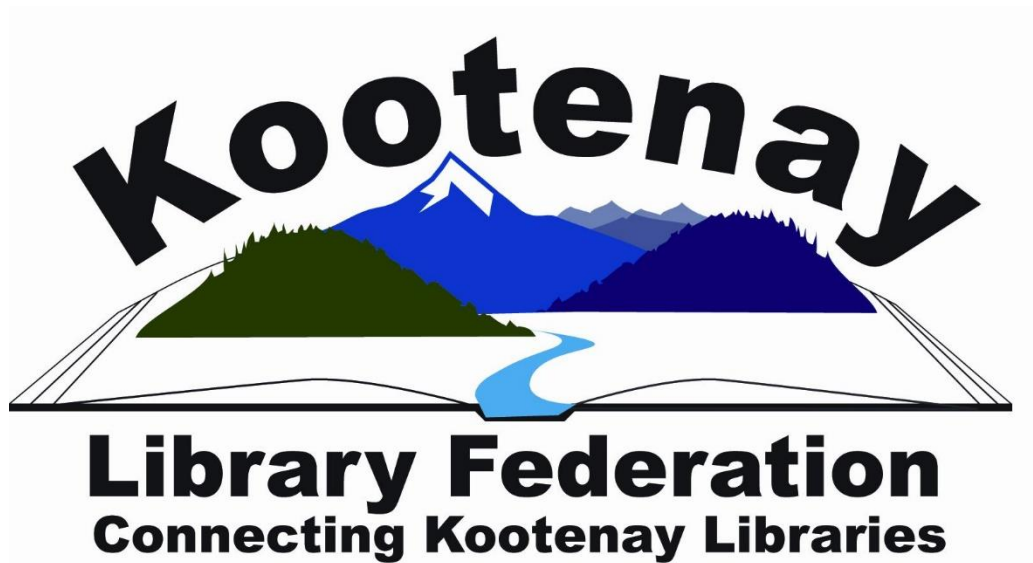


Board of Trustees' Governance Manual



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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 a governance and working board responsible for the strategic oversight and governance of the organization, and approves budgets and plans recommended by the Executive Committee. (The Board sets the organization's strategic direction and approves budgets and plans recommended by the Executive Committee.)
- 1.1.2 The Board will elect an Executive Committee to ensure 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.
- 1.1.3 The Executive Committee operates on a shared leadership governance model.
- 1.1.4 All operational matters of the KLF are delegated to the Executive Director.
- 1.1.5 The Executive Committee supervises the performance of the Executive Director. On a temporary basis, the Executive Committee may take over the active operational management of the KLF in the event that the Executive Director is unable to perform the duties of the position.

1.2 Committees

- 1.2.1 The KLF Board maintains three standing Committees:
 - 1.2.1.i Executive Committee led by the Chair
 - 1.2.1.ii Finance Committee led by the Treasurer
 - 1.2.1.iii Governance Committee led by the Board Vice Chair
- 1.2.2 Ad-hoc committees will be formed for specific purposes at the call of the Executive Committee and/or at the request of the Board as a whole, and may include ED Evaluation/hiring and Nominations. Ad-hoc committees will have a Terms of Reference and will dissolve once their purpose is complete.
- 1.2.3 Committees may be comprised of KLF board members, members of the LDAG, KLF staff, staff and board members from the Parties, and individuals as deemed appropriate.
- 1.2.4 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.
- 1.2.5 Each committee will be comprised of a Chair and at least two additional board members.
- 1.2.6 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.
- 1.2.7 Committee chairs may move motions and vote on any motion before the committee.
- 1.2.8 A simple majority of committee members present will constitute a quorum.

- 1.2.9 Committees do not participate in, or have responsibility for, the KLF's day-to-day operations.
- 1.2.10 At least one member of the Library Directors Advisory Group will sit on all committees, in a non-voting, advisory capacity.
- 1.2.11 The members of a committee may meet and adjourn as they think proper unless otherwise directed to meet and report.
- 1.2.12 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. supports Board business by contributing to Board initiatives, projects and/or ad-hoc committees
- g. accounts to member libraries for the overall strategic direction and performance of the KLF
- h. approves and oversees the organization's policies
- i. fosters Board development, including the recruitment, nomination and orientation of new board members.

