



POLICY: <b>Board Members' Code of Conduct</b>		POLICY NO: <b>LB 06</b>
POLICY LEVEL: <b>Library Board</b>	LAST REVIEW / REVISION DATE: October 16, 2023	SCHEDULED REVIEW DATE: Oct 2027

## Board Members' Code of Conduct

The Stratford Public Library Board members, including Board Committee members, commit to conducting business in a lawful, ethical, and businesslike manner. This commitment includes proper use of authority, appropriate decorum in group and individual behaviour and respect for others and their contributions to the library when acting as board members.

### Governing Style and Accountability

The Stratford Public Library Board will govern with a style that ensures:

- its civic trusteeship obligation for the Stratford Public Library;
- encouragement of, and respect for, diversity of opinions;
- strategic leadership;
- a clear distinction between Board and CEO roles;
- and, collective, rather than individual decisions.

Furthermore, the Library Board will:

- speak with one voice once a decision has been reached and a resolution passed;
- prepare for meetings to make informed decisions and actively participate in carrying out the work of the Board, including committee involvement;
- support intellectual freedom in the selection of library resources.

### Loyalty

Board members must be loyal to the interests of the Library. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staff. This accountability supersedes the personal interest of any board member acting as an individual user of the library's services.

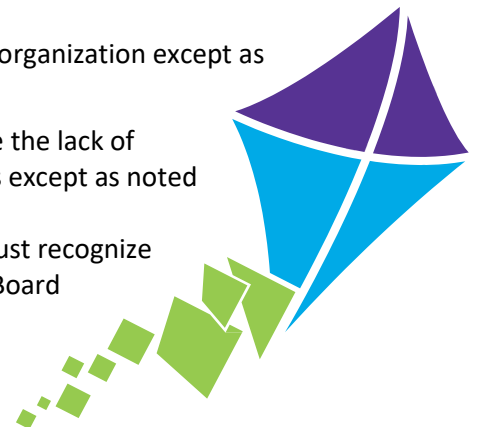
### Communication

The Board will communicate policy and strategy speaking with one voice, to ensure adherence to a consistent message. In situations requiring formal communication from the Board, the Chair or designate will be the spokesperson. This includes, but is not limited to, public presentations, presentations to private groups, making statements to the media and/or making statements on social media.

### Authority

Board members will not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies:

- Board members' interaction with the CEO or with staff must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
- Board members' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Board member or Board



members to speak on behalf of the Board.

- Board members will express no judgments of the CEO or staff performance except as that performance is assessed through the official process.

### **Conflict of Interest**

Board members must avoid any conflict of interest or appearance of conflict of interest with respect to their fiduciary responsibility in compliance with the Municipal Conflict of Interest Act.

- There must be no personal business conducted by a member with the library. Members will disclose to the Board their involvement with other organizations, with vendors or any associations that might be or might reasonably be seen as being a conflict of interest.
- When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member will withdraw without comment not only from the vote, but also from the deliberation/discussion.
- Board members must not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a Board member be considered for employment with the library, they must temporarily withdraw from Board deliberation, voting and access to applicable Board information.

### **Conduct at Meetings**

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

### **Confidential Information**

Board members will respect the privacy of others and will not disclose or release by any means, to any person or platform, either in oral or written form, any confidential information acquired by virtue of their office except when required by law to do so. Board 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. Members will maintain this obligation even after leaving the Board.

### **Gifts**

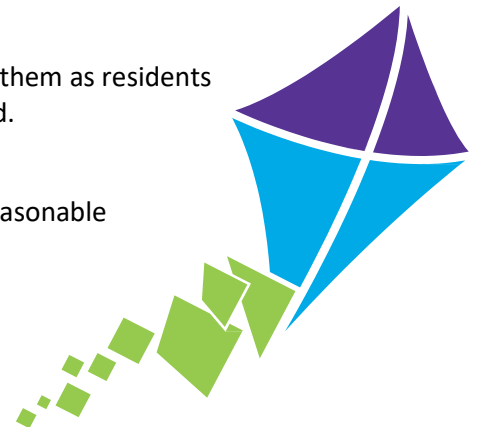
In their capacity as Board members, Board members will not accept gifts, favours or services from any individual, organization or corporation other than the usual exchange of hospitality between persons doing business together or token exchanges as part of protocol.

### **Personal Issues**

Board members making public statements on personal issues that impact them as residents of Stratford must not identify themselves as members of the Library Board.

### **Remuneration**

Board members serve without remuneration yet can be reimbursed for reasonable expenses incurred while acting in an official capacity.



## References:

- Public Libraries Act, RSO 1990
- Municipal Conflict of Interest Act, RSO 1990
- LB 02 Governance By-laws
- LB 03 Board Job Description

ORIGINAL DATE ADOPTED	March 20, 2007	Review Cycle	Four Years
APPROVAL HISTORY	December 9, 2014; November 6, 2018; October 16, 2023		

