the Chair and the Secretary, or by such other member and/or other officer as the Board shall direct.

The Head Office of the Board shall be at 55 York Boulevard, Hamilton, Ontario L8N 4E4.

3.0 Officers

The Board shall have the following officers:

- Chair
- Vice Chair
- Secretary
- Treasurer
- Chief Executive Officer

3.1 Chair

In the first year of a new Board's term the Chair shall be elected at the inaugural meeting of the Board and serve until January, when there will be the election of the Chair for that year. In each subsequent year of a Board's term, the election of the Chair shall take place in January. The Chair shall hold office for one year and may be re-elected for a maximum of one additional consecutive year (See **Elections Section 5.0**).

The primary role of the Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with all relevant legislation and with the rules of procedure adopted by the Board.

The Chair's responsibilities include:

- 1) Presiding at regular and special meetings of the Board in the manner and extent prescribed by the Board.
- 2) Committing the Board to no course of action unless specifically authorized by the Board to do so.
- 3) Serving as an ex officio member of all Board committees.
- 4) Only the Chair may represent and speak for the Board in an official capacity to outside parties in announcing Board-stated positions and in stating Chair decisions.
- 5) Acting as one of the authorized signing officers of all documents pertaining to Board business.
- 6) Representing the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board.
- 7) Notifying the Vice-Chair, if for any reason, the Chair is unable to perform these functions.

3.2 Vice-Chair

The Vice-Chair shall be elected at the first meeting of the Board in each year, shall hold office for one year and may be re-elected for a maximum of one additional consecutive year.

The Vice-Chair, in the absence or illness of the Chair, shall act in the place and stead of the Chair and while so acting has all the powers of the Chair.

3.3 Secretary

The Secretary of the Board shall be the Chief Executive Officer.

3.4 Treasurer

The Treasurer of the Board shall be the Chief Executive Officer.

3.5 Chief Executive Officer

The Board shall appoint the Chief Executive Officer, who shall be its Chief Librarian, and who shall hold office until the Board rescinds the appointment or a new appointment is made. The Chief Executive Officer shall be responsible, under the supervision of the Board, for the general conduct and management of the Hamilton Public Library.

Only decisions of the Board are binding on the CEO.

- 1) Decisions or instructions of individual Board members, officers or committees are not binding on the CEO except in rare circumstances when the Board has specifically authorized or delegated such exercise of authority.
- 2) In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests.

Operational achievement and conduct of library staff are the responsibility of the CEO, to whom the Board has delegated authority over and accountability for staff performance.

- 1) The Board will never give instructions to persons who report directly or indirectly to the CEO.
- 2) The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.

4.0 Board Members Code of Conduct

Board Members must avoid any conflict of interest with respect to their fiduciary responsibility by adhering to the regulations of the Municipal Conflict of Interest Act (R.S.O. 1990, Chapter M.50 [\[HYPERLINK TO ACT TO BE ADDED TO FINAL VERSION\]](#)).

There will be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.

Board Members will not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a member desire employment, he or she must first resign.

Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.

Members will respect the confidentiality appropriate to issues of a sensitive nature and understand that it is the Chair's role to represent and speak on behalf of the Board.

4.1 Vacancies

In the event of a vacancy occurring on the Board, the Secretary, upon instructions from the Board in session, shall advise Council and request that a new member be appointed to fill the vacancy under the conditions contained in the Public Libraries Act.

In the event of a vacancy occurring during the year in the office of Chair or Vice-Chair, the Board at its first regular meeting thereafter shall elect a new Chair or Vice-Chair to serve for the remainder of the elected time in that office.

4.2 Resignation

Members of the Board who must resign before the end of their term of appointment on the Board shall inform both the Clerk of the City of Hamilton and the Secretary of the Board in writing, specifying the effective date of their resignation.

5.0 Elections

In the first year of its term, the Board shall hold its inaugural meeting at a place and time to be determined by the Chief Executive Officer, provided that such meeting shall be held within 30 days of the appointment of a majority of its members.

In the subsequent years of its term, the Board shall hold its nomination meeting at the place and time of its regular January meeting and the regular meeting shall take place immediately following.