2.0 OFFICERS OF THE BOARD

2.1 Elections

- 2.1.1 Officers of the Board will be Chair, Vice-Chair and the Treasurer.
 - 2.1.1.i At the discretion of the Executive Committee, the positions and responsibilities of any Board officers may be shared with another committee member to ensure fiduciary responsibility and the efficient management of the Board's business.
- 2.1.2 Officers of the Board will form the Executive Committee, in addition to four KLF Board members. When available, an Alternate may join the Executive Committee for succession planning purposes. The Alternate will be a non-voting member until the Principal steps down.
- 2.1.3 Executive Committee members are elected at the Annual General Meeting.
- 2.1.4 The Executive Director will conduct the elections of the Executive Committee.

2.2 Terms of Office

- 2.2.1 Executive Committee members will serve for approximately one-year terms between Annual General Meetings.

- 2.2.2 In the event that any Executive Committee members are unable to complete their terms, the positions shall be filled by the designated Alternate if available and/or 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. collaborates with Executive Director and Board to facilitate orientation to new Board members
- 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 as stipulated in 2.1.2.

4.2 Regular Meetings

- 4.2.1 The Board will endeavour hold regular in person meetings at least two times a year. When circumstances make this commitment unfeasible, Board meetings will be conducted electronically.
- 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 the most recent edition of *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 BOARD POLICIES AND PLANNING – PLANNING AND REVIEW CYCLES

5.1 Policies

- 5.1.1 The Board will identify and maintain policies for effective governance.
- 5.1.2 Policies will be included as appendices in the governance manual.

- 5.1.3 The Executive Director is responsible for developing any required operational procedures and guidelines to aid staff in the implementation of these policies.

5.2 Planning and Review Cycle

- 5.2.1 The Executive Committee will establish a planning and review cycle that will include the following:
- 5.2.2 Components of the planning and review cycle:
 - 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 on a bi-annual basis
 - d. performance evaluation of the Executive Director
- 5.3 In addition, the Executive Committee will review the Governance manual and related policies every two years or in response to changes in statutory requirements, or at the request of the Board.

6.0 EXECUTIVE AUTHORITY

6.1 Appointment of the Executive Director

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

6.2 Delegation to the Executive Director

- 6.2.1 The Board, through the Executive Committee, will delegate responsibility for the operational management of the KLF to the Executive Director.
- 6.2.2 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.
- 6.2.3 The Executive Director is authorized to establish procedures, make all decisions, take all actions and develop all activities, which are true to these directives.
- 6.2.4 The Board or board members will not give directives to individuals that report to the Executive Director.

6.3 Powers and Duties of the Executive Director

- 6.3.1 The Executive Director reports to and makes recommendations to the Executive Committee.
- 6.3.2 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.

6.4 Executive Director Performance Evaluation

- 6.4.1 In consultation with the Executive Director, the Executive Committee will plan and conduct an annual evaluation of the Executive Director's performance.
- 6.4.2 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.

6.5 Unity of Control

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

6.6 Freedom of Information and Protection of Privacy Act

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

6.7 Library Directors' Advisory Group

- 6.7.1 The LDAG will provide technical and operational advice to the Executive Director to assist in the formulation of policy and planning recommendations.
- 6.7.2 The LDAG will also provide advice to the Executive Director on programs and services and assist in their implementation in member libraries.
- 6.7.3 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.
- 6.7.4 Members of the LDAG are eligible to serve on board committees in a non-voting, advisory capacity.

