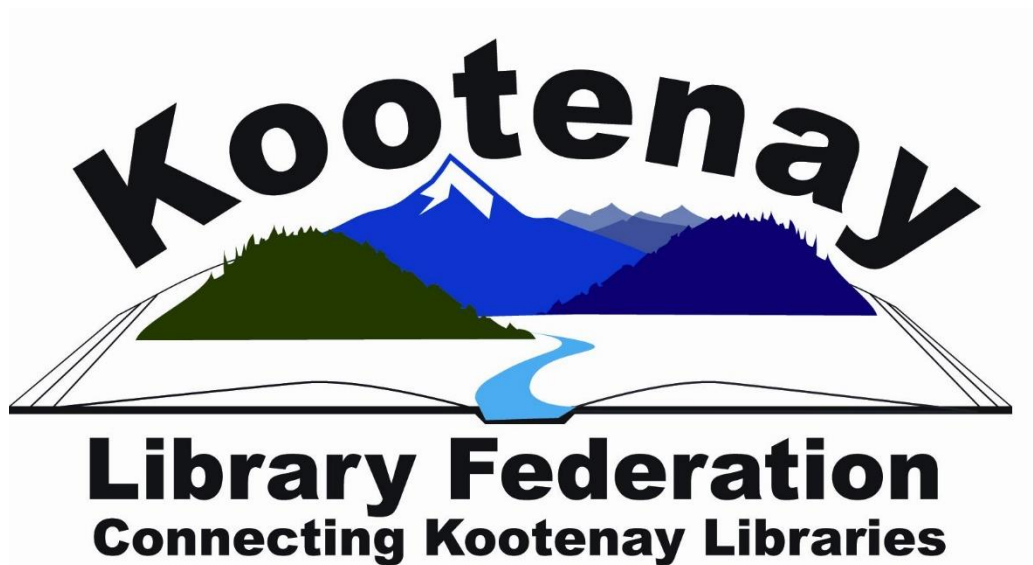


Board of Directors' Governance Manual



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1.0 BOARD STRUCTURE AND RESPONSIBILITIES

1.1 Board Governance Model

- 1.1.1 The Kootenay Library Federation (KLF) Board is responsible for the strategic oversight and governance of the organization. The Board sets the organization's strategic direction and approves budgets and plans recommended by the Executive Committee.
- 1.1.2 All operational matters of the KLF are delegated to the Executive Director.
- 1.1.3 The Executive Committee supervises the performance of the Executive Director and ensures compliance with all board decisions, all board-approved policies, and all statutory and/or regulatory reporting requirements. Members of the Executive Committee will be asked to sign off on statutory and/or regulatory reporting requirements regarding board financial oversight and legal obligations.
- 1.1.4 The Executive Committee, on a temporary basis, may take over the active operational management of the KLF in the event that the Executive Director resigns, is terminated, becomes incapacitated or is otherwise unable to perform the duties of the position.

1.2 Committees

- 1.2.1 Committees may be comprised of board members, members of the LDAG, KLF staff, staff and trustees from the Parties, and individuals as deemed appropriate.
- 1.2.2 Each committee will conform to any rules imposed on it and as required, will report every act or thing done in exercise of its powers.
- 1.2.3 Each committee will be comprised of a Chair and at least two additional board members.
- 1.2.4 If at a meeting the Committee Chair is not present within a reasonable amount of time after the time appointed for a meeting, the remaining committee members may choose another member to be Chair of the committee for that meeting.
- 1.2.5 Committee chairs may move motions and vote on any motion before the committee.
- 1.2.6 A majority of committee members present will constitute a quorum.
- 1.2.7 Committees do not participate in, or have responsibility for, the KLF's day-to-day operations.
- 1.2.8 At least one member of the Library Directors Advisory Group will sit on all committees, in a non-voting, advisory capacity.
- 1.2.9 The members of a committee may meet and adjourn as they think proper unless otherwise directed to meet and report.

1.2.10 The Board Chair is an ex-officio member of all committees.

1.3 General Responsibilities of the Board

1.3.1 The Board:

- a. appoints the Executive Director
- b. approves the annual budget
- c. provides input into, approves, and reviews the strategic plan
- d. ensures compliance with board-approved policies and all applicable statutory and regulatory requirements
- e. scrutinizes with due diligence all plans, projects, initiatives, proposals and financial statements recommended or provided by the Executive Committee
- f. accounts to member libraries for the overall strategic direction and performance of the KLF
- g. approves and oversees the organization's policies
- h. fosters Board development, including the recruitment, nomination and orientation of new board members.