The Secretary of the Board shall take the chair and shall call for the Nominating Committee Report with the full slate of nominations for the Chair, Vice-Chair and members of the standing committees. The Chief Executive Officer shall introduce the nominee for each position individually and then ask if there are any nominations from the floor for the same position.

Any member of the Board has the right to make nominations from the floor. This can either be a self-nomination for any position - Chair, Vice-Chair or member of a standing committee – or the nomination of someone else.

- 1) Nominations shall be made with no seconder required.
- 2) Nominations shall be closed by a motion made and seconded.
- 3) Voting shall be by secret ballot.
- 4) The nominee receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer.

- 5) Should no member receive a clear majority, balloting shall proceed with the nominee's name receiving the smallest number of votes being dropped.

6.0 Meetings and Notice of Meetings

A regular meeting of the Board shall be held on the third Wednesday of the month (except July and August) at 6:00 p.m. in the Board Room at the Central Library, 55 York Boulevard, Hamilton or at such other day or time or such other place as may be agreed upon by the Board.

Written notice of all regular meetings together with the proposed agenda and the minutes of the immediately preceding regular meeting and of any special meetings shall be communicated to each member of the Board at least three days in advance of such meetings.

Board meetings are open to the public except for in-camera sessions and individual committee meetings.

6.1 Special Meetings

The Chair may, or upon the written request of any two members of the Board, call a Special Meeting by giving, through the Secretary or designate, at least two days written notice to each member, specifying the purpose for which the meeting is called.

The purpose of a Special Meeting shall be specific. No business shall be transacted or considered at such a meeting other than that specified in the notice.

Electronic Voting: In cases where a prompt decision is required and scheduling a meeting may not be practical, such as during July and August, the Chair may opt to seek a vote electronically, such as by email or by other electronic communication means. In such cases, motions will be carried by a simple majority of the entire Board. Items decided by electronic voting will be reported as part of the next scheduled Board meeting.

6.2 Attendance

Board members are expected to attend all scheduled monthly meetings of the Board. Any member who must be absent from a meeting must advise the Secretary in advance. In any event, absence from three consecutive scheduled meetings (according to the Public Libraries Act, section 13 (c)) will result in the member's

disqualification from the Board unless the member is 'excused for cause' by a motion of the Board.

The Secretary shall record the names of members in attendance in each meeting of the Board and of its committees.

6.3 Quorum

A quorum, which shall be a majority of the Board, must be present for the transaction of business at a meeting. If a quorum is not present within fifteen minutes after the hour for which any Board meeting has been called, the Secretary shall record the names of such members present and the Board shall stand adjourned. Any member declaring a conflict of interest in a matter to be discussed during the meeting will not be counted in establishing the quorum.

Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit.

However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board or, when time is of the essence, written approval of such decisions may be obtained from a majority of the members of the Board.

6.4 Voting

All members of the Board (including the Chair) - unless they have declared a conflict of interest on a matter and are therefore ineligible to vote on that matter - shall vote on all questions. Any motion on which there is an equality of votes shall be deemed to be lost. Abstentions are counted as a negative or no vote.

Motions shall be carried by a simple majority (more than one half the total members present eligible to vote), except as otherwise provided for in this By-Law.

Notice of motion given at the previous meeting and two-thirds majority vote is required for:

1. A motion to reconsider a lost motion.
2. A motion to amend the by-laws.

6.5 Agenda Procedure

The Secretary will work with the Board Chair to determine the Agenda. The standard process for getting items added to the agenda is for Board members to communicate

with the Chair and Secretary at least ten (10) days prior to a meeting, with more advanced notice being preferred.

The Secretary and Board Chair will then develop draft motions, presentations and reports as needed. Other than routine business or those arising out of reports from committees, the Chair may rule items out of order unless the mover gives at least ten (10) days' notice.

Board members, in extraordinary circumstances where they deem the standard process unsatisfactory, may submit a formal notice of motion to the Board Chair and Secretary who will ensure their motion is attached to the Board package unedited. Notice of such a motion will be sent to the Board Chair and Secretary at least ten (10) days' notice before the meeting.

6.6 Meeting Procedural Rules

The rules and practice set out in *Robert's Rules of Order* shall govern wherever applicable in all cases not specifically provided for in these by-laws.

