

## Ontario Library Association 122<sup>nd</sup> Annual General Meeting

February 23, 2023

### **Resolution regarding: Revision to the Ontario Library Association By-Law 1, Section 5: Board of Directors**

#### **Context:**

Previous OLA boards have raised the question of the OLA board composition identifying:

- The need to expand expertise and perspective beyond divisional council representation.
- The need to reduce the workload of divisional vice-presidents and presidents, who serve both on the OLA Board and their divisional council as volunteers.

#### **Background:**

Currently, vice-presidents and presidents of each of the seven divisional councils are also appointed to the OLA Board of Directors. Serving on the OLA Board and a divisional council are two separate responsibilities, but the divisional perspective is important for the work of the OLA Board.

The OLA board implemented a governance review committee to assess the purpose of the board and to research best practices and other board governance models. During this time the OLA board participated in the Ontario Nonprofit Network (ONN) Re-Imagining Governance process through a series of facilitated sessions.

As a result of the governance review, the board confirmed the need to:

- Expand expertise and perspective by including members-at-large positions on the board.
- Reduce the workload of divisional vice-presidents and presidents, who will now only serve one year on the board, when they become past presidents of their division.
- Increase the agility of the OLA Board.

And identified a structure to achieve this by:

- Leveraging association experience on the OLA Board by including divisional representatives (the divisional past-president or designate) who will have served for two years on a council.
- Reducing the time obligation of the OLA Vice-President/President-elect and the divisional council representative which also reduces the size of the board.

The proposed revisions were also presented for discussion to the 7 OLA divisional councils (2022 term) who were able to provide further input on a potential new board structure.

Should this revision be approved at the 122<sup>nd</sup> OLA AGM, the transition to a new board structure would take 3 years to fully implement (2023 – 2026).

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**Whereas**, in 2021, the OLA Board of Directors began a governance review process to ensure members' diverse voices are heard and that the association continues to be a nimble organization.

**Whereas**, that OLA's Strategic Plan 2021 – 24 identifies "Re-think and re-design governance to strengthen OLA" as a priority for the association.

**I move** that the revisions herein are made to OLA By-Law 1, Section 5 to enable the implementation of a new board structure for OLA.

**Motion to change OLA By-Law 1, section 5 as follows:**

From:

5. BOARD OF DIRECTORS The legal responsibility for the affairs of the Association rests with the Board of Directors of the Association.

a) The composition of the Board of Directors shall be as follows:

- The Past President of the Association
- The President of the Association
- The Vice-President (President-Elect) of the Association
- The Treasurer of the Association
- The President of each duly constituted division of the Association, or designate
- The Vice-President of each duly constituted division of the Association, or designate

Provided that each of the foregoing is a personal member in good standing of the Association at the time of their election or appointment and throughout their term of office. The officers of the Association shall be Past-President, the President, Vice President, the Treasurer, and the Secretary, ex-officio, without vote.

b) The Vice-President (President-Elect) of the Association shall serve the first year after election as Vice-President, the second year as President, the third year as Past President.

c) The Treasurer shall be elected for a two-year term.

d) The officers shall be elected by the members of the Association in the manner designated in this by-law, except the Secretary who shall be appointed by the Board upon the recommendation of the Executive Committee, provided that in default of such

election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected or appointed.

e) The Divisions shall at the annual general meeting of the Association and following their respective annual general meetings submit the names of their Board representatives and their representatives shall be deemed to be elected to the Board of Directors of the Association.

**To:** (strikethrough indicates removal of text, highlight indicates new text. A revised version without strikethrough and highlighting is included below this section for ease of reading.)

5. BOARD OF DIRECTORS The legal responsibility for the affairs of the Association rests with the Board of Directors of the Association.

a) The composition of the Board of Directors shall be as follows:

- ~~The Past President of the Association~~
- The President of the Association
- The Vice-President (President-Elect) of the Association
- The Treasurer of the Association
- The Past-President of each duly constituted division of the Association or designate.
- ~~The President of each duly constituted division of the Association or designate.~~
- ~~The Vice-President of each duly constituted division of the Association or designate.~~
- 3 Members-at-large

Provided that each of the foregoing is a personal member in good standing of the Association at the time of their election or appointment and throughout their term of office. The officers of the Association shall be ~~Past-President~~, the President, Vice President, the Treasurer, and with the Secretary, ex-officio, without vote.

b) The Vice-President (President-Elect) of the Association shall serve the first year after election as Vice-President and the second year as President. ~~the third year as Past President.~~

c) The Treasurer shall be elected for a two-year term.

d) The officers shall be elected by the members of the Association in the manner designated in this by-law, except the Secretary who shall be appointed by the Board upon the recommendation of the Executive Committee, provided that in default of such election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected or appointed.

e) The Divisions shall at the annual general meeting of the Association and following their respective annual general meetings submit the names of their Board representatives and their representatives shall be deemed to be elected to the Board of Directors of the Association.

f) A member-at-large shall be elected annually for a three-year term.

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**Revised version – no markup displayed:**

5. BOARD OF DIRECTORS The legal responsibility for the affairs of the Association rests with the Board of Directors of the Association.

a) The composition of the Board of Directors shall be as follows:

- The President of the Association
- The Vice-President (President-Elect) of the Association
- The Treasurer of the Association
- The Past-President of each duly constituted division of the Association or designate.
- 3 Members-at-large

Provided that each of the foregoing is a personal member in good standing of the Association at the time of their election or appointment and throughout their term of office. The officers of the Association shall be the President, Vice President, the Treasurer, with the Secretary, ex-officio, without vote.

b) The Vice-President (President-Elect) of the Association shall serve the first year after election as Vice-President and the second year as President.

c) The Treasurer shall be elected for a two-year term.

d) The officers shall be elected by the members of the Association in the manner designated in this by-law, except the Secretary who shall be appointed by the Board upon the recommendation of the Executive Committee, provided that in default of such election the then incumbents, being members of the Board of Directors shall hold office until their successors are elected or appointed.

e) The Divisions shall at the annual general meeting of the Association and following their respective annual general meetings submit the names of their Board representative and their representative shall be deemed to be elected to the Board of Directors of the Association.

f) A member-at-large shall be elected annually for a three-year term.

Moved: Andrea Cecchetto

Seconded: S.S. Ahmad