

# Board Policy & Procedure

## Table of Contents

### Section 1

#### Contents

Mission Statement .....	2
The Process for Developing Adamstown Area Library Board Policy .....	3
The Purposes of These Policies are to.....	3
Board Policies .....	3
Policy Requires a Majority Vote of the Board .....	3
Consideration for all Policies.....	4
Accountability for Carrying out Policies .....	4
Access to Policy Manual.....	4
Amendment or Suspension or Policy .....	4
Corporate Structure/Board Organization .....	5
Authority of the Board of Trustees .....	5
Board member commitment .....	5
Board Delegation of Policy Interpretation to Staff and Public .....	5
Board Members Rights.....	6
Board Member Conflict of Interest.....	6
Conflict of Interest Statement .....	8
Duty of Board Members not to Compete.....	9
Legal Obligations of Board Members .....	9
Code of Ethics .....	9
Library Board Members Code of Conduct .....	11
Compensation of Board members .....	11
Reimbursement of expenses.....	11
Board Legal Counsel.....	12
Board Correspondence .....	12
Board Members Speaking for the Board to the Public or Media .....	12
Board Members Orientation and Development.....	12
Authority of Board Members.....	13
Board Member Management of Staff and Public Concerns .....	13
Guidelines for Processing Public Complaints.....	14
Complaint Form.....	15

## **Adamstown Area Library**

### **Mission Statement**

Adamstown Area Library serves as a vibrant community hub utilizing extensive resources to provide innovative programming and services that engage and educate residents of all ages and cultures.

# **The Process for Developing Adamstown Area Library Board Policy**

## **Introduction**

*The Board, as the governing body of the Adamstown Area Library (hereafter referred to as AAL), is entrusted with the authority to establish policy for the governance of the AAL.*

## **The Purposes of These Policies are to**

- Provide information as to Board intent, goals and aspirations.
- Prevent confusion among Board members, staff and the public.
- Promote consistency of Board action.
- Eliminate the need for instant or crisis policy making.
- Improve public relations.
- Clarify Board member, Director and staff roles.
- Give management a clear direction from the Board.

## **Board Policies**

The AAL Board establishes the broad parameters within which Board, management and staff will operate. Management policies will be developed and implemented by the Director.

Once the Board officially adopts a new Board policy, then that policy is the standard for dealing with the subject matter covered by the policy. If an issue comes before the Board that is not covered by an existing policy, is out of order and will be considered only in terms of policy change.

## **Policy Requires a Majority Vote of the Board**

All policy decisions will be made by majority vote of the Board and only at Board meetings and/or electronically. Before adopting any policy, all Board members will receive an electronic copy of the proposed policy in advance of the meeting at which the vote is to be taken. An official tally of the Board members' votes will be recorded in the minutes.

Policies may be recommended to the Board by committees of the Board, individual Board members or the Director. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or bylaws of the AAL. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the Board policy manual.

### **Consideration for all Policies**

All policies proposed to the Board should be tested to consider if the proposed policy is: Really necessary for good operation of the AAL? Consistent with our mission statement? Within the scope of Board authority? Consistent with local, state and federal law? Compatible with other Board policies? Practical? Broad enough to cover the subject completely? Enforceable?

### **Accountability for Carrying out Policies**

The Director is accountable to the Board to carry out these policies and ensures that all policies are effectively explained and observed by employees and the public.

### **Access to Policy Manual**

A copy of the Board policy manual will be available at all times in the AAL office for review and inspection by employees and other interested parties. Each Board member will have access to the manual on line. The entire Board policy will be available on our website.

### **Amendment or Suspension or Policy**

All policies should be reviewed periodically by the Board or a committee of the Board for accuracy, appropriateness and relevance. Recommendations will be made to the Board for amendment, additions or elimination. Except as otherwise provided by law, any policy of the Board may be suspended, repealed, amended or waived by a majority vote of the Board, provided that at least one full week advance notice has been given of the intention to consider revocation, repeal, waiver or amendment.

