

## Minutes

### Executive Council Meeting

June 2, 2015 from 8:30 am – 12:00 pm Eastern Time

Shaw Convention Centre, Ottawa, ON

*Approved July 17, 2015*

- Present:** Marie DeYoung, President and Chair  
Sandra Singh, Vice-President & President Elect  
Michael Ridley, Treasurer  
Jim Bennett, Councillor-at-Large  
Peggy D'Orsay, Councillor-at-Large  
Jane Schmidt, Councillor-at-Large  
Valoree McKay, Executive Director
- Observers:** Rosemary Bonanno, Incoming Vice President & President Elect  
Christina Hwang, Incoming Councillor-at-Large  
Cabot Yu, CLA member
- Regrets:** Pilar Martinez, Past President
- Recording Secretary:** Agnieszka Arkuszewski, Executive Assistant

**1. Call to Order**

The business meeting was called to order at 12:04 pm Eastern time. President DeYoung welcomed everyone to the meeting.

**2. Declaration(s) of conflict of interest**

None were declared.

**3. Approval of the Agenda (Doc # EC 15-06-001)**

There were no additions to the agenda.

***MOTION 41-15: THAT the agenda be approved as adopted.***

***Moved: Michael Ridley    Seconded: Jim Bennett***

***CARRIED***

***Unanimous***

**4. Approval of Consent Agenda (Doc # EC 15-06-002, -003, -004, -005, -006, -007, -009, -010, -011)**

The consent agenda was motioned to be approved.

***MOTION 42-15: THAT the consent agenda be approved as amended; with the removal of item 4g, Acceptance of the Intellectual Freedom Advisory Committee Annual Report.***

***4a. Approval of the minutes of April 10, 2015***

***4b. Approval of the minutes of May 1, 2015***

***4c. Ratification of the Electronic Votes for May 2015***

***4d. Acceptance: Network Annual Reports***

**4e. Acceptance: Copyright Advisory Committee Annual Report**  
**4f. Acceptance: Information Policy Advisory Committee Annual Report**

**4h. Acceptance: School Libraries Advisory Committee Annual Report**  
**4i. Acceptance: Member Communications Standing Committee Annual Report**  
**4j. Acceptance: Report on RDA Committee of Principles and Co-Publishers**

**Moved: Jane Schmidt    Seconded: Peggy D'Orsay**  
**CARRIED**  
**Unanimous**

The electronic motions that were ratified were as follows:

**MOTION 37-15: THAT Executive Council Approve the CLA Audited Statements for 2014.**  
**Move: Michael Ridley    Second: Peggy D'Orsay**  
**CARRIED**  
**Unanimous**

**MOTION 38-15: THAT the Parker Prins Lebano be presented to the membership for approval as auditors for the 2015 fiscal year.**  
**Move: Marie DeYoung    Second: Michael Ridley**  
**CARRIED**  
**Unanimous**

**MOTION 39-15: THAT the Canadian Library Association formerly close the IT Rebuild Project in its original form and that the project be refocused in a new direction that meets CLA's current IT needs.**  
**Move: Pilar Martinez    Second: Sandra Singh**  
**CARRIED**  
**Unanimous**

**MOTION 40-15: THAT Rei Kitano be appointed to the Election Committee immediately for a three year term (2015-2018).**  
**Move: Marie DeYoung    Second: Jane Schmidt**  
**CARRIED**  
**Unanimous**

**4g. Acceptance: Intellectual Freedom Advisory Committee Report (Doc # EC 15-06-008)**

President DeYoung opened up the floor for discussion of Consent Agenda Item 4g. Executive Council briefly discussed the Intellectual Advisory Committee Report. Given the change in the governance term (AGM to AGM); a member of Executive Council queried whether the Committee and Network reports had been adjusted to reflect this. The Executive Director stated that this had not been done at the end of 2014 for the Committee and Networks annual reports however this was to be done for next year. She also noted that the Committees and Networks reports in the CLA Annual Report for 2014 – 2015 reflected the change in the governance year and that reports for that reflected January 2014 – May 2015.

***MOTION 43-15: THAT the Intellectual Advisory Committee Report be accepted.***

***Move: Jane Schmidt    Second: Mike Ridley***

***CARRIED***

***Unanimous***

Executive Council expressed gratitude to the Committees and Networks and thanked them for all their work on behalf of CLA.