6.7 Order of Business

The order of business at regular meetings of the Board shall be as follows, subject to the discretion of the Chair:

1. Discussion
2. Acceptance of the Agenda
3. Minutes
4. Declarations of Conflict of Interest
5. Presentations
6. Consent Items
7. Business Arising from the Minutes
8. Correspondence
9. Reports
10. New Business
11. Private and Confidential
12. Date of Next Meeting
13. Adjournment

6.8 Delegations

Members of the public may make verbal presentations to the Board as a delegation with the permission of the Chair or upon written notification to the Secretary, received seven (7) days in advance of the meeting.

6.9 Minutes

The Secretary or designate shall keep Minutes of every meeting of the Board.

The Minutes shall be confirmed by motion at the next following Board meeting.

6.10 In Camera Sessions

An in camera session of the Board shall be held when it is expedient to consider all or part of an agenda in camera because “intimate financial or personal matters” may be disclosed in debate and the desirability of protecting against the consequences of such disclosure outweighs the desirability of holding the meeting in public.

The decision must be confirmed by the Board or Board Committee in the form of a motion “THAT item(s) #___ be considered during an in camera session”. Such a motion shall be non-debatable and, if it is carried, the Chair shall designate a time for the session to be held. An in camera session shall be ended by a motion that the regular session be resumed.

Any actions determined during an in camera session must be authorized by Board motion passed during regular open session and recorded in public minutes. However, the Board’s Secretary may designate the minutes of in camera sessions as confidential if Section 28(2) of the Public Libraries Act applies.

6.11 Committees

The Board has two standing Committees: the Nominating Committee and the Audit Committee, but may also appoint Ad Hoc Committees

- 1) Ad Hoc Committees may be appointed by the Board to deal with special issues assigned by the Board. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.
- 2) A committee may have any number of members. The Board shall name a chair for each ad hoc committee.

A quorum for all committees shall be the majority of members. Committees meet when required at the call of the committee chair.

The Chair of the Board shall be a member of all Committees of the Board ex officio.

The Secretary of the Board (or designate) shall attend all committee meetings and shall be the Secretary of all committees.

6.12 Standing Committees

6.12.1 The Nominating Committee will be composed of four (4) members, - the Secretary of the Board plus one three (3) elected Board members. It shall be established annually by the Board at its November meeting to present the slate of officers for the ensuing year at the January Meeting.

In a municipal election year, the outgoing Chair of the Board shall appoint the Nominating Committee from among the members of the new Board immediately following the appointment of the new Board by City Council.

In each year, the Nominating Committee shall meet before and report to the January Meeting following its appointment.

Duties of the Nominating Committee:

- 1) To select from the nominations received for each position or standing committees, the most appropriate candidate. In their selection across the whole slate, the Committee will endeavour to balance candidates with expertise and new board members with a view to succession planning over the term of the Board.
- 2) To recruit candidates for those positions where no nominations have been received.
- 3) If any member of the Nominating Committee intends to stand for election as Chair or Vice Chair, they shall inform the Nominating Committee and withdraw from it.
- 4) To ensure that their report indicating the full slate of candidates is ready to be included with the January Board meeting package.
- 5) To ensure the right of any member to either self-nominate or nominate someone else for any of the positions from the floor during elections in January is clearly outlined in their report.

6.12.2 The Audit Committee oversees the financial reporting process, monitors the choice of accounting policies and procedures and ~~to~~ monitors internal control

procedures to ensure the effective development and maintenance of adequate financial controls and reporting.

The Committee is independent of the auditing function and ensures appropriate actions are taken with audit findings. The Committee has no direct responsibility for the operations and functions of audit areas. It does however make recommendations to the Board regarding both factors.

The Audit Committee will be composed of four members of the Hamilton Public Library Board one of whom shall be the Chair of the Hamilton Public Library Board. Preference will be given to Library Board members who are financially literate with relevant background in financial matters (i.e. prior experience as a business person, recognized accounting designation, work in the accounting profession, or in the financial accounting department of a current or past organization). Committee members will have no current business relationship or financial interests with the Library or its management.

Members will be appointed at the first meeting in each year of the Board's term and will serve until the end of the year. The members of the Audit Committee will appoint one of the members as Chair who will chair the meeting of the Audit Committee and perform such other duties as required to ensure the proper functioning of the Committee. (See Audit Committee Terms of Reference, Appendix 1, for further information about the duties and responsibilities of this committee).

