



Woodstock Public Library Policy

Policy Name: Library Board Code of Conduct

Category: Governance

Version: 8 January 2020

POLICY STATEMENT AND RATIONALE

The purpose of this policy is to provide a statement of philosophy and identify key objectives respecting a code of conduct and executive limitations for members of the Library Board.

SCOPE

This policy shall apply to all members of the City of Woodstock Public Library Board.

DEFINITIONS

In reading and interpreting this policy, the following definitions shall apply:

“Board” means the City of Woodstock Public Library Board;

“Board member” means a member of the City of Woodstock Public Library Board;

“CEO” means the Chief Executive Officer of the City of Woodstock Public Library;

“City” means the Corporation of the City of Woodstock;

“Conflict of interest” means the definitions set out in the Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M50 and its amendments;

“Library” means the Woodstock Public Library;

“Library Board” means the Woodstock Public Library Board;

“Staff” means a staff person who works for the City of Woodstock Public Library.

POLICY, PROCEDURE AND IMPLEMENTATION

1.0 Responsibility

- 1.1 Responsibility for the implementation of this policy will lie with the Chair of the Library Board.

2.0 Application

- 2.1 The Code of Conduct and the references within it shall apply to all Library Board members. Members are expected to follow this Code, Library Board By-laws and all policies.
- 2.2 To ensure the highest standards of conduct by Library Board members, the Code of Conduct is to be given broad, liberal interpretation in accordance with applicable legislation and the definitions set out herein in a manner that is fair, impartial and unbiased.

3.0 General Code of Conduct

- 3.1 The Woodstock Public Library Board commits itself and its members to achieving the highest standards of ethical, businesslike, and lawful conduct by its members, including the proper use of authority and appropriate decorum, which is essential to maintaining and ensuring public trust and confidence in the Library.
- 3.2 The Library Board will govern with a style that emphasizes:
 - a) encouragement of, and respect for, diverse opinions;
 - b) strategic leadership;
 - c) clear distinction between Board and CEO roles; and
 - d) collective, rather than individual, decisions.

Furthermore, the Library Board will:

- a) operate in all ways mindful of its civic trusteeship obligations to the City of Woodstock;
- b) speak with one voice;
- c) ensure continuous good governance through periodic discussion of process improvement; and
- d) monitor and discuss the Board's performance.

4.0 Fiduciary Duty

- 4.1 Board members have a fiduciary duty to act honestly and in good faith and in the best interests of the Library. They must represent un-conflicted loyalty to the interests of the Library. This accountability supersedes any conflicting loyalty to special interest groups, other boards or staffs. This accountability supersedes the personal interest of any Board member acting as an individual consumer of the Library services.

5.0 Board Member's Covenant

- 5.1 In order to build efficient and effective relationships, Board members commit to communications that build mutual expectations and trust. Accordingly all Board members shall:
- a) exercise honesty in all communications;
 - b) demonstrate respect for each other's opinions;
 - c) focus on issues, not personalities;
 - d) build and practice trust;
 - e) maintain focus on shared goals;
 - f) communicate in a timely manner;
 - g) respect majority decisions of the Board;
 - h) withhold judgment on issues until fully informed and discussed;
 - i) seek to understand and be understood;
 - j) use executive sessions appropriately and judiciously;
 - k) maintain confidentiality;
 - l) openly share personal concerns, issues and agendas;
 - m) assume a non-defensive posture, taking the initiative to communicate and ask questions for clarification;
 - n) share information and knowledge, that constructively contributes to Board work;
 - o) give direction as the whole, not as individuals; and
 - p) make every reasonable effort to protect the integrity and promote the positive image of the Library, the Library Board and each other.

5.2 Library Board members will not:

- a) fail to observe and comply with the principles of the Code of Conduct;
- b) fail to observe and comply with every provision of the Code of Conduct, as well as all other policies and procedures affecting the member, acting in his or her capacity as a member of the Library Board;
- c) fail to respect the integrity of the Code of Conduct and inquiries and investigations conducted under it;
- d) undertake any act of reprisal or threaten reprisal against a complainant or any other person for providing relevant information during an investigation;
- e) obstruct an investigation, or any other library or municipal official involved in applying or furthering the objectives or requirements of the Code of Conduct, in carrying out of such responsibilities, or pursuing any such objective;
- f) using the influence of their office for any purpose other than for the lawful exercise of their official duties; or
- g) fail to properly prepare for Board deliberations.