Appendix 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	

Geographic

Boundary	West Kootenays	East Kootenays
Penticton	Nakusp	Radium Hot Springs
Midway	Kaslo	Invermere
Greenwood	Nelson	Kimberley
Grand Forks	Salmo	Cranbrook
	Castlegar	Elkford
	Trail	Sparwood
	Rossland	Fernie
	Beaver Valley	Creston

Appendix B – Terms of Reference for Standing Committees

TERMS OF REFERENCE: Executive Committee	CATEGORY: Standing Committees
APPROVED: April 2022	DATE OF NEXT REVIEW: April 2024

PURPOSE:

The Executive Committee is a standing committee of the Board and uses a shared leadership governance model. In general, the Executive Committee is appointed to:

- Facilitate decision-making between Board meetings and in urgent situations
- Prioritize issues for the full Board to address
- Oversee Board policies and ensure good governance
- Provide advice and supervise the performance of the Executive Director and ensure operational activities align with the Strategic Plan
- On a temporary basis, assume active operational management of the KLF in the event that the Executive Director is unable to perform the duties of the position.

MEMBERSHIP AND OPERATIONS

Membership:

- Officers of the Board will form the Executive Committee, in addition to four KLF Board members. When available, an Alternate may be appointed to the Executive Committee for succession planning purposes. The Alternate will be a non-voting member until the Principal steps down.
- At the discretion of the Executive Committee, the positions and responsibilities of the Chair, and/or Vice Chair, and/or Treasurer may be shared with another committee member in order to more efficiently manage the Board’s business.
- The Committee composition will ensure representation for each library size (small, medium and large) and each geographic region (East, West and Boundary) in the Federation – See Appendix 1.
- In the event that a specific position on the Executive Committee cannot be filled from the current Board membership, the Board may appoint an alternate Board member with the requisite skills and interest to fill that position, enabling the Executive and the Board to benefit from that expertise.
- The Chair or designate of the Library Directors' Advisory Group (LDAG) will sit on the Executive Committee in a non-voting, advisory capacity.
- The Executive Director will sit on the Executive Committee in a non-voting, advisory capacity.

Terms of Office

- Committee members will serve approximately 1 year terms between Annual General

Meetings.

- in the event that any Committee members are unable to complete their terms, the positions shall be filled by election from within the Board.

Operations:

- the Committee meets a minimum of 5 times per year
- A quorum needed to conduct Committee business is a simple majority of the authorized voting members of the Committee.

ACCOUNTABILITY

- The Executive Committee reports and makes recommendations to the Board and is bound by the Board's voting powers and its governance documents.

RESPONSIBILITIES:

Governance:

- ensure appropriate governance/organizing documents are in place to support sound governance practices and make recommendations regarding additions or revisions
- sign off on statutory and/or regulatory reporting requirements regarding board financial oversight and legal obligations
- appoint Executive Committee members to the Governance and Finance Committees
- direct and provide oversight to all standing and ad-hoc committees, and
- oversee Board development and Board performance evaluation.

Executive Director

- recruit, supervise, and conduct the annual performance review of the Executive Director
- provide oversight and guidance regarding compliance with all board decisions, all board-approved policies, and all statutory and/or regulatory reporting requirements.

Board Development

- Ensure effective orientation and ongoing development processes are in place to enable Board members to participate fully in the governing work of the Board.
- Ensure a process is in place for Board evaluation.

Strategic Plan

- Leads process for strategic planning including development, monitoring implementation, establishing outcome metrics and ensuring periodic review.
- Ensure Board and Federation activities align with/support strategic plans.

TERMS OF REFERENCE: Finance Committee	CATEGORY: Standing Committees
APPROVED: April 2022	DATE OF NEXT REVIEW: April 2024

PURPOSE

The Finance Committee is a standing committee of the Board and, in general, provides oversight and advice to the Executive Director regarding KLF financial management processes including budgeting, planning, reporting and monitoring.