2.0 OFFICERS AND DIRECTORS

2.1 Elections

- 2.1.1 The Executive Committee shall be comprised of Chair, Vice-Chair, Treasurer, and four Directors. When available, an Alternate Director may join the Executive Committee for succession planning purposes. The Alternate Director would be a non-voting member until the principal director steps down.
- 2.1.2 Officers and Directors are elected at the Annual General Meeting.
- 2.1.3 The Executive Director will conduct the elections of the Executive Committee.

2.2 Terms of Office

- 2.2.1 The Chair, Vice-Chair, Treasurer and four Directors will serve for approximately one-year terms between Annual General Meetings.
- 2.2.2 In the event that the Officers or Directors are unable to complete their terms, the positions shall be filled by election from within the Board.

2.3 Roles and Responsibilities

2.3.1 The Chair:

- a. chairs all meetings of the Board
- b. chairs the Executive Committee
- c. sits as an ex-officio member on all board committees

- d. provides general oversight and management of the Board Code of Conduct and Confidentiality policy
- e. orients new board members (shared with the Executive Director)
- f. consults with the Executive Director on the preparation of all meeting agendas
- g. ensures the effectiveness and efficiency of board meetings and processes
- h. declares the result of the vote on all questions
- i. leads the annual review of the Board and the annual performance review of the Executive Director
- j. performs other duties as requested by the Board.

2.3.2 The Vice-Chair:

- a. carries out the duties of the Chair in the Chair's absence
- b. chairs the Governance Committee
- c. performs other duties as requested by the Board.

2.3.3 The Treasurer:

- a. chairs the Finance Committee
- b. provides general supervision of the budget preparation and financial reporting processes
- c. oversees the annual compilation of accounts
- d. recommends the appointment of the KLF's Accountant
- e. performs other duties as requested by the Board.

3.0 AUTHORITY AND ACCOUNTABILITY

3.1 Authority

- 3.1.1 Board members operate under the authority of the KLF Agreement and the provisions of the Library Act as applicable.

3.2 Duty of Care – Fiduciary Responsibility

- 3.2.1 When involved in the business of the KLF, board members are accountable at all times for acting in the best interests of the Federation and for performing their duties free of outside bias or influence. Board members are also accountable at all times for exercising a duty of care and a duty of due diligence in the performance of their duties.

3.3 Transparency and Accountability

- 3.3.1 As a federation of publicly funded libraries, the KLF recognizes the importance of transparency and accountability of its member libraries,

even as it is a separate organization. Board members are responsible for informing their member libraries of decisions taken by the KLF Board.

3.4 Due Diligence – Responsibilities of Individual Board Members

- 3.4.1 Board members will, at all times exercise the care, skill and due diligence of a reasonably prudent person.
- 3.4.2 Board members will exercise care and due diligence in the performance of their duties. Board members are expected to read all board meeting materials prior to attending board meetings.
- 3.4.3 Board members will consult with the Director of their library, or their designate, in order to be prepared to discuss matters brought to the Board.
- 3.4.4 Board members are also expected to ask questions and seek clarification from the Executive Director in order to be satisfied that matters brought to the Board for decision are in the best interests of the KLF and its member libraries.

3.5 Code of Conduct and Confidentiality

- 3.5.1 The KLF Board Code of Conduct and Confidentiality policy outlines the values and guiding principles to which all board members are expected to adhere.
- 3.5.2 All board members are required to sign the Code of Conduct and Confidentiality policy at their first board meeting.
- 3.5.3 KLF board members may discuss sensitive KLF matters (as listed in 4.4.2) with their member boards but must do so in an in-camera session of their member boards.
- 3.5.4 Board members will not disclose the substance of any sensitive and/or in-camera discussions without the express consent of the Chair of the Board.

3.6 General Conduct – Board Members

- 3.6.1 Board members will be free, at all times, to express their views and contribute vigorously to the discussion of matters brought before the board for consideration.
- 3.6.2 Once a decision has been reached by the Board, members are expected to be supportive of the decision and not make any statements in public or to any third-party that would undermine or otherwise call into question the decisions, actions or capabilities of the Board or of any individual member. This clause is not intended to limit the ability of board members

to speak frankly regarding Board decisions in discussions with their member boards.

- 3.6.3 Conflict of interest arises when a board member, either intentionally or unintentionally may derive a direct or indirect personal benefit from decisions taken by the Board.
- 3.6.4 The Board and its members will adhere to the Federation's Conflict of Interest policy.

4.0 BOARD MANAGEMENT AND DECISION-MAKING

4.1 Annual General Meeting

- 4.1.1 Within four months of the commencement of a fiscal year the Board will hold an Annual General Meeting.
- 4.1.2 At the Annual General Meeting the Board will elect an Executive Committee consisting of a Chair, Vice-Chair, Treasurer and four Directors.