6.0 Commitment to “One Voice”

6.1 The citizens of the City of Woodstock are represented by the Library Board acting as a body. Consequently, the City of Woodstock Public Library is answerable to the Library Board as a body, not to individuals Board members. The Library Board fails to be accountable to the public if it allows any breach in this principle. Therefore, individual Board members are committed to proper use of their authority and decorum consistent with maintaining the integrity and discipline of Library Board leadership. Accordingly, Board members will:

- a) Respect Board decisions.
 - i) Regardless of individual dissent, once the Board has made a decision, each Board member will respect the decision of the Board.
 - ii) Library Board decisions are only those that have been voted upon or have been reached at an official Board meeting. These will be written as policies, or in the case of short-term projects or processes will be reflected in the minutes of the meeting.

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Comments by individual Board members, even if they are not challenged, will not reflect a Board decision.

- iii) Although all members are at liberty to register differences of opinion on Board issues at the Board level as passionately as desired, individual members may not direct their differences of opinion in a manner which would create polarization, or undermine a decision of the Board majority.
 - iv) Members will not individually render judgments on CEO or staff performance apart from compliance with Board policies as monitored by the Board as a body.
 - b) Make no attempt to exercise authority over the Library except through setting and following explicitly written Board policies.
- 6.2 While the Board expects individual members to be given common courtesy, it does not require the CEO and staff to heed any individual member's opinions or instructions. Individual members' interactions with the CEO or staff, must recognize that individual members have no authority over staff and no authority to insert themselves into staff operations except when explicitly authorized by the Board through the CEO.
- a) No Board member can place himself or herself between staff members in their disputes or negotiations.
 - b) Any information requested by a Board member of library personnel must be brought to the Library Board for approval.
 - c) Nothing contained in this policy is intended to restrict or discourage normal and open communication between the governing Board, staff and community.
- 6.3 Individual Board members interaction with the public, press, or other entities must recognize the same limitation, and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions. Individual board members may express their own opinions as long as it is understood that they are not speaking on behalf of the Board.
- 6.4 Board members are to respect and never violate the confidentiality of library board deliberations and decisions made in camera. This means that no information, however a member may feel about it, will be shared with any person not on the Library Board.

- 6.5 Board members are to focus on what needs to be accomplished at the Board table (i.e. policy development, monitoring adherence to policies, major issues, etc.)
- a) If issues are raised by community members, staff or Board members about which the Board already has a policy, the Chair or CEO will state the policy. Discussion will center on whether the concerns justify needed changes to the policy, or whether compliance monitoring of the policy is needed.
 - b) The CEO will keep a list of potential issues for policy discussion as they arise so that the Board may discuss issues in the context of policy making, at an appropriate time, with all necessary information.
 - c) Responsibilities delegated to the Chair or to any Board members will be performed and reported to the Board on a thorough and timely basis.
- 6.6 Board members are to keep personal concerns and differences with other Board members from impacting the functioning of the Board.

7.0 Conflict of Interest

- 7.1 The Board shall abide by the *Municipal Conflict of Interest Act R.S., c. 299, s. 1*.
- 7.2 Members will disclose their involvement with family members, relatives, other organizations, vendors, or any other associations that might produce a conflict.
- 7.3 Members are encouraged to seek guidance from legal advisors when they become aware that they may have a conflict between their responsibilities to the public as a member and any other interest, including a direct or indirect pecuniary interest.
- 7.4 When a Board member has a direct or indirect pecuniary interest in any matter, and is present at a Board meeting at which the matter is the subject of consideration, the Board member, in accordance with the *Municipal Conflict of Interest Act, Section 5(1)*, shall:
- a) prior to any consideration of the matter at the meeting, disclose the interest, and the general nature thereof;
 - b) not take part in the discussion of, or vote on any question in respect to the matter; and
 - c) not attempt in any way whether before, during or after the meeting to influence the voting on any such question.

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- 7.5 Members must make decisions based on an impartial and objective assessment of each situation, free from the influence of gifts, hospitality or benefits. Members must avoid both the reality and appearance of impropriety with organizations and people with whom they deal.

