

Board Member Consultation – Procedural By-law and Code of Conduct

Date:	November 23, 2015
To:	Toronto Public Library Board
From:	City Librarian

SUMMARY

The purpose of this report is to present a consultation process to update and revise the Toronto Public Library's Procedural By-Law and meeting practices, and to develop a Code of Conduct for Board members. The Procedural By-law was last revised on April 4, 2011 and a review is a good governance measure. In July 2010, City Council adopted a Code of Conduct for Members of Local Boards (Restricted Definition), which does not apply to the Toronto Public Library.

Staff are requesting that any Board Members interested in being consulted on a) the Procedural By-law, b) the use of a Consent Agenda and/or c) the Code of Conduct, to declare their interest at this meeting or shortly thereafter. The proposal is for members to be interviewed on an individual basis at a mutually agreeable time over the next two weeks.

RECOMMENDATIONS

The City Librarian recommends that the Toronto Public Library Board:

1. identifies Board Members who wish to provide their input in the development of
 - a. amendments to the Procedural By-law;
 - b. Consent Agenda;
 - c. Board Member Code of Conduct.

FINANCIAL IMPACT

The recommendation in this report has no financial impact beyond what has already been approved in the current year's budget.

The Director, Finance and Treasurer has reviewed this financial impact statement and is in agreement with it.

DECISION HISTORY

Procedural By-Law

At its April 4, 2011 meeting, the Toronto Public Library Board approved revisions to the Board Procedural By-law. No revisions have been made to the by-law since then.

Code of Conduct

In December 15, 2014 meeting, the Toronto Public Library Board passed the following motion:

That the Toronto Public Library Board:

1. *requests staff to report back on the establishment of the Toronto Public Library Board Code of Conduct.*

ISSUE BACKGROUND

Procedural By-law

The Procedural By-law was last revised on April 4, 2011 and a review is a good governance measure.

Following a presentation at the June 2015 Board meeting by John Elvidge, Director of the City Clerk's Office Secretariat, "How Parliamentary Procedure helps the Library Board be Open & Accountable", revising the Procedural By-law was made a priority. Staff at the City Clerk's Office Secretariat have already been consulted and have provided their opinions on how to improve the current by-law.

Consent Agenda

Currently, there are no provisions in the Procedural By-law in relation to having a consent agenda. For matters not addressed in the by-law, section 14 permits Robert's Rules of Order (RRO) to be consulted.

RRO covers consent agendas, but uses the term "consent calendar" instead. Under RRO "when the matters on the (consent) calendar are called up, they may be considered in gross or without debate or amendment. Otherwise, they are considered under the rules just as any other business." (p.361) Based on this provision, a consent agenda would be permitted.

For further clarity, the Southern Ontario Library Service (SOLS) Library Board Development Kit, states in section 5, "Meeting Management", that:

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

SOLS is mandated by the Ministry of Tourism, Culture and Sport to assist public library boards “by providing them with services and programs that reflect their needs, including consultation, training and development.”

A number of other library boards use consent agendas in their board meetings, including: Vancouver, Halifax, Mississauga, Oakville, Kingston Frontenac, Niagara-on-the-Lake and others in Ontario.

Items typically placed on consent agendas include meeting minutes, communications or correspondence and information reports.

For those libraries that use consent agendas, their procedural by-laws, or meeting procedures, may or may not mention consent agendas. City Council does not reference consent agendas in its procedures, but makes use of a consent agenda in practice.

Code of Conduct

Currently, Toronto Public Library does not have a code of conduct for its Board Members. Most other municipal agencies, boards and commissions in Toronto are subject to the Code of Conduct for Members of Local Boards (Restricted Definition) which was passed by City Council. However, under the *City of Toronto Act, 2006*, City Council does not have the authority to pass by-laws related to the governance, accountability and transparency of Toronto Public Library. As well, the City of Toronto Integrity Commissioner does not have jurisdiction over Library Board members.

Toronto Police Services and the Toronto Board of Health are also “out of scope” for City Council and the Integrity Commissioner. For police services boards across Ontario, the provincial government has passed a regulation, “Members of Police Services Boards – Code of Conduct” that governs the conduct of police board members. Boards of Health in the province are subject to the Ontario Public Health Organizational Standards issued by the Ministry of Health, which outlines basic governance requirements, including the need for board policies on conflicts and confidentiality. The provincial government has not created a regulatory code or standards for library boards.

The SOLS Library Board Development Kit includes a section on codes of conduct for library boards and provides the following comments:

“While legislation often exists governing how boards must deal with certain issues, others are left to individual boards to manage. Discussing how to handle certain issues prepares the board for action, rather than rendering it incapable if a serious issue arises. The code of conduct is an expression by a board of its agreement to conduct business in a particular way. It is a commitment to carrying out its job with decorum.” (p.52)

Several library boards in Ontario have a code of conduct for board members, including Markham, Oakville and Burlington. All the library board codes reviewed were brief, being one to three pages in length, and covered similar issues such as conflicts of interest, proper

decorum and recognizing that the authority rests with the Board and not individual board members.

COMMENTS

Staff are requesting that Board Members interested in being consulted on a) the changes to the Procedural By-law, b) using a Consent Agenda, and/or c) the Code of Conduct, make their interest known at the November 23, 2015 meeting or shortly thereafter. The proposal is for members to be interviewed on an individual basis at a mutually agreeable time by December 4, 2015.

For the Procedural By-law, a proposed amended Procedural By-law will then be presented to the Board in March 2016. A Notice of Amendment will be presented in February 2016, one month before it is debated and voted on by the Board, as required by Procedural By-law s.46. However, the Board may elect to postpone the effective date to the April 2016 meeting to allow for staff and Board member orientation.

Consent Agendas could be implemented at the same time as the revised Procedural By-Law, but could be used earlier depending on whether it is accepted and whether it is incorporated into the revised By-law.

For the Code of Conduct, staff are in the process of finalizing an employee Code of Ethics and would like to present both Codes to the Board at the same Board meeting in early 2016.

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SIGNATURE

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