4.2 Regular Meetings

- 4.2.1 The Board will hold regular in person meetings at least two times a year.
- 4.2.2 Other meetings may be held in person or electronically.
- 4.2.3 Thirty (30) consecutive days written notice of a regular meeting of the Board stating the time and place will be given to each board member with an agenda for the meeting.
- 4.2.4 The Chair, or in his or her absence the Vice-Chair, or in his or her absence another board member elected by the Board, will preside at meetings of the Board.
- 4.2.5 Unless otherwise provided, all meetings will be conducted in accordance with the rules and regulations contained in *Robert's Rules of Order Newly Revised*.
- 4.2.6 A copy of all board minutes will be sent to board members.
- 4.2.7 A copy of all regular board minutes will be sent to all members of the LDAG, the Executive Director and the Director of Libraries Branch.

4.3 Special Meetings

- 4.3.1 Special meetings of the Board may be held at the call of the Chair, or at the written request of at least two board members.
- 4.3.2 At least ten (10) days written notice of the meeting must be given to all board members stating the intended topics and reason for the special meeting.

4.4 In-Camera Meetings

- 4.4.1 Any board member may request an in-camera meeting of the Board, or that a portion of a regular board meeting be held in-camera.
- 4.4.2 Topics that may be moved to in-camera discussion include employment/labour issues, Executive Director evaluation, internal Board issues, and legal issues.
- 4.4.3 The Executive Director attends all in-camera meetings of the Board, except in instances where the Executive Director's performance and/or compensation are to be discussed.
- 4.4.4 The Executive Director will record the minutes of all in-camera meetings. In the Executive Director's absence, the Chair will ask a member of the Board to take minutes of an in-camera meeting.
- 4.4.5 In-camera minutes will be shared only with board members.

4.5 Attendance

- 4.5.1 When a board member is unable to attend a meeting of the Board, the designated alternate board member from his or her library board of trustees may attend. This alternate board member will be entitled to speak and vote.
- 4.5.2 If any member of the Board resigns or is absent from two consecutive board meetings without reasonable excuse, the Board will immediately notify the library board of which the board member is a trustee, requesting a new representative.
- 4.5.3 Any trustee of a party may attend any meeting of the Board that is not declared to be an in-camera session; but only the appointed board member, or in his or her absence, the appointed alternate board member will be entitled to vote.
- 4.5.4 Members of the LDAG will be given notice of all Board meetings and may attend at any meeting that is not declared to be an in-camera session. Any LDAG member may appoint an alternate to attend any meeting at which he or she is unable to be present.

4.6 Voting

- 4.6.1 Questions arising at a meeting of the Board or a board committee will be decided by a majority of votes of board members present.
- 4.6.2 Each board member, including the Chair, has one vote.
- 4.6.3 Voting is by a show of hands or, where requested by a majority of members, by secret ballot at in person meetings.
- 4.6.4 Voting for electronically relayed motions or resolutions will be by e-mail to the Executive Director, who will record and report the results of the vote. Electronically relayed votes are analogous to voting by a show of hands.

- 4.6.5 Should a Board decision be required, and it is not possible to call a meeting, electronically or in person, the Chair or the Executive Director may conduct a telephone poll in order to arrive at a decision. In such an event, the decision will be brought forward for ratification at the next Board meeting.

5.0 STANDING COMMITTEES

5.1 Executive Committee

- 5.1.1 The Executive Committee will be comprised of the Chair, Vice-Chair, Treasurer, and four other Directors.
- 5.1.2 The Executive Committee will be comprised of at least one Officer or Director from each size library (small, medium, large), and each geographic region (East, West, Boundary).
- 5.1.3 The Chair of the Library Director's Advisory Group (or designate) will sit on the Executive Committee in a non-voting, advisory capacity.
- 5.1.4 The Executive Committee will:
 - a. appoint Directors to the Governance and Finance Committees
 - b. recruit, supervise, and conduct the annual performance review of, the Executive Director
 - c. direct and provide oversight of all standing and ad-hoc committees
 - d. perform any other duties assigned.
- 5.1.5 The Executive Committee reports and makes recommendations to the Board.

5.2 Governance Committee

- 5.2.1 The Governance Committee will be chaired by the Vice-Chair and include at least two other Executive Committee members.
- 5.2.2 The Chair will sit on the Governance Committee in an ex-officio capacity.
- 5.2.3 The Chair of the Library Director's Advisory Group (or designate) will sit on the Governance Committee in a non-voting, advisory capacity.
- 5.2.4 The Governance Committee will:
 - a. prepare and maintain the Board Policy Manual
 - b. lead the strategic planning process and establish the process for ongoing review of progress against the strategic plan throughout the year
 - c. maintain terms of reference for all committees and role descriptions for all positions
 - d. manage the Board's annual self-evaluation process
 - e. perform any other duties assigned.