MEMBERSHIP AND OPERATIONS

Membership:

- The Finance Committee will be chaired by the Treasurer and include at least two other Executive Committee members.
- In the event that a specific position on the Finance Committee cannot be filled from the current membership, the Board may appoint an alternate Board member with the requisite skills and interest to fill that position, enabling the Executive and the Board to benefit from that expertise.
- The Chair will sit on the Finance Committee in an ex-officio capacity.
- The Chair of the Library Director’s Advisory Group (or designate) will sit on the Finance Committee in a non-voting, advisory capacity.
- The Executive Director will sit on the Governance Committee in a non-voting, advisory capacity.

Terms of Office

- Committee members will serve approximately 1 year terms between Annual General Meetings
- In the event that any Committee members are unable to complete their terms, the Chair will appoint a member to fill vacant positions.

Operations:

- the Committee meets a minimum of once a year
- a quorum needed to conduct Committee business is a simple majority of the authorized voting members of the Committee

ACCOUNTABILITY

- The Finance Committee reports and makes recommendations to the Executive Committee and is bound by the Board’s voting power and it’s governance document

RESPONSIBILITIES

The Finance Committee will:

- provide general supervision of the budget preparation and financial reporting processes
- oversee the annual compilation of accounts
- recommend the appointment of the KLF's Accountant
- periodically review and adjust KLF's revenue model to ensure it maintains the financial sustainability of the organization
- perform any other duties assigned.

TERMS OF REFERENCE: Governance Committee	CATEGORY: Standing Committees
APPROVED: April 2022	DATE OF NEXT REVIEW: April 2024

PURPOSE

The Governance Committee is a Standing Committee of the Board and, in general, is appointed to build and maintain a comprehensive and effective governance structure that guides and supports the mission, vision, values and strategic plan of the KLF.

MEMBERSHIP AND OPERATIONS

Membership:

- The Governance Committee will be chaired by the Vice-Chair(s) and include at least two other Executive Committee members.
- In the event that a specific position on the Governance Committee cannot be filled from the current membership, the Board may appoint an alternate Board member with the requisite skills and interest to fill that position, enabling the Executive and the Board to benefit from that expertise.
- The Chair will sit on the Governance Committee in an ex-officio capacity.
- The Chair of the Library Director's Advisory Group (or designate) will sit on the Governance Committee in a non-voting, advisory capacity.
- The Executive Director will sit on the Governance Committee in a non-voting, advisory capacity.

Terms of Office

- Committee members will serve approximately 1 year terms between Annual General Meetings.
- in the event that any Committee members are unable to complete their terms, the Chair will appoint a member to fill vacant positions.

Operations:

- The Committee meets a minimum of once a year.
- A quorum needed to conduct Committee business is a simple majority of the authorized

voting members of the Committee.

ACCOUNTABILITY

- The Governance Committee reports and makes recommendations to the Executive Committee and is bound by the Board's voting power and its governance document.

RESPONSIBILITIES

The Governance Committee will:

- prepare and maintain the Board Governance Manual, policies and procedures
- maintain terms of reference for all committees and role descriptions for all positions
- establish and maintain a review cycle to ensure all governance documents including policies, procedures and committee terms of reference are reviewed once every 2 years or sooner as the occasion warrants.
 - Terms of Reference review may be delegated to the related Committee
- lead the strategic planning process and establish the process for ongoing review of progress against the strategic plan throughout the year
- manage the Board's regular self-evaluation process
- perform any other duties assigned.

Appendix C – Board Policies

Policy Title: KLF Consortium Purchasing Policy	Policy Number 1.0
Approved by the Board: October 2007 Amended: October 2019 April 2023	Date of next review: January 2025

Objective

This policy defines the conditions for initiating and discontinuing consortium purchases for KLF member libraries.

Definitions

Consortium Purchase

- a collaborative arrangement where goods, works, or services can be obtained for better prices collectively rather than individually

Background/Rationale

The KLF aims to provide financial assistance and administrative support to member libraries for consortium purchases. The KLF supports regional equities among member libraries for services and programs.