# Corporate Structure/Board Organization

*The AAL is established as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania. The Board of Trustees is established as the authority to operate the AAL in accordance with the laws of the Commonwealth, and the corporation's articles of incorporation, the bylaws of the corporation, Board policies and generally accepted business practice that accomplish the AAL mission.*

## Authority of the Board of Trustees

Each member of the AAL Board is legally and morally responsible for all activities of the AAL. All members of the Board share in a joint and collective authority which exists and can only be exercised when the Board is in session.

## Board member commitment

Serving as an AAL Board member involves a special commitment. Board members are expected to:

- Ensure adherence to AAL's mission.
- Attend and actively participate in Board meetings. The Board president or Director should be notified of an anticipated absence.
- Review the minutes and results of the missed meeting.
- Do their homework to be fully prepared in Board and committee meetings.
- Actively serve on committee appointments.
- Act only with the full Board, not individually, unless authorized to do so.
- Act and speak with full Board authorization only.

## Board Delegation of Policy Interpretation to Staff and Public

The Director is delegated to interpret policies and develop procedures. Such interpretations, rules and directives have the force of Board regulations unless and until superseded by Board action.

## **Board Members Rights**

Members of the AAL Board are granted specific rights as follows:

- To receive notice of the Board meetings and the agenda.
- To attend and participate in Board meetings.
- To examine the AAL's books, records, meeting minutes, financial statements and contracts.
- To place items on the Board meeting agenda at the appropriate time.

## **Board Member Conflict of Interest**

Board members have a duty to subordinate personal interests to the welfare of the AAL and those we serve. Conflicting interest can be financial, personal relationships, status or power.

- Board members and employees are prohibited from receiving gifts, fees, loans or favors from suppliers, contractors, consultants or financial agencies which obligate or induce the Board member or employee to compromise responsibilities to negotiate, inspect or award contracts, with the best interest of the AAL in mind.
- Board members and employees are prohibited from knowingly disclosing information about the AAL to those who do not have need to know or whose interest may be adverse to the AAL, either inside or outside of the AAL. Board members and employees may not in any way use such information to the detriment of the AAL.
- Board members and employees may not have a financial interest in any property which the AAL purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which the AAL does business.
- Since it is not possible to write a policy that covers all potential conflicts, Board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interest.
- Any possible conflict of interest on the part of any Board member should be disclosed to the other Board members and made a matter of record when the interest becomes a matter of Board action.
- Any Board member having a conflict of interest (or possible conflict of interest) should not vote or exert his/her personal

interest in the matter. He/she should not be counted as part of the quorum. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

- These restrictions should not be interpreted as preventing the Board member from stating his/her position in the matter, or from answering pertinent questions from other Board members, since his/her knowledge could be of assistance in the deliberation.
- It is recommended Board members complete a “Conflict of Interest” statement annually and new members upon joining the Board. A model for such a statement follows.

## Conflict of Interest Statement

I have read and am familiar with the AAL Board policy concerning conflict of interest. I have initialed the line following the appropriate paragraph below.

During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this Board. \_\_\_\_\_

During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this Board, except such interest or action fully disclosed below: \_\_\_\_\_

---

---

---

---

---

---

---

---

---

---

---

---

Board member signature \_\_\_\_\_

Date \_\_\_\_\_



## **Duty of Board Members not to Compete**

A Board member may not use his/her position on the AAL Board to prevent the AAL from competing with the Board members' business. It is expected that Board members, even after they complete Board service, will not use confidential information, acquired by virtue of being a Board member.

## **Legal Obligations of Board Members**

The AAL Board is both responsible and liable for the AAL. The AAL Board and the law require every Board member to follow the rule of the reasonable prudent person and the principle of good faith. The rule of the reasonably prudent person means that the Board will not:

- Mismanage the AAL by deviating from fundamental management principles, such as planning carefully for the future of the AAL, regularly reviewing the financial status of the AAL and monitoring compliance with Board policies.
- Fail to govern by not utilizing all control systems to govern the AAL.
- Be involved in self-dealing that provides personal gain to Board members.