- 5.2.5 The Governance Committee reports and makes recommendations to the Executive Committee.

5.3 Finance Committee

- 5.3.1 The Finance Committee will be chaired by the Treasurer and include at least two other Executive Committee members.
- 5.3.2 The Chair will sit on the Finance Committee in an ex-officio capacity.
- 5.3.3 The Chair of the Library Director's Advisory Group (or designate) will sit on the Finance Committee in a non-voting, advisory capacity.
- 5.3.4 The Finance Committee will:
 - a. provide general supervision of the budget preparation and financial reporting processes
 - b. oversee the annual compilation of accounts
 - c. recommend the appointment of the KLF's Accountant
 - d. periodically review and adjust KLF's revenue model to ensure it maintains the financial sustainability of the organization
 - e. perform any other duties assigned.
- 5.3.5 The Finance Committee reports and makes recommendations to the Executive Committee.

6.0 BOARD POLICIES AND PLANNING

6.1 Policies

- 6.1.1 The Board will identify and maintain policies for effective governance.
- 6.1.2 Policies will be included in the governance manual.
- 6.1.3 The Executive Director is responsible for developing any required operational procedures and guidelines to aid staff in the implementation of these policies.

6.2 Planning Cycle

- 6.2.1 The Executive Committee will establish an annual planning cycle that will include the following:
 - a. review and updating of the KLF's strategic plan as needed
 - b. approval of the annual budget and the annual operating plan
 - c. evaluation of the Board
 - d. performance evaluation of the Executive Director

7.0 EXECUTIVE AUTHORITY

7.1 Appointment of the Executive Director

- 7.1.1 The Executive Director will be appointed by the Board on recommendation of the Executive Committee.
- 7.1.2 The Board will enter into an employment contract with the Executive Director that establishes remuneration and other terms and conditions of employment.

7.2 Delegation to the Executive Director

- 7.2.1 The Board, through the Executive Committee, will delegate responsibility for the operational management of the KLF to the Executive Director.
- 7.2.2 The Executive Director is given general direction on what is to be achieved and the values and behaviours and business practices of the KLF through written policies, a strategic plan, budget approval, and Board and Executive Committee motions.
- 7.2.3 The Executive Director is authorized to establish procedures, make all decisions, take all actions and develop all activities, which are true to these directives.
- 7.2.4 The Board or board members will not give directives to individuals that report to the Executive Director.

7.3 Powers and Duties of the Executive Director

- 7.3.1 The Executive Director reports to and makes recommendations to the Executive Committee
- 7.3.2 The Executive Director will:
 - a. account to the Executive Committee for the management of the KLF operations
 - b. make recommendations to the Executive Committee regarding the hiring, performance management and compensation for staff and contractors
 - c. prepare an annual budget
 - d. fulfill all requirements for statutory and regulatory reporting
 - e. administer Board approved policies
 - f. serve as Secretary of KLF
 - g. attend all Board, committee and LDAG meetings in a non-voting, advisory capacity
 - h. provide administrative support to the Board and KLF committees
 - i. consider sponsorship, partnership and other such requests made to the KLF
 - j. perform other duties as assigned.

7.4 Executive Director Performance Evaluation

- 7.4.1 In consultation with the Executive Director, the Executive Committee will plan and conduct an annual evaluation of the Executive Director's performance.
- 7.4.2 The results of the annual Executive Director performance evaluation will be presented to the Board at its first meeting held after the completion of the evaluation.

7.5 Unity of Control

- 7.5.1 Only the Board or the Executive Committee by majority vote has authority over the Executive Director.

7.6 Freedom of Information and Protection of Privacy Act

- 7.6.1 The Board delegates all powers and duties granted under the Freedom of Information and Protection of Privacy Act to the Executive Director.

7.7 Library Directors' Advisory Group

- 7.7.1 The LDAG will provide technical and operational advice to the Executive Director to assist in the formulation of policy and planning recommendations.
- 7.7.2 The LDAG will also provide advice to the Executive Director on programs and services and assist in their implementation in member libraries.
- 7.7.3 Members of the LDAG will ensure that their library's KLF representatives are informed of current KLF programs and services and their impact on their member library.
- 7.7.4 Members of the LDAG are eligible to serve on board committees in a non-voting, advisory capacity.

Schedule A

Small Library (serves a population under 3,000)	Medium Library (serves a population between 3,001 - 12,999)	Large Library (serves a population above 13,000)
Midway	Rossland	Creston
Greenwood	Sparwood	Castlegar
Radium	Beaver Valley	Nelson
Kaslo	Fernie	Cranbrook
Nakusp	Invermere	Penticton
Elkford	Kimberley	
Salmo	Grand Forks	
	Trail	