Policy

1. Financial assistance for a consortium purchase will be provided when the following conditions are met
 - a minimum of 50% of member libraries are participating in the purchase
 - member libraries can commit to a 2-year subscription for databases (in order to facilitate patron and staff learning and uptake)
 - KLF funding is available
2. Discontinuing an ongoing purchase will be considered when:
 - Fewer than 50% of member libraries are interested in continuing participation
 - Data collected by member libraries indicates infrequent use of resource and/or negative feedback from users regarding resource
 - KLF funding is no longer available

Policy Title: KLF Speaker/Tour Policy	Policy Number 2.0
Approved by the Board: May 2010 Amended September 2020 April 2023	Date of next review: January 2025

Objective

This policy defines considerations for funding public performances of authors, speakers and other performers for KLF member libraries.

Background/Rationale

The objective of a tour is to increase engagement between communities and their local library and to introduce authors, speakers and performers and their work to then community. The KLF may offer partial or full funding to authors, speakers and performers for fees and travel costs related to public performances in member libraries either in person or virtually.

Policy

The KLF will consider the following when planning a tour:

1. Suggestions for authors, speakers and performers made by member libraries
2. Geographic equity when scheduling a tour
3. Partnerships with publishers, member libraries, community groups and other Federations to plan, promote and host a tour
4. Available funding -
 - if grant funds are used, conditions stipulated by the grant will have precedence over other considerations

Policy Title: Governance Workshop Support (formerly KLF Trustee Orientation Program)	Policy Number 3.0
Approved by the Board: October 13, 2007 Amended: October 13, 2019 Amended: September 26, 2020	Expected review date: Every two years

Policy Background

The British Columbia Library Trustees Association offers governance workshops on a cost recovery basis.

As part of our mandate to provide professional development for board members, the Kootenay Library Federation will cover a portion of the governance workshop fee charged by the BCLTA.

Policy statement:

The KLF will reimburse member libraries for 60% of the governance workshop fee charged.

1. This support is available to trustees from any KLF member library.
2. Member libraries are responsible for paying the balance of the fees, travel, and any other additional costs for the attendees.
3. Working with the BCLTA, and when possible, the KLF will arrange up to two in-person or Zoom training sessions per year - one in the East Kootenays, and one in the West Kootenays. Library trustees may attend a session in another part of the province under the same guidelines described in this policy.
4. Financial support for governance workshops is contingent on acceptable funding for the KLF from Libraries Branch.

Policy Title: KLF Travel Compensation Policy	Policy Number 4.0
Approved by the Board: October 23, 2010 Amended: October 19, 2019	Expected review date: Every two years

Purpose/Rationale

As reimbursement for travel and accommodation expenses are the largest cost of KLF meetings and training events, it is sensible that libraries make the most economical arrangements possible for travel. The KLF encourages and will work to facilitate carpooling amongst Board members and Library Directors.

Exceptions may be made to this policy for reasons including poor driving conditions, unforeseen circumstances, and accessibility concerns. If possible, consult with the KLF Executive Director prior to making travel arrangements which do not comply with KLF policy. In these circumstances, reimbursement consideration will be at the discretion of the KLF Executive Director.

Principles

1. Maximum amounts for travel, meals and accommodation will be at the current rates paid by the BC Government and will be reviewed annually. This information can be found at https://www2.gov.bc.ca/assets/gov/careers/all-employees/pay-and-benefits/appendix_1_travel_allowances.pdf
2. Mileage rates for vehicle use include all vehicle costs such as gas, maintenance and insurance. Mileage rates will not exceed the cost of economy class airfare, where available. Mileage will be calculated using the distances set out in the KLF distance chart.
3. Carpooling is encouraged where feasible.

4. Air travel reimbursement will be the lesser of actual costs or economy class travel and will be booked promptly when the commitment to travel becomes known.
5. Receipts are required.
6. Meals will be reimbursed at the receipted amount or the maximum stipulated rate, whichever is less. When a meal is provided, a meal allowance will not be paid out. Alcoholic beverages are not a reimbursable expense.
7. Billeting with family and friends is encouraged and upon request, will be reimbursed at a rate of \$45.00/night's stay, inclusive of accommodation and meals.
8. Meetings will end by 3pm to allow travel home the same day.

