

The Role of the Board Chair

Edited by Randee Loucks

This is the second article developed from a popular session given by Ken Roberts, CEO of Hamilton Public Library, at the 1999 OLA Superconference and a follow-up session presented at the 2000 event. Trustees from three Ontario public libraries have been asked to comment on the following scenario.

THE SCENARIO: BOARD MEETING TIME

Council appoints a new Library Board. There are four veterans, two new Council members, and five new appointees. At the first meeting of the new board one of the veterans, Bob, is elected Board Chair. Bob had been Board Chair the previous year. Near the end of the meeting one of the new citizen appointees, Susan, says that she has an issue to discuss – the Board meeting times.

"The Library Board has met on Thursday evenings for a great many years," says Bob hesitantly.

"Yes, but I've got choir practice on Thursdays," replies Susan. "Wednesdays would be better."

"If you knew you had a conflict on Thursdays, perhaps you should have thought twice before applying for the Library Board," says Bob, an edge to his voice.

"I've read the Public Libraries Act," says Susan. "Each new Board has the right to establish a meeting time most consistent with the needs of its members. This is a new Board. I know there are others who prefer Wednesday nights. In fact, I move that the Library Board hold its regular meetings on the third Wednesday night of every month."

The motion is seconded and, after a brief discussion, passes 6 to 5. You

are one of the new Board members and you vote to keep the meeting on Thursday evenings.

The Board Chair, Bob, suggests that since the Board has met on Thursdays for more than thirty years that this change should be considered, under the Board by-laws, a "substantive" issue and that substantive issues have to pass by a 2/3 majority. Susan moves that this is not a substantive issue. Bob says that he will not accept her motion as valid unless it passes by a 2/3 majority. Surprisingly, it does. The Board Chair is obviously displeased.

The week before the next Board meeting the Board Chair and the chief librarian get together to review the agenda for the next meeting. Near the end of this informal meeting the Board Chair says, "By the way, I've been reviewing my copy of the Board's by-laws. They state, quite clearly, that the Board Chair has the right to cancel meetings, at his discretion. The by-laws also state that the Board Chair can call a special meeting with at least five days notice. I am canceling next Wednesday's Board meeting and calling a special meeting for next Thursday night - our usual evening."

"But sir," says the Chief Librarian, "Board members are going to be mad. At the very least they'll change the by-law and the provisions about canceling meetings and calling special meetings have been good."

"I am the Board Chair and I have the authority to call and cancel meetings. Do it."

The Chief Librarian sends both the cancellation notice and the notification of the special meeting in the

same envelope.

Upon receiving your packet, you sit down and try to decide what to do at the next meeting.

THE RESPONSES



Jane Van der Kraan is Chairperson of the Huntsville Public Library Board and the newly-elected Chairperson of the Southern Ontario Library Service Board.

The issue that this scenario raises is one of board cohesion and effectiveness. It could be construed that Bob was technically within his rights as board chair to cancel and reschedule the meeting. But, as a member of the board, he wasn't within his rights to contravene, or undermine, the working of the group as a whole. The chair's role should be to see that the board behaves consistently within the rules it has established for itself, not act as an autocratic ruler and defender of "what has always been".

To fulfill its obligations as civic trustees, the board has certain moral responsibilities. It must act with a vision to see the library grow, to advo-

cate its importance, value and mission to the community and to care about the library. All of these imply a unified, rather than individual agenda. By independently rescheduling the meeting and ignoring the majority vote of the board, Bob is acting against these principles.

To deal with this situation effectively, at its next meeting, regardless of when it takes place, the board must address its own governance policies, or by-laws. Although the provisions for cancelling and calling special meetings might have been good in the past (as the CEO notes), it is time to review these policies. The role and responsibilities of the board chair must also be clarified. This review and refinement process should be part of any board term planning cycle.

The ongoing challenge for this board will be how it deals with, and grows, from this difficulty. The more experienced board members have an opportunity to provide leadership in this situation. They have the benefit of tradition, but can also play a role as a bridge with the new members on the board. As a new member, it is important to respect the past but also to

accept change, always asking "is this what's best for the library."

Personal agendas have no place at the library board table. Bob was wrong.



Claire Smerdon has been the Chair of the Temagami Public Library Board for the past 1-1/2 years and is also on the OLS-N Board.

The change of meeting time is really not the issue, although Susan should have considered her time conflict before applying for the Board. It

seemed a little 'pushy' for a new Trustee to attempt to change the status quo and cite the Public Libraries Act at her very first meeting. However, the change obviously suited the majority of Trustees.

The issue is the democratic process. Bob certainly feels threatened. A new Trustee seems to be trying to 'take over' and change things that Bob knows work well. But Bob is definitely out of line.