**ACTION:        Executive Director to ensure that all Committees and Networks are working within the new governance year: AGM to AGM.**

**5. Review of Action List (Doc # EC 15-06-012)**

Executive Council reviewed the action list and provided updates or made decisions regarding the outstanding items. Executive Council agreed that all actions completed for 2014 are to be archived and to keep only the 2015 actions in the list. During the review of the list the below motion was proposed and passed.

***MOTION 44-15: THAT Executive Director move the motions and actions items from the closed minutes of the September 28 – 29, 2014 Executive Council meeting to the June, 2015 meeting minutes.***

***Move: Sandra Singh        Second: Jane Schmidt***

***CARRIED***

***Unanimous***

Executive Council discussed the files and archives currently stored offsite for CLA and the need to store more files when the CLA is able to sublease its current space and downsize. They discussed whether LAC or the University of Ottawa would take the files. It was thought that the review and sorting of the files would be a good co-op student project and it was queried whether or not YCW funding might be available to help off the cost of the project if undertaken by the University of Ottawa.

**ACTION:        Executive Director (Executive Assistant) to investigate options for funding and co-op students to undertake CLA's archived and stored files on as a project.**

**ACTION:        Executive Assistant to archive the 2014 Completed Action Items**

**6. Approval of Updated Intellectual Freedom Statement**

Due to the high number of thoughtful comments received from the community on the first draft of the updated Statement on Intellectual Freedom and the importance of this key position statement the Advisory Committee felt it was best to delay the submission of the second draft to Executive Council in order to be able to give proper consideration to the comments received.

The Executive Council discussed the importance of this statement as it is used very often by libraries across the country.

President DeYoung shared with Executive Council that the Committee was in agreement on the need for a toolkit for libraries related to dealing with challenges and scenarios pertaining to intellectual freedom and that they were excited to start work on this. Executive Council discussed that there is so

much practical experience that can be provided and share with other organizations through the toolkit.

It was suggested by a member of Executive Council that CLA consider adding members representing the public and a school libraries to the Advisory Committee.

It was agreed that the approved update of the Statement would be shared with CARL, CULC and The Partnership. In addition, Executive Council believed that CARL, CULC and The Partnership should be invited to participate in the development of the toolkit.

**ACTION:** Executive Director to send Intellectual Freedom Statement to CARL, CALC and The Partnership following approval.

**ACTION:** Executive Council (Executive Director) to ask the Intellectual Freedom Advisory Committee to engage/involve CARL, CULC, and The Partnership in the development of the toolkit.

#### **7. Appointments to Book and Periodical Council (Doc # EC 15-06-014)**

The Executive Director provided an overview of the documentation provided regarding this item. As a member of the Book and Periodical Council (BPC), CLA is provided the opportunity to appoint representatives to the following BPC Committees:

- BPC Member delegate (Member Hub)
- Freedom of Expression
- Freight and Distribution
- Book Summit
- Membership Hub Committee

The Freedom of Expression Committee is the committee that monitors intellectual freedom issues across Canada and also organizes Freedom to Read week every year. The Executive Director stated that it would be important to appoint someone to this committee and noted that Jane Pyper had represented CLA until recently. Vickery Bowles of Toronto Public Library has confirmed her interest in representing CLA on this Committee. Alvin Schrader does sit at this table however not as an official CLA representative.

She noted that it would also be important for CLA to appoint someone as its BPC Member delegate. This person would represent the CLA for the 2015/2016 year. There are quarterly Member Hubs and an Annual General Meeting. She recommended that this person also be appointed to the Member Hub Committee.

The Executive Director felt that it was less important for CLA to appoint representatives to the Book Summit Committee and to the Freight and Distribution Committee as these are activities and services provided by BPC to their membership. Given all that CLA has on its agenda at the moment, people resources might better be spent elsewhere and consideration given to these two committees at a future date.

The Executive Council discussed this matter. They agreed with the Executive Director's recommendation regarding the Book Summit and Freight & Distribution Committees. They also agreed that Vickery Bowles should be CLA's representative to the Freedom of Expression Committee. It was decided that it would be appropriate for the Executive Director to be appointed to represent the CLA as the BPC Member Delegate and at the BPC Member Hub Committee.