	KLF Distance Chart																			
	Beaver Valley	Castlegar	Cranbrook	Creston	Elkford	Fernie	Grand Forks	Greenwood	Invermere	Kaslo	Kimberley	Midway	Nakusp	Nelson	Penticton	Radium H.S.	Rossland	Salmo	Sparwood	Trail
Beaver Valley	x	45	214	108	377	310	122	162	347	135	245	193	185	65	308	360	24	25	339	16
Castlegar	45	x	231	125	391	326	97	137	363	115	245	154	145	46	283	376	38	42	356	31
Cranbrook	214	231	x	105	164	96	322	362	133	219	31	377	312	230	506	146	238	190	125	230
Creston	108	125	105	x	269	201	216	256	238	114	137	270	206	124	402	251	133	85	231	124
Elkford	377	391	164	269	x	67	484	525	278	386	185	539	533	394	667	291	401	353	39	393
Fernie	310	326	96	201	67	x	418	457	211	315	121	473	408	325	602	224	334	286	30	326
Grand Forks	122	97	322	216	484	418	x	40	454	207	353	57	240	137	186	467	98	133	447	108
Greenwood	162	137	362	256	525	457	40	x	494	246	393	15	280	177	145	507	138	173	487	148
Invermere	347	363	133	238	278	211	454	494	x	352	120	511	366	362	639	13	371	323	240	362
Kaslo	135	115	219	114	386	315	207	246	352	x	251	262	93	70	391	365	146	109	345	140
Kimberley	245	262	31	137	185	121	353	393	120	251	x	406	343	261	537	133	270	221	150	261
Midway	177	152	377	271	540	472	55	15	509	261	408	x	295	192	131	522	153	188	502	163
Nakusp	185	149	312	206	533	408	240	280	366	93	343	297	x	146	361	379	180	181	437	173
Nelson	65	46	230	124	394	325	137	177	362	70	261	194	146	x	323	375	77	40	355	70
Penticton	308	283	506	402	667	602	186	145	639	391	537	131	361	323	x	649	282	318	633	292
Radium H.S.	360	376	146	251	291	224	467	507	13	365	133	524	379	375	649	x	384	336	253	375
Rossland	24	38	238	133	401	334	98	138	371	146	270	152	180	77	282	384	x	50	364	10
Salmo	25	42	190	85	353	286	133	173	323	109	221	189	181	40	318	336	50	x	315	41
Sparwood	339	356	125	231	39	30	447	487	240	345	150	500	437	355	633	253	364	315	x	355
Trail	16	31	230	124	393	326	108	148	362	140	261	163	173	70	292	375	10	41	355	x

Policy Title: KLF Reserve Funds	Policy Number 5.0
Approved by the Board: October 15, 2016 Amended: September 26, 2020	Expected review date: Every two years

Purpose/Rationale

The Federation has a commitment to its member libraries to maintain the current level of programming and to be flexible to explore new opportunities that meet the Federation’s strategic priorities.

Principles:

Due to the unpredictable nature of the Federation’s revenue stream, the KLF will maintain two reserve funds. A general reserve is intended for use should our annual operating grant from Libraries Branch be delayed. An operating reserve is intended for use should Libraries Branch discontinue disbursing annual operating grants to library federations.

1. In either of these eventualities, the two reserve funds will be used to meet obligations to our member libraries, to fulfill program and project commitments, and if required, to ensure an orderly shutdown of the Federation.
2. The general reserve will be held in a high interest savings account. These funds (\$5000.) are available to the Executive Director without Board approval. Executive Committee will be apprised of use of general reserve funds. When used, these funds will be replenished after the Federation operating grant is received from Libraries Branch.
3. The operating reserve will be held in a cashable term deposit in an amount sufficient to ensure an orderly shutdown of the Federation over a course of four months (between \$40,000 - \$50,000).
4. The Executive Director is responsible for ensuring that the reserve funds are maintained and used in consultation with the Treasurer and used only as described in this policy.
5. This policy will be reviewed every two years by the Finance Committee and the Executive Director. Any changes will be referred to the Board for approval.
6. Surplus funds will be used to fund projects or programs, based on current strategic priorities. The Executive Director is responsible for ensuring that any surplus funds are used only as described in this policy.

