

POLICY: BOARD MEMBER ROLES & RESPONSIBILITIES

SECTION B: Governance

Committee Responsible: Governance
Committee Approved: June 3, 2023
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STATEMENT OF INTENT

Marigold Library Board members are appointed by their municipal councils to serve on the Marigold Library Board. Board members are responsible for the effective governance of Marigold Library System while acting in a position of trust for the member community.

CONDITIONS

The *Marigold Library System Agreement* (the Agreement), Clause 8, states that “Where a Municipality is a Party to this Agreement, it shall appoint one member to Marigold Board. The preference for an appointment will be an individual who has an active involvement in the library community, such as membership on the Local Library Board.” Marigold Library Board members do not necessarily have to be Councillors for Municipalities. The Municipality may appoint an alternate who can attend a Board meeting when the official Marigold representative is absent. Marigold Library Board meetings are typically scheduled in January, April (AGM), August, and November.

Marigold Library Board is authorized to govern Marigold Library System by two legal documents: *The Libraries Act and Regulation R.S.A. 2000 Chap. L-11*, as amended (hereinafter referred to as *The Act*) and the *Marigold Library System Agreement*. With that authority, the Marigold Library Board assumes the responsibility for developing policies related to the framework, governance, advocacy and operational management of Marigold and its library service points (community libraries).

PROCEDURES

Marigold Library Board Members will:

- Attend Marigold Library Board meetings.
- According to *The Act* and Marigold Library System Procedural Bylaws, if a Marigold Library Board member misses three consecutive meetings without reasonable excuse and notification, the Municipal Authority shall be notified and asked to make a new appointment.
- Know the purpose of Marigold Library Board policies, bylaws and plans, and *The Act* as well as where and how to access them.
- Understand the role and responsibilities of a regional library system.
- Prepare in advance of Board meetings by reviewing Marigold Library Board documents.
- Participate in Board discussions for a better understanding and clarification of reports, motions or issues facing Marigold.
- Make informed decisions and perform duties in the best interests of Marigold Library System, including making and approving motions for policies, bylaws, plans and other Marigold business.
- Advocate for Marigold Library System and defend the decisions and directions taken by the Marigold Library Board as a whole.
- Actively contribute to the development and evaluation of Marigold’s vision, mission, values and long-term strategic goals.
- Keep Marigold Library Board business confidential as required.
- Carefully examine and ask questions on financial reports and budget forecasts to ensure that Marigold remains fiscally responsible.

- Report to Municipal Council on information and business arising at Marigold Board meetings.
- Actively seek opportunities to inform and share Marigold documentation and information with municipal council members, local board members, and member library managers and staff.
- Speak directly to the CEO when sharing ideas about Marigold Library System business processes.
- Support the Executive Committee, which has the responsibility to hire a CEO and do regular CEO performance reviews.
- Maintain positive relations among the Board, committees, staff members and the community to work towards achieving the goals and objectives of Marigold Library System.
- Volunteer for a Marigold committee if possible.
- Read, understand, and adhere to the *Board Member Code of Conduct (Schedule A)*.

Board Member Code of Conduct

The Board Member Code of Conduct applies to all Marigold Library Board Members. The Code of Conduct is to be given a broad, liberal interpretation in accordance with applicable legislation and in a fair, impartial and unbiased manner.

Breaches of the Code of Conduct, whether intentional or unintentional, shall be reviewed by the Governance Committee of the Marigold Board. If necessary, the Governance Committee shall recommend corrective action to the full Marigold Board. Marigold Board does not have the authority to remove a Board member. If a breach of the Code of Conduct is outside of Marigold Board's ability or authority to resolve, the matter shall be referred to the breaching member's Municipal Authority and a new appointment may be requested.

Any notes or written documentation about a breach of the Code of Conduct will be handled, filed, and managed in the same manner as the minutes of In Camera meetings.

Schedule A: Marigold Library System Board Member Code of Conduct

In accordance with the *Libraries Act and Regulation R.S.A. 2000 Chap. L-11*, as amended, (*The Act*) Library System Boards exist to develop, promote, provide and monitor Marigold services. To this end, Marigold Board members shall be committed to the following principles:

1. The primary goal of Marigold Board members is to ensure that the public has access to the highest quality library services possible. While serving Marigold and attending Marigold Board meetings, Board members must prioritize the interests of Marigold and be engaged participants.
2. Marigold Board members shall treat others in a courteous, respectful, professional and helpful manner.
3. Marigold Board members should limit their role to policy governance, advocacy and fiduciary oversight.
4. Marigold Board members should distinguish between their personal views and those of the organization by respecting the position of the Board.
5. Marigold Board members, including Council members, may bring skills and knowledge from their other roles but represent the interests of Marigold when it comes time to vote or make decisions.
6. Marigold Board members shall avoid any conflict of interest by declaring situations where personal interests are or may be perceived to be, in conflict with Marigold's interests and/or may result in personal gain. They shall abstain from any discussion and voting on such matters.
7. Board members shall attend Marigold Library Board meetings or arrange for a council-appointed alternate to attend. Board members should be prepared and share Marigold news and decisions with municipal council and municipal Library Board.
8. Board members shall not attempt to exert any supervisory responsibilities. Board members only have one employee - the CEO. Marigold headquarters staff fall under the responsibility of the CEO. If a Board member has a concern about staff performance, the concern should be communicated to the CEO.
9. Marigold Board members shall become familiar with and conduct themselves in compliance with specific expectations and responsibilities as outlined in Marigold's foundational documents, such as the *Marigold Library System Agreement* and *The Act*.
10. Marigold Board members should respect the established structure of the library system and attempt to work harmoniously with the Board.
11. Marigold Board members shall safeguard Marigold's confidential information, including that of its patrons, community and business partners, and its assets and resources. Board members must keep confidential and may not discuss any information or discussion disclosed in closed sessions or in camera meetings of the Board, Executive Committees or any sub-committees.

12. Marigold Board members shall support intellectual freedom in the selection and deselection of library material.
13. Board members shall demonstrate ethical and professional conduct; this commitment includes proper use of authority and appropriate actions in group and individual behaviour when serving as Board members.

Approved by the Governance Committee
October 22, 2022

Approved by the Marigold Library Board
January 28, 2023

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