8.0 Confidential Information

- 8.1 Members shall not disclose or release by any means, including social media, to any person either in oral or written form any confidential information acquired by virtue of their office except when required by law to do so.
- 8.2 Members have a duty to hold in strict confidence all information concerning matters dealt with in meetings closed to the public in accordance with the *Public Libraries Act*, or any other legislation.
- 8.3 All information, documentation or deliberation received, reviewed or taken in closed session of the Board or its committees is confidential unless the matter ceases to be confidential as determined by the Board.

No member shall:

- a) obtain access, or attempt to gain access, to confidential information in the custody or control of the Library except when required or authorized by the Board or otherwise by law to do so;
- b) disclose, release or publish by any means, including social media, any confidential information acquired by virtue of his or her office, in any form except when required or authorized by the Board, or otherwise by law to do so;
- c) use confidential information for personal or private gain or benefit, or for the personal or private gain or benefit of any other person or body;
- d) disclose or discuss, through written, electronic or oral communication, to any individual or corporate third party, any information that has been or will be discussed at a closed session meeting of the Board or a Board Committee until such time that the Board or a Board Committee has determined or has been advised by Staff that the matter, or any part of the matter, can be made public subject to review under the *Municipal Freedom of Information and Protection of Privacy Act*, or if directed to do so by a court; or
- e) when a Board member ceases to be a member, the duty to not disclose or release any confidential information acquired by virtue of his or her office, except when required by law to do so, continues.

9.0 Board, Staff and Public Relations

- 9.1 Members shall accurately communicate the decisions of the Board even if they disagree with the majority decision of the Board, and by doing so affirm the respect and integrity in the decision-making process of the Board.
- 9.2 Members shall respect that Staff have an obligation to act impartially, and in accordance with all Library policies and procedures.
- 9.3 It is acknowledged that Staff have an obligation to recognize that Board members have been duly appointed by City Council to serve the residents of Woodstock, and respect the role of the Board in directing the actions of the Library.

Board members shall:

- a) acknowledge and respect the fact that Staff work for the Library as a corporate body, and are charged with making recommendations that reflect their professional expertise and corporate objectives;
- b) acknowledge and respect the fact that Staff carry out the policies of the Library Board as a whole and administer the policies of the Board, and are required to do so without any undue influence from any individual Board member or group of Board members; and
- c) respect the administration structure and direct any Staff performance concerns through the Library CEO.

No Board member shall:

- a) publicly criticize individual Staff in a way that casts aspersions on their professional competence and credibility;
 - b) compel Staff to engage in partisan political activities, or subject Staff to threats or discrimination for refusing to engage in such activities; or
 - c) use their authority or influence to threaten, intimidate, or coerce Staff or improperly interfere in the lawful exercise of the duties of Staff.
- 9.4 The content of any Board member's communications, regardless of method of communication, shall be accurate, honest and respectful of other persons, including other members, staff and the public.
 - 9.5 In the use of social media, Board members shall adhere to the Library's policies and guidelines regarding social media use.

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When using social media, Board members shall not:

- a) attempt to cover, disguise or mislead as to their identity or status as a member of the Library Board;
- b) use social media in any way that would violate any policy or procedure, made pursuant to the *Occupational Health and Safety Act* or the *Human Rights Code*; or
- c) publish anything that is dishonest, untrue, offensive, disrespectful, constitutes harassment, is defamatory or misleading in any way.

10.0 Use of Library Property

- 10.1 Members shall not use any Library property other than the purposes connected with the discharge of their official duties or associated community activities having the sanction of the Board, and in compliance with Library policies.
- 10.2 Members shall not obtain financial gain or advantage from the use of Library property while an elected official or thereafter.

11.0 Acceptance of Gifts, Benefits and Hospitality

- 11.1 No Board member shall accept a gift, hospitality or benefit that is connected directly or indirectly with the performance of his or her duties of office unless permitted by the exceptions listed below. For these purposes, a gift, hospitality or benefit paid to a member's spouse, child, or parent that is connected directly or indirectly with the performance of the member's duties of office is deemed to be a gift to that member.
- 11.2 It is recognized that the extension and acceptance of forms of hospitality (including invitations to events, outings, engagements, performances, etc.) is within the normal official duties of a member, provided that:
 - a) members do not allow themselves to reach a position whereby they might be, or be deemed by others to have been, influenced in making a decision as a consequence of the offering or acceptance of such hospitality;
 - b) it serves a legitimate business purpose related to the responsibilities of the member;
 - c) the person extending the invitation or a representative of the organization is in attendance; and
 - d) the value and frequency are reasonable.