Policy Title: Code of Conduct and Confidentiality	Policy Number 6.0
Approved by the Board: October 13, 2018	Expected review date: Every two years

All Kootenay Library Federation Board members will:

1. Recognize that whether or not they agree with a decision made by the Board, they must support said decision as being the considered judgement of the Board, and present a unified voice when speaking outside of Board meetings.
2. Operate in an ethical and businesslike manner. This commitment includes proper use of authority and appropriate decorum when acting on behalf of the Board.
3. Have loyalty to the interests of the Kootenay Library Federation. This supersedes any loyalty to advocacy or interest groups.
4. Listen carefully to and respect the opinion of other Board Members and respect the decisions of the Board.
5. Maintain confidentiality about all matters that are discussed and considered during in camera meetings.
6. Use proper care and exercise ethical, lawful and prudent judgment in the performance of their duties.
7. Recognize that all authority is vested in the Board as a whole when it meets in legal session, and not with individual Board members.
8. Participate actively in Board meetings and actions.
9. Call to the attention of the Board any issues that may have an effect on the KLF.
10. Refer complaints about the KLF to the Board Chair for governance issues or the Executive Director for operational matters.
11. Recognize that the Board's job is to ensure that the KLF is well managed, not to manage the KLF.
12. Ensure that the KLF is financially secure, growing and always operating in the best interests of the member libraries.
13. In terms of confidentiality, Board members must not disclose confidential information learned as a result of their KLF duties, except as necessary for the performance of those same duties.
 - a. Board members must continue to maintain information in confidence after the termination of their involvement with the KLF.
 - b. Board members must not use confidential information gained through their association with the KLF in order to further their own private interests or those of a related party.
 - c. If in doubt about what is considered confidential, a Board member should seek guidance from the Board Chair or the Executive Director.

Signed _____

Date _____

Policy Title: Conflict of Interest	Policy Number 7.0
Approved by the Board: October 2018 Amended October 2019 April 2023	Date of next review: January 2025

Objective

This policy outlines standards, expectations and processes to identify and manage potential conflict of interest situations.

This policy is intended to supplement but not replace any applicable federal, provincial or municipal laws governing conflicts of interest applicable to non-profit and charitable organizations.

Scope

This policy applies to KLF Board members and staff.

Definitions

Conflicts of Interest

- arise when personal interests conflict with an individual's stipulated duties and responsibilities as a member of the KLF Board. A conflict of interest can exist whether or not a monetary or an employment advantage exists.

Background/Rationale

The KLF is accountable to both government agencies and members of the public for responsible and proper use of its resources. Members have a duty to act in the best interests of the KLF and ensure that decision-making on behalf of the KLF is free from actual or potential conflicts of interest.

Policy

1. Neither Board members nor their immediate families may be KLF employees.
2. Board members are responsible for identifying situations in which possible conflicts of interest may arise.
3. Board members have a duty to disclose possible conflicts before any given issue or agenda item is discussed.
4. The Executive Committee will review all reports of conflicts of interest brought to their attention and will determine a process for resolution.

Process

1. Full disclosure of potential or actual conflict of interest will be made in writing to the Executive Committee if:
 - a Board member is related to another Board or staff member by blood, marriage, adoption or domestic partnership
 - a Board member or a Board member's family or business organization may derive a direct or indirect monetary or material benefit from:
 - a Board decision or outcome of a Board decision
 - a contract or business arrangement established by the KLF
 - a Board member is also a member of the governing body of a contributor to the KLF
2. Board members who perceive themselves to be in a possible conflict of interest will:
 - report the matter immediately to the KLF Board Chair or Vice Chair
 - excuse themselves at the onset of discussion, without comment, from both deliberation of the issue or

agenda item in possible conflict and the vote

3. When requested, a Board member in perceived conflict may be present during deliberations to clarify information unless an objection is made by any other Board member. Any declaration must be recorded in the minutes.