7.0 Payment of Board Expenses

Citizen appointees shall be paid no salary, fees or honorarium for their services. However, any member of the Board may be reimbursed for their actual, out of pocket expenses and travel costs, incurred as a result of their acting either within or outside the municipality in their capacity as members of the Board. Such payments must be allowed for in the budget that is approved by the Board and Council and the expenses must have been incurred with the prior approval of the Board.

8.0 Amendment of the By-Laws

Amendments to these by-laws may only be made at a regular meeting provided that Notice of Motion in writing shall have been given at the previous meeting. Such amendments shall require a two-thirds majority vote of the Board.

9.0 Board Self-Assessment

A Board self-assessment demonstrates that it believe in the values of accountability, learning and development and establishes its credibility not only with the funding

agencies, but also with the public being served. In order to monitor how well it is fulfilling its responsibilities, there will be periodic self-assessments carried out by the Board according to the procedures/ processes and timing agreed upon by the Board.

10.0 Effective Date

These By-Laws shall come into effect on XXXXXXXXXXXX and all former By- Laws and Rules of Procedure of predecessor Boards are hereby repealed.

APPENDIX 1

AUDIT COMMITTEE

Terms of Reference

PURPOSE

The Committee is to oversee the financial reporting process, to monitor the choice of accounting policies and procedures and to monitor internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting. The Committee is to be independent of the auditing function and ensure appropriate actions are taken with audit findings. The Committee has no direct responsibility for the operations and functions of audit areas. It does however make recommendations to the Board regarding both factors.

Appointment of External Auditors

Under the authority of the Municipal Act, the City of Hamilton shall appoint the external auditor for the Hamilton Public Library.

Membership

The Audit Committee will be composed of four members of the Hamilton Public Library Board one of whom shall be the Chair of the Hamilton Public Library Board. A quorum shall be two members.

Preference will be given to Library Board members who are financially literate with relevant background in financial matters (i.e. prior experience as a business person, recognized accounting designation, work in the accounting profession, or in the financial accounting department of a current or past organization). Committee members will have no current business relationship or financial interests with the Library or its management.

Members will be appointed at the first meeting in each year of the Board's term and will serve until the end of the year. The members of the Audit Committee will appoint one of the members as Chair who will chair the meeting of the Audit Committee and perform such other duties as required to ensure the proper functioning of the Committee.

Meetings

The Committee will meet at least twice in each year – to meet the external auditors to review the scope of the audit and, after the audit has been done, to review the results.

Additional meetings may be held at the Call of the Chair of the Audit Committee, request by a Committee member or by the external auditors. Notice of each meeting confirming the venue, time and date of the meeting together with an agenda of items to be discussed shall be forwarded to each member of the Committee prior to the date of the meeting in a timely manner.

The external auditors, Chief Librarian and the Director, Finance and Facilities will be invited to attend meetings and at least once a year, the Committee will meet with the external auditors without Library staff present. The Audit Committee may invite such other persons to its meetings as it deems necessary.

Duties

The duties of the Committee will be:

1. To meet with the external auditors before the audit commences and to discuss and approve the nature and scope of the audit
2. To discuss with external auditors issues such as compliance with accounting standards and proposals by external auditors
3. To monitor the integrity of the financial statements of the Library and to review, and challenge where necessary, the actions and judgements of management in relation to financial statements before submission to the Board, focusing particularly on:
 - I. Significant accounting policies and practices and any changes in them;
 - II. Major judgemental areas
 - III. The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
 - IV. The clarity of disclosures
 - V. Significant adjustments resulting from the audit
4. To meet with the external auditors post-audit at the reporting stage to discuss the audit, including problems and reservations arising from the audit, and any matters the auditor may wish to discuss;
5. To review the management representation letter, the external auditors' management letter and management's response.
6. To monitor and review the internal audit programme (if any) and its effectiveness;
7. To monitor and review the Library's systems for internal financial control, financial reporting and risk management;

8. To consider any major audit recommendations and to consider the major findings of internal investigations and management's response.

Reporting

The Chair of the Committee shall report to the Board on all meetings of the Committee.