The principle of good faith means that Board members will:

- Attend all Board and committee meetings to be part of Board actions.
- Pay attention to corporate affairs and keep informed about organization activities.
- Ensure that the AAL is in compliance with legal requirements.
- Avoid self-dealing.

## **Code of Ethics**

As a member of the AAL Board, I will:

- Listen carefully to my fellow Board members, and those served by the AAL.
- Respect the opinion of other Board members.
- Respect and support the majority decisions of the Board.

- Recognize that all authority is vested in the Board when it meets in legal session and not with individual Board members.
- Keep well-informed of developments that are relevant to issues that may come before the Board.
- Participate actively in Board meetings and actions.
- Call to the attention of the Board any issue that I believe will have an adverse effect on AAL or those we serve.
- Attempt to interpret the needs of the AAL's constituents and interpret the action of the AAL to its constituents.
- Refer constituent or staff complaints to the proper level in the chain of command.
- Recognize that the Board member's job is to ensure that the AAL is well managed, not to manage the AAL.
- Represent all constituents of the AAL and not a particular geographic area or special interest groups.
- Consider myself a "Trustee" of the AAL and do my best to ensure that the AAL is well maintained, financially secure, growing and always operating in the best interests of the constituents.
- Continue to work to learn more about the Board member's job and how to do it better.
- Declare any conflict of interest between my personal life and my position on the AAL Board, and avoid voting on issues that appear to be a conflict of interest.

As a member of the AAL Board I will not:

- Be critical, in or outside of the Board meeting, of other Board members or their opinions.
- Use the AAL, or any part of the AAL, for my personal advantage or the personal advantage of my friends or relatives.
- Discuss the confidential proceedings of the Board outside the Board meeting.
- Promise prior to a meeting how I will vote on any issue in the meeting.
- Interfere with the duties or undermine the authority of the Director of the AAL.

## **Library Board Members Code of Conduct**

Board members have an obligation to do more than just meet legal, moral and ethical standards.

As a member of this Board, I will:

- Represent the interests of all people served by this library and not favor special interests.
- Do nothing to violate the trust of those who elected or appointed me to the Board or of those we service.
- Not use my service on this Board for my own or my friends' personal advantage.
- All rules and policies must be approved by a quorum of the Board at a regular meeting.
- Maintain confidentiality.
- Not publicly criticize policies adopted by the Board.
- Not hold Board meetings without the library Director.
- Observe publicity and information policies.
- Serve as an avenue of communication between the public, staff, and governing bodies. Board members should strive to remain objective and should remind individuals of proper channels to ensure a consistent, rational resolution of library matters.
- Attend meetings regularly, or otherwise resign so that an active member can be appointed.

*Adopted by the Adamstown Area Library Board of Trustees, September, 2002*

## **Compensation of Board members**

Board members will not be compensated for service on this Board.

## **Reimbursement of expenses**

Board members may be reimbursed for AAL related out-of-pocket expenses incurred with prior authorization by a Board vote. Claimed expenses must be documented by original receipts. No expenses will be reimbursed for non-business related travel or extension of stay beyond completion of business for the AAL. Some expenses can be deemed unreasonable and unnecessary or extravagant. Such charges will be

deemed personal and not reimbursable without compelling cause and at the discretion of the Board.

### **Board Legal Counsel**

If legal counsel is required, the Board will designate such to serve the needs of the AAL. Legal Counsel may be requested to attend Board meetings by the request of a majority of the Board members or at the mutual agreement of the Board president and the Director. Only the Board president, the Director, or their designee, may contact legal counsel on behalf of the Board. Costs billed to AAL and associated with individual Board members contacting legal counsel, auditors or other professional consultants without specific authority from the AAL Board, will be billed to the Board member making the unauthorized contact.