- 11.3 Board members may not participate in any Library contest open to members of the public. Even in the case where a Board member may be considered to be participating as a customer (i.e. attending an adult program with a door prize), they are still not eligible to participate in the contest component of the program.
- 11.4 Immediate family members of Board members may only participate in Library contests where the winners are chosen randomly.
- 11.5 Members are not precluded from accepting:
- a) personal gifts, benefits, rewards, commissions or advantages from any person or organization which are wholly unconnected with the performance of official duties;
 - b) services provided without compensation by persons volunteering their time;
 - c) invitations from charity or not-for-profit organizations to attend their events;
 - d) food and beverages banquets, receptions, ceremonies or similar events;
 - e) a memento received by a member at a function honoring the member;
 - f) a memento received as a result of being a speaker, participant or representative of the Library Board at an event;
 - g) gifts or benefits received as an incident of social protocol, customs or social obligations that normally accompany the performance of official duties;
 - h) small gifts or draw prizes received at conferences; and
 - i) food, lodging, transportation and entertainment provided by other libraries, other levels of government or by other local boards, commissions, or the government of a foreign country.
- 11.6 In case of categories identified previously, if the value of the gift or benefit exceeds \$300, or if the total value received from any one source during the calendar year exceeds \$500, the member shall within 30 days of receipt of the gift or benefit, or reaching the annual limit, complete a Disclosure Statement, and submit it to the Library CEO.

The Disclosure Statement shall include:

- a) the nature of the gift or benefit;
- b) its source and date of receipt;

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- c) the circumstances under which it was received; and
 - d) its estimated value.
- 11.7 Disclosure Statements are a matter of public record, and shall be maintained by the Board Secretary in accordance with any records retention rules established by the Library Board.
- 11.8 A record of the disclosure shall be recorded in the minutes of the meeting, and entered into a registry of disclosures maintained by the Board Secretary in accordance with the *Municipal Conflict of Interest Act, Section 6(1)*.
- 11.9 Members are responsible for tracking and monitoring any gift or benefit received during the calendar year to ensure compliance with the reporting requirements of the Code.
- 11.10 Members shall return any gifts or benefits, or not accept hospitality, which does not comply with these guidelines, along with an explanation of why the gifts, benefits or hospitality cannot be accepted.
- 11.11 Board members who receive cash honoraria from individuals or organizations for participation in events as a Library Board member will turn the honoraria over to the Library.

12.0 Respect in the Workplace

- 12.1 Members shall be governed by the Library's Violence and Harassment Free Workplace Policy, and any other similar policy or procedure, in accordance with the *Occupational Health and Safety Act, the Human Rights Code*, or any other subsequently adopted applicable provincial or federal legislation or Library policy.
- 12.2 Members have a duty to treat members of the public, one another, and Staff appropriately and without engaging in workplace harassment, workplace sexual harassment, abusive conduct, discrimination, and workplace violence.

13.0 Enforcement

- 13.1 The Board and its members are committed to faithful compliance with the provisions of the Board's policies.
- 13.2 Any individual, including members of the public, staff or another Board member, who has reasonable grounds to believe that a Board member has contravened the Code or any other Library Board policy, as well as in the event of disputes between Board members that interfere with the ability of the Board to carry out its business, may proceed with a complaint, and seek remedy by the process outlined below.

- 13.3 All discussions and facilitated meetings will be conducted, without prejudice, be confidential, neutral, impartial and fair.
- 13.4 Complaints pursuant to the Code of Conduct must be submitted within six weeks after the alleged incident. No action will be taken on a complaint received six weeks after the alleged violation, with the exception to incidents concerning Conflict of Interest and the Respect in the Workplace section of this policy.
- 13.5 Where a complaint is an allegation that a Board member has contravened the “Respect in the Workplace” provisions of the Code, the timeframes for submission of a complaint shall be in accordance with the provisions of the *Violence and Harassment Free Workplace* policy and procedures.
- 13.6 Where a complaint is an allegation that a Board member has contravened provisions of the Code of Conduct, the Board may choose to adopt and use the City of Woodstock’s procedures as outlined in City of Woodstock’s *Code of Conduct for Council, Advisory Committees and Local Boards of the Municipality*.
- 13.7 Where a complaint is an allegation that a Board member has contravened the Conflict of Interest section of this policy, the actions of the Board will be in accordance with by the *Municipal Conflict of Interest Act*.
- 13.8 Complaints are to be made in writing to the Board Chair, Vice-Chair, or any other member.
- 13.9 Any notes or written documentation will be handled, filed, and managed in the same manner as the minutes of In Camera Board meetings.
- 13.10 Recognizing that the nature of alleged violations of policy may vary from minor violations to major violations, the Board member(s) facilitating the process shall select an appropriate approach from the following options. If the initial approach is not successful or additional information about the nature of the alleged violation becomes available, an alternate approach shall be followed. The following processes are available to the investigating members:
- a) Conversational – For minor violations, a private conversation between the parties involved and the member facilitating the process may be held to reach an understanding of the situation/issue, and decide on a solution/resolution.
 - b) Ad Hoc Committee – For non-minor violations, an ad hoc committee shall be formed to manage the complaint process. The committee shall be comprised of the Board Chair (or Vice Chair), a City Council Board member, and one citizen/community Board member. In the event that the conduct of one or all three of these members is the subject of the complaint, other Board members will be designed to facilitate the process,