The *Public Libraries Act* and my Trustee training binder hold plenty of information about selecting, electing and the responsibilities of the Chair. These documents emphasize that the Chair is required to be democratic and fair. Bob is attempting to manipulate the system and impose his will on the rest of the Board and this is probably symptomatic of things to come. The meeting time is a trivial issue - what's going to happen when the Board doesn't go along with Bob's point of view on a matter of policy?

In my research, I found no mechanism to deal with a Chair who's out of line. I think the 'right' thing to do is to present a motion that Bob be asked to step down as Chair, as he is not fulfill-



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ing the requirements of the position. In doing so, the Trustees would have the opportunity to elect a more democratic Chair.

This 'Challenge' is particularly timely, as many Boards will change following the Municipal elections this fall. In the new term, we Trustees must elect a Chair who will act in the best interests of our Library, and, above all, be fair.



Wil Vanderelst is the Vice-Chair on the Lincoln Public Library Board and a former Chair of the Canadian National Institute for the Blind Library. As Director of the Libraries and Community Information Branch he was instrumental in the creation of the Public Libraries Act in 1984.

The problem described in this scenario exists on several levels. The surface – and ironically least critical – issue is what day of the week the Board should meet for its regular monthly meeting. This was, in fact, already resolved by two clear votes of the Board, notwithstanding the Chair's procedural attempts to thwart any change in the day.

The Chair's subsequent decision to cancel the regular monthly meeting of the Board on the new day and substitute it with a special meeting (on the traditional day) is a further manoeuvre likely to fail. According to the Public Libraries Act, a Board must meet regularly once per month (except July and August); special meetings are an addition to regular monthly meetings, not a substitute.

Perhaps most critical, however, is the failure of the chair – and to a certain extent Board members – to relate to each other in other than an adversarial way. In *The Library Trustee* and *The Public Librarian*, Lorraine Williams mentions that a Chair has two roles:

“to maintain order and harmony in the group and to achieve the goals of the group.” In other words, the Chair is obligated to resolve disputes, not create them; as well, to keep the Board focused on critical service issues not minor procedural matters. Equally important is the need for Board members to understand their role in consensus building and developing amicable interpersonal relations. While the majority view must be heeded, the Chair in this case is the proud historical memory of the Board and his attachment to the way in which things were done should be seen in this light. This commitment would be a loss to the Library should the Chair leave.

Finally, the Chair needs to reexamine his partnership role with the Chief Librarian. Partners listen and respect each other's views – in this case the Librarian's concern about the “special” meeting. And partners don't expect to be addressed as “Sir.” My suggestion for the next Board meeting: there is a definite need for team building of Board members and senior staff of the Library and a refocusing on what really matters.

EDITOR'S COMMENTS

As our three trustees point out, there are a number of sources defining the role of the board chair that suggest that Bob has overstepped the bounds of his job. *The Sourcebook: Organization of the Board* defines the function of the chairperson as acting “as an official representative of the library and in a leadership role to the board, ensuring that business is dealt with expeditiously. It is also the chairperson's responsibility to be the presiding officer at board meetings”


The Public Libraries Act, R.S.O. 1990, chapter P44 clearly states that the board shall elect a chair at the first meeting of a new term (Section 14(3)). The Act confers very few special powers on the chair other than allowing the chair or any two board members to call a special meeting as long as each board member is given a reasonable notice in writing, specifying the purpose for which the meeting is called (Section 16(2)). Under Section 16(4), the chairperson may exclude any person from a meeting for improper conduct. Section 16(6) allows the chair (and acting chairperson) to vote on all questions but fur-

ther states that any question on which there is an equality of votes is deemed to be negative. Consequently, the chair of the library board cannot break a tie, an option that the chair of another organization might have.

John Carver, the leading expert on governance boards and developer of Policy Governance, and Miriam Mayhew Carver, in their book *Reinventing Your Board*, suggest that the role of the chairperson is to “assure the integrity and fulfillment of the board's process, and secondarily, occasionally represent the board to outside parties.” The chairperson may be given authority to act on behalf of the board but only when the entire board so delegates. In other words, the chair acts alone only when the entire board tells the chair he or she can act in that way on their behalf.

An excerpt from *Robert's Rules of Order* reminds the chairperson of the limits of his or her responsibility:

“A chairman will often find himself perplexed with the difficulties attending his position, and in such cases he will do well to heed the advice of a distinguished writer on parliamentary law, and recollect that: ‘The great purpose of all rules and forms is to subserve the will of the assembly rather than to restrain it; to facilitate, and not to obstruct, the expression of their deliberate sense.’”

The issues raised by these three trustees might serve as a legacy to both the new and returning trustees who will be appointed in the fall. In its stewardship role, the library board represents the community. Consequently, it is important that the board hears and considers everyone's point of view before making a decision. Once the decision is made, though, the board speaks with one voice. While the chairperson does have a leadership role, no board member, even the chair, has the authority to make his or her own rules. The board acts only as a unit. Finally, all board members have a responsibility to ensure that the board does its job well. It is important that the board spend time developing a process that will facilitate this. 

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