### **Board Correspondence**

Correspondence from the Board will be approved by the Board or its president. Except for reports which are legally required to be sent out over the secretary's or treasurer's name, all correspondence from the Board will be over the president's name. All correspondence from the Board will be written on AAL stationery. Use of AAL letterhead will be limited to official business only. No material or information disclosed in executive sessions of the Board will be released to any unauthorized person.

### **Board Members Speaking for the Board to the Public or Media**

Individual Board members may not speak to the public or the media on behalf of the Board members unless authorized by the Board to do so. When speaking about AAL or about Board action, Board members should be careful to define when their remarks represent personal opinion and when they represent official Board position. Board members must be aware that they are always seen as Board members even when they designate comments as personal.

### **Board Members Orientation and Development**

The AAL Board believes that professional development for Board members is vital to good governance of the AAL. Therefore, new Board

members will be given, within sixty (60) days of election, a thorough orientation about AAL, Board operations, finance, Board ethics, responsibility and liability.

The Board will also include in the annual budget a line item for Board development. The line item will be used to pay for publications and materials to assist the Board in learning the job, training and in-service programs oriented to Board operation and travel to conferences that will assist Board members to develop their governance skills.

### **Authority of Board Members**

Board members have authority only when acting as a body in regular or special meetings of the Board. The Board will not be bound in any way by any statement or action by any individual Board member except when such statement or action is in pursuance of an adopted Board resolution or special instructions by the Board or under specified delegation of responsibility.

### **Board Member Management of Staff and Public Concerns**

It is the policy of the AAL Board that when a Board member is contacted by a staff member or member of the general public who has a concern or complaint about the AAL or persons associated with the AAL, the Board member will adhere to the following procedures:

- Remember that individual Board members have no power or authority to speak or act for the full Board.
- Listen to the person's concern.
- Express a desire to reach a satisfactory solution.
- Explain that the Board and management have established a process for handling concerns which starts with the person most immediately responsible.
- Refer complaints, other than staff complaints, to the official complaint form available in the Director's office. Refer staff to the grievance procedure. A complaint form model follows this section.
- Assure the person that the Board president will be informed of the concern.

- If desired, ask the person to report back to you about the progress or resolution of the concern.
- Inform the Director of the complaint or concern.

## **Guidelines for Processing Public Complaints**

From time to time situations may occur that create legitimate complaints on the part of the public or constituents relative to the AAL. Complaints must be aired so that all sides of the issue may be heard and a rational procedure/solution found. Anyone having a complaint is encouraged to file a complaint form. Forms may be picked up in the Director's office. All complaint forms must be signed by the person originating the complaint. The nature of the complaint should be stated as well as the relief sought.

Each step in this procedure will give consideration to the complaint and will be a review of facts. Each individual receiving the complaint will issue a written response within a specified time period (usually 5 days). If a remedy is not achieved through the steps, the AAL Board is the final hearing body.

1. The formal process begins with the person filing the complaint. He/she prepares a written statement containing his/her name, address and telephone number; the condition, situation or individual being complained about and why; the requested remedy. The form should be signed, dated and referred to the Director.
2. If the complainant is not satisfied with the decision of the
3. Director, he/she may submit a copy of the complaint to the AAL Board within ten (10) days of receiving the Director's response.
4. Within twenty (20) days, the Board will have conducted a hearing,
5. from which it has gathered enough testimony and/or other pertinent information on which to base its decision. Once able to reach a majority decision, it will report in writing to the complainant. This decision is final.

# Adamstown Area Library

## Complaint Form

Person Filing Complaint: \_\_\_\_\_

Date: \_\_\_\_\_

Where You May Be Reached: Address: \_\_\_\_\_

\_\_\_\_\_

Phone: \_\_\_\_\_

Explain Nature of Complaint:

Requested Remedy:

Response #1: (level executive-Director)

Response #2: (level Board of Trustees)