The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its responsibility where action or improvement is needed.

The Committee members shall conduct an annual review of their work and these *Terms of Reference* and make recommendations to the Board.

Hamilton Public Library Board - Policy Manual

Revisions: March – April 2016

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Governance

- 1.0 Hamilton Public Library Board By-Laws for the Regulation of the Business of the Board
 - 1.1 Executive Committee Terms of Reference
 - 1.2 Nominating Committee Terms of reference (NEW)
 - 1.3 Library Board Audit Committee - Terms of Reference (revised ones from February meeting)
 - 1.4 Advocacy and Political Participation policy (new – reprises what is in staff one)
- Appendix 1: Ontario Public Libraries Act (R.S.O.1990), Chapter 44
- Appendix 2: City of Hamilton By-Law NO. 04-019
- 1.1 Chief librarian/ CEO Performance Appraisal Policy

The above will be revised separately in subsequent meetings.

- 1.2 Library Mission Statement
- 1.3 Values
- 1.4 *Access by Design and Privacy by Design*
- 1.5 Board Strategic Priorities 2012 -2016

Policies regarding Patrons

- 2.0 Customer Code of Conduct
- 2.1 Customer Registration Policy
- 2.2 Privacy Policy for Library Customers
- 2.3 Access to Information and Communication Technology (ICT)
- 2.4 Technology and Internet Use Policy
- 2.5 Accessibility for Customers with a Disability
- 2.6 Diversity and Inclusion Policy
- 2.7 Intellectual Freedom Policy

- 2.8 Rights of Children and Teens in the Public Library Policy
- 2.9 Safety of Children in the Library Policy
- 2.10 Security Camera Policy
- 2.11 Social media Policy
- 2.12 Fines and Fees Schedule
- 2.13 Library Service Hours

Library Management policies

- 3.0 Staff Leadership Commitments
- 3.1 Collections Policy
- 3.2 Displays and Exhibits Policy
- 3.3 **Error! Bookmark not defined.**Program Policy
- 3.4 Technology and Internet Use Policy
- 3.5 Procurement Policy
- 3.6 Records Management Policy
- 3.7 Disposal of Surplus Goods
- 3.8 Friends of the Hamilton Public Library
- 3.9 Fundraising and Donations Policy
- 3.10 Naming Opportunities Policy

Policies relating to Staff

- 4.0 Code of Conduct and Conflict of Interest Policy
- 4.1 Hiring Policy
- 4.2 Rehiring Retirees Policy
- 4.3 Selected Administration Level Policies – *only those that affect the public? Or all?*
(e.g.: Library Closures due to inclement weather)
- 4.4 Annual Policy Sign-off

**Report on the Review
of the
HPL *Draft Policy Manual*
(*December 2015*)**

Introduction ...

- Purpose & Goals of the Ad Hoc Committee:
 - Review the overall structure of the Draft Policy Manual (December 2015)
 - Revise so that information is easy to access both for customers & staff => transparency
 - Establish a logical sequence of policies
 - e.g.: place all policies dealing with customers in the same section
 - Edit wording so that there is no ambiguity or confusion or misinterpretation => compliance
 - Ensure that Acts or policies referred to are readily accessible (functioning hyperlinks or Appendix)

- Two policies from *Draft Policy Manual* were already identified as priorities in the *Terms of Reference* for the Ad Hoc Committee:
 - Board By-Laws
 - CEO Performance Appraisal Policy

Procedure ...

- Three meetings of Committee – March 7, March 23, April 4
 - March 7:
 - discussion & revision of new Policy Manual structure
 - Identify possible policies for revision (postponed till April 4 meeting)
 - Established 2 Working Groups to review and revise the 2 priorities already identified:
 - **CEO Performance Appraisal Group**: Mary Ann Leach, John Kirkpatrick, Lisa DuPelle, Paul Takala (additional separate meeting)
 - **Board By-Laws Group**: Doug Brown, George Geczy, Vikki Cecchetto, Paul Takala (additional separate meeting)

- March 23
 - Presentation of Draft CEO Performance Appraisal Process by Working Group
 - Review & revision of text presented by whole committee
 - Acceptance of “final” draft text to be presented to full Board on April 20
 - Presentation of Draft Board By-Laws by Working Group
 - Review & revision of text presented by whole committee
 - Acceptance of “final” draft text to be presented to full Board on April 20

- April 4
 - Final revision of text of CEO Performance Appraisal Process & Board By-Laws for presentation to full Board on April 20
 - Identify possible existing policies in Draft Board Policy Manual (December 2015) that need revision
 - Identify missing policies (i.e.: Administrative policies) that should be included in the Manual since they are referred to in existing policies, especially those pertaining to customers
 - Recommend the next phase in the Manual review and recommend which policies should have priority

CEO Performance Appraisal Process ...

