

# Midland Public Library

Policy Type: **Governance**

Policy Number: **GOV-12**

Policy Title: **Board Members' Code of Conduct**

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Last Review/Revision Date:

Year of next review: 2021

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## **PURPOSE:**

The Midland Public Library Board is committed to achieving the highest standards of conduct by its Members, which is essential to maintaining and ensuring public trust and confidence in the Library.

The Library Board will govern with a style that emphasizes:

- encouragement of, and respect for, diverse opinions;
- strategic leadership;
- clear distinction between Board and CEO roles; and
- collective, rather than individual, decisions.

Furthermore, the Library Board will:

- operate in all ways mindful of its civic obligations to the Midland Public Library;
- speak with one voice ;
- ensure continuous good governance through periodic discussion of process improvement, and through active recruitment of new Board members; and
- monitor and discuss the Board's performance.

## **Statutory Provisions Regulating Conduct**

This Code of Conduct operates along with and as a supplement to the existing statutes governing the conduct of Board Members. Several pieces of legislation govern the conduct of Members of the Board, including and not limited to:

- (a) Public Libraries Act, R.S.O. 1990, c. P.44;
- (b) Municipal Act, 2011, S.O. 2001, c. 25;
- (c) Municipal Conflict of Interest Act, R.S.O. 1990, c. M.50;
- (d) Municipal Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c.M.56;
- (e) Occupational Health and Safety Amendment Act (Violence and Harassment in the Workplace) 2009, S.O. 2009, c.23;
- (f) Human Rights Code, R.S.O. 1990 c.H.19; and
- (g) Criminal Code of Canada, R.S.C. c. C-46.

Other related Library policies include:

- (a) Library Board Structure By-law; and
- (b) Violence & Harassment Free Workplace Policy

### **Application**

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.

No Member shall:

- (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; or
- (f) Use the influence of their office for any purpose other than for the lawful exercise of their official duties for municipal purposes; and
- (g) Fail to properly prepare for Board deliberations.

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.

### **Fiduciary Duty**

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.

### **Conflict of Interest**

Library Board Members shall avoid conflicts of interest in accordance with the Municipal Conflict of Interest Act. Members will disclose their involvement with other organizations, with vendors, or any other associations that might produce a conflict. 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.

### **Acceptance of Gifts, Benefits and Hospitality**

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.

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.

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.

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 at 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; and
- (h) 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.

In case of categories identified previously, if the value of the gift or benefit exceeds \$350 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 (available from the Board Secretary) and submitted it to the Board Secretary.

The Disclosure Statement shall include:

- (a) The nature of the gift or benefit;
- (b) Its source and date of receipt;
- (c) The circumstances under which it was received; and
- (d) Its estimated value.

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.

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.

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.

### **Confidential Information**

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.

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.

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; or
- (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.
- (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.

## **Board, Staff and Public Relations**

Board Members will adhere to the *Communication & Public Relations Policy CO-01*. 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.

Members shall respect that Staff have an obligation to act impartially, and in accordance with all Library policies and procedures.

It is acknowledged that Staff have an obligation to recognize that Board Members have been duly appointed by Town Council to serve the residents of Midland 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.

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.

In the use of social media, Board Members shall adhere to the Library's policies and guidelines regarding social media use.

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.

### **Use of Library Property**

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.

Members shall not obtain financial gain or advantage from the use of Library property while an elected official or thereafter.

### **Conduct of Meetings**

During Board meetings, committee meetings or other special purpose meetings, Members shall conduct themselves with decorum and in accordance with the Library Board's Structural By-laws. Respect for delegations, staff and members, requires that all Members show courtesy and not distract from the business of the Board during presentations and during meetings.

### **Respect in the Workplace**

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.

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.

### **Enforcement**

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.

All discussions and facilitated meetings will be conducted, without prejudice, be confidential, neutral, impartial and fair.

Complaints pursuant to the Code must be submitted within six weeks of the matter becoming known to the individual and no more than six months after the alleged violation occurred. No action will be taken on a complaint received beyond these deadlines, with the exception to incidents concerning the Respect in the Workplace section of this policy.

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.

Complaints are to be made in writing to any one of: the Board Chair, Vice-Chair, or the CEO. In the event that the conduct of both of these Board Members is the subject of the complaint, another Board member will be designated to facilitate the process or an independent mediator shall be appointed by the CEO.

Any notes or written documentation will be handled, filed, and managed in the same manner as the minutes of In Camera Board meetings.

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 isn't successful or additional information about the nature of the alleged violation becomes available, an alternate approach shall be followed:

- a) Conversational – For minor violations, a private conversation between the parties involved and the Board 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), and one to two members of the Recruitment, Assessment and Continuing Education Committee. In the event that the conduct of one or all three of these board members is the subject of the complaint, other Board members will be designed to facilitate the process, or an independent mediator shall be appointed by the Board or CEO. 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; and
- 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 CEO, 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.)
- d) Referral to Investigative Authority – Allegations of illegal activity shall be immediately referred to the appropriate authorities for investigation. The Board may rule that any Board Member against whom such allegations are made, be requested to take a leave of absence from the Board pending completion of the investigation.

### **Implementation**

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.

A Code of Conduct component will be included as part of the orientation workshop for Board members.

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.

This Code shall be subject to review once a term.

By participating on the Board of the Midland Public Library all Board members acknowledge that they have read, understood and accept this Code of Conduct.