Policy Title: Online Motions	Policy Number 8.0
Approved by the Board: October 19, 2019 DELETED APRIL 2023	Expected review date: Every two years

Policy Title: Records Management	Policy Number 9.0
Approved by the Board: September 2020 Amended April 2023	Date of next review: January 2025

Objective

This policy provides direction to ensure that full and accurate records of all activities and decisions of the KLF are created, managed, and retained or disposed of appropriately and in accordance with the operational needs of the KLF and relevant legislation.

Scope

This policy applies to all records of the KLF, physical and electronic.

Definitions

Records

- refers to information recorded in any format (physical or electronic) that has been created or received and/or maintained by the KLF. The nature of the record determines its eventual disposition and/or disposal as noted in the Retention Schedule

Vital Records

- refers to records deemed essential to the survival of the KLF and have been identified for protection from destruction in the event of a disaster. These records are identified in the Retention Schedule with a (V).

Policy

1. The KLF Director has overall responsibility for oversight and implementation of the records management program and records destruction

2. Storage of files held by the KLF will be kept to the legal minimum consistent with the efficient operation of the organization and the preservation of a meaningful historical record. The KLF Board and/or Director have the discretion to retain records longer than stipulated in the Retention Schedule provided they have historical or current value.
3. The KLF shall keep an orderly and timely record of its business so that all records are compliant with federal legislation.
4. Records may be kept in hard copy or electronic format. Electronic records will be backed up on a minimum monthly basis to an external drive or a secure Canadian cloud-based account.
5. Records slated for disposal shall be recycled (hard copy) or deleted (electronic) with the exception of records containing personal information.
6. Records containing personal information:
 - may be collected by the KLF for the purposes of program and service provision, evaluation and newsletter distribution (opt-in only). The KLF will use reasonable security measures to safeguard this information.
 - are retained and disposed of in accordance with B.C.'s Freedom of Information and Protection of Privacy Act. The KLF will not retain any personal information longer than necessary for current service provision, unless required by law.
 - that have been slated for disposal following the guidelines set out in the Retention Schedule shall be shredded or deleted by the KLF Director.
7. Vital records will be kept in a persistent electronic format (e.g. PDF) and held in duplicate by the KLF Board Chair. Updated vital records will be provided to the Chair once per year, following the AGM.

KLF RECORDS RETENTION SCHEDULE

(V) = vital records

One year	Three years	Seven years	Forever
Budget working sheets	Board Agenda packages	Committee Minutes (after disbanded or issue is resolved)	Board Minutes (V)
Grant applications (not approved)	Correspondence, general	Contracts (after expiration)	Historical Records: <ul style="list-style-type: none"> - Annual Reports - Federation Agreement (V) - Governance & policy manuals - Record of programs supported by the KLF by year - Strategic Plans
Workplans	Federation Managers' Meeting Minutes	Financial Records (V), including but not limited to: <ul style="list-style-type: none"> - Bank statements and reconciliations - Budgets (final) - Cheque stubs, invoices, and receipts - Payroll - SOFI (submitted copy) - Subsidy calculations - Vendor and supporter lists - monthly reports 	Provincial Library Grant Reports (V)
	Insurance policies (after replacement or cancellation)	Grant applications and reports (approved grants)	
	LDAG Agenda packages	LDAG Minutes	
	Personnel files (four years after employee leaves)	Statistics and surveys (programs, consortial purchasing, Strategic Plans, conferences etc.)	

In addition, it is the responsibility of the Federation Director to keep those records which will contribute to the continuous smooth operation of the Federation as well as a robust historical record of the activities of the Federation.