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or an independent mediator shall be appointed by the Woodstock City Clerk. The Library CEO will provide support for the committee.

The steps the Ad Hoc committee will take to facilitate a solution/resolution will include, but are not limited to:

- i) Complainant(s) Explanation of the Situation/Issue: The complainant(s) shall first be provided the opportunity to explain their views of the situation/issue;
- ii) Responding Party(ies) View of the Situation/Issue: The respondent(s) shall then be given the opportunity to explain their view of the situation/issue;
- iii) Explore Possible Solutions/Resolutions.
- iv) Agree on a Solution/Resolution: The identification and agreement on a resolution may be a challenging process depending on the nature of the issue. Likewise, the solution/resolution may vary in complexity from a verbal apology to something more involved. The solution/resolution should be specific about what is to be done by whom, where and when. Timelines expectations should be included in the stated solution.

Upon the recommendation of the Ad Hoc Committee, the agreement reached by Ad Hoc Committee shall be brought to the Board for approval.

The ruling of the Board shall be final. Should the Board member refuse to abide by the ruling, the Board may table the matter pending determination of disciplinary action. Such action may include formal or informal censure by the Chair (as authorized by the Board), or a request for the Board member's resignation.

- c) Referral to Independent Mediator – Complaints of a serious nature may be referred to an independent mediator that shall be appointed by the Woodstock City Clerk, or, if applicable and where required by law, complaints shall follow existing Library Board policy processes (e.g. Workplace Harassment and Discrimination, Human Rights violations, etc.). The Board may request the services of the City of Woodstock's Integrity Commissioner, as an independent investigator.
- d) Referral to Investigative Authority – Allegations of illegal activity shall be immediately referred to the appropriate law enforcement authorities for

investigation. The Board may rule that any member against whom such allegations are made, be requested to take a leave of absence from the Board pending completion of the investigation.

14.0 Disqualification of Board Members

- 14.1 The Public Libraries Act, R.S.O. 1990, Chapter P.44, sets out criteria for the disqualification of library board members. A Board member who meets any of the criteria for disqualification as set out in the Act, and its amendments, shall inform the Chair immediately of their failure to meet the requirements for board membership.

15.0 Implementation

- 15.1 Upon the adoption of this Code and thereafter at the beginning of each term, Board members will be expected to sign the Code to convey to each other and all stakeholders that they have read, understood and accept the conditions and terms set out by the policy.
- 15.2 A Code of Conduct component will be included as part of the orientation workshop for Board members.
- 15.3 Members are expected to formally and informally review their adherence to the provisions of this Code on a regular basis, or when so requested by the Board.
- 15.4 This Code shall be subject to review once per Board term.

RELATED DOCUMENTS AND POLICIES

Public Libraries Act, R.S.O. 1990, c. P.44

Municipal Act, 2011, S.O. 2001, c. 25

Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50

Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.M.56

Occupational Health and Safety Amendment Act (Violence and

Harassment in the Workplace) 2009, S.O. 2009, c.23

Human Rights Code, R.S.O.1990c.H.19

City of Woodstock – Code of Conduct for Council, Advisory Committees and Local Boards of the Municipality

Woodstock Public Library – Board Procedural By-law

Woodstock Public Library - Violence & Harassment Free Workplace Policy

Attachments:

- A. Board Members' Code of Conduct Declaration

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