- CEO/Chief Librarian Performance Appraisal Process outlines the process for appraising the performance of the CEO/Chief Librarian
 - “This Policy has been developed to ensure that the process is fair, is transparent to Board members, protects confidentiality and is focused on improving the CEO’s performance and his adherence to HPL’s strategic priorities.”

- Identifies:
 - Criteria of Evaluation
 - To ensure alignment between the Library Board and the CEO
 - To ensure feedback systems are in place to support ongoing improvement
 - Board will monitor, against expected job outputs, the degree to which Board policies and strategic priorities are met
 - Identify the methods to be used for collecting monitoring data
 - Frequency of Appraisals
 - Annually, unless a consensus is reached with the Library Board and the CEO that a longer period is more appropriate
 - Schedule and Process
 - Provides a checklist for the steps in the appraisal process

Board By-Laws ...

- “While recognizing that the Library Board has been successful on many fronts, the Board nonetheless understands that **a periodic review of its policies and practices is important for its mandate.**”
- The Committee **reviewed the Best Practices and recommendations pertaining to Library Board governance from a number of sources** but especially the OLBA materials on Library Board governance and the SOLS Trustee Kit 2014
 - The **revisions to the Board By-Laws** were undertaken so that the By-Laws are “clear and support transparency and compliance.”

- Three main types of revisions:
 - **Editing:**
 - **Same wording in different sections if it refers to the same procedure**
 - e.g.: the description of the election of the Chair (Section 3.1, paragraph 1, lines 1-4) and in Elections (Section 5.0, paragraph 1&2)
 - **Disambiguating confusing wording**
 - e.g.: Section 3.5, paragraph 3 “Operational achievement and conduct of Library staff...”
vs.
“The CEO is the Board’s only link to operational achievement and conduct, so that authority and accountability of staff, as far as the Board is concerned, is considered to be authority and accountability of the chief executive. “
 - **Repositioning of sections to create a more “logical” sequencing of sections**
 - e.g.: the information originally in the section on “Inaugural Annual Meeting” was incorporated in Elections (Section 5.0)
 - e.g.: the “In Camera” & “Committees” sections moved after Minutes (Section 6.9)

- **New Information**

- **Table of Contents** - added so that information can be found easily
- **Section on Governance Vision (Section 1.0)** – clearly outlines the Library Board’s vision for governance
- **The Treasurer (Section 3.4)** has been identified
- The new section on **Electronic Voting (Section 6.1, paragraph 2)** has made the “Executive Committee” redundant
- Complete information, and hyperlinks where possible, have been added for all Acts and/or policies referred to in the text
- **Board Self-Assessment (Section 9.0)**

- **Substantial Revisions:**
 - **Elections (Sec. 5.0)** – clearly describes the process
 - “Procedure” => **Agenda Procedure (Section 6.5)** – clearly describes the procedure for adding motions to the monthly agenda
 - **Nominating Committee (Section 6.12.1)** – a new composition and process is outlined
 - **Audit Committee (Section 6.12.2)** – rewording to reflect that in the *Terms of Reference* for the Committee
 - **Voting (Section 6.4, paragraph 1&2)** – clearer definition of who can vote and how abstentions are counted, which **also impacts how the Quorum (Section 6.3) is determined**

Next steps ...

- Once the Committee has presented its report
 - ❖ on the revisions to the Draft Policy Manual carried out so far
 - ❖ has identified the policies that still need reviewing and revision
 - ❖ has identified missing policies for inclusion in the Draft Policy Manual
 - ❖ has recommend which policies should have priority

it will be the decision of the Board if the Ad Hoc Committee is to continue its work.