***MOTION 45-15: THAT Vickery Bowles be appointed as the CLA representative to the Book and Periodical Council's Freedom of Expression Committee for 2015 – 2016 and that the CLA Executive Director be the CLA Member Representative to the Book and Periodical Council and that she participate in the Member Hub Committee as well.***

***Move: Michael Ridley      Second: Jane Schmidt***

***CARRIED***

***Unanimous***

**ACTION:      Executive Director to confirm appointment to Book and Periodical Council Freedom of Expression Committee with Vickery Bowles**

**ACTION:      Executive Director to communicate to the Book and Periodical Council the decisions of Executive Council regarding appointments to the BPC's various committees.**

**8. Approval of Code of Conduct (Doc # EC 15-06-013, -015)**

The Chair of the Task Force, Michael Ridley, discussed the development process of the Code of Conduct document. He stated that the Committee strived to focus on providing a code that would be concise yet explicit and that considered both human rights and Intellectual Freedom. They looked at the Human Rights Code as well as other codes in developing this document.

He stated that there was much debate over the use of the word harassment and the Committee arrived at a consensus that this word would remain in the code as it is used in most human rights legislations in Canada.

The Committee wanted to ensure that the communication surrounding this code of conduct is not positioned as a reaction to the situation that arose in 2014. The Committee had discussed the reaction to that situation on social media during and after conference; a situation that could not be controlled by the Association. The Task Force has discussed the role and/or reaction, if any of the Association when this happens. Executive Council discussed this and queried whether a further piece on issue management might be considered for inclusion at a later date. It is also something that could be included in the issue management policy and procedure that is on the list of policies to be developed by and for CLA.

Ridley stated that there was another section that goes with the Code of Conduct that outlines the procedures should there be a breach of the Code. However due to time constraints the document is not as fulsome as it could be and therefore the procedures were noted as an interim document for use at the 2015 CLA conference and that following the Conference the Task Force will continue its work towards the creation of a more complete procedures documents. Ridley confirmed that he and Nancy E. Black, Committee member, will be arbitrators at CLA 2015 for any expressions of concern or potential breaches of the Code.

The Executive Director suggested that because these documents have potential legal implications, a lawyer should review them to provide feedback to CLA on improvements and whether the organization is protected by the code. All agreed that this would take place following conference and that the documents presented could be approved and used at CLA 2015.

Executive Council further discussed the concept of safe space and whether this needed further definition. Examples used in discussion were those of unwanted sexual attention at a conference event. It was agreed that this document would provide a guideline on how to deal with this situation appropriately for now and that legal counsel would be asked specifically about this kind of situation.

Further discussion took place regarding the concept of safe space using examples discussed in the past that dealt with internet policy and filtering in libraries. It was noted and agreed that this document is meant to focus on CLA conferences and events and is not meant as a code of conduct document for libraries to use in their spaces.

***MOTION 46-15: THAT the Code of Conduct Final Draft (Doc # EC 15-06-013) and Code of Conduct Interim Procedures (Doc # EC 15-06-015) be approved.  
Move: Michael Ridley Second: Sandra Singh  
CARRIED  
Unanimous***

**ACTION:** Executive Director (Executive Assistant and other staff) to post the approved Code of Conduct to the CLA website, the CLA 2015 Conference Website, the CLA 2015 Conference App, and to share it as widely as possible on social media.

**ACTION:** Executive Director to share the Code of Conduct and the accompanying procedures with legal counsel to ensure that the document is legal and enforceable and that it protects the Association. Specific questions to pose include the concept of safe space and sexual harassment at a conference function.

Vice-President Singh expressed her appreciation for all the work that has been done by the Committee.

**9. Discussions and Decision re Incoming EC Members Participation in EC Meetings (Face to Face and teleconference) prior to taking office**

There was discussion on the orientation procedure of Executive Council members. Past practice was shared by the Executive Director and members of Executive Council. Improvements to past procedures that would assist new members of Executive Council to gain a better understanding of their responsibilities were discussed.

Members of Executive Council agreed that the orientation is critical and that as much time as possible be given in advance of the first meeting to orient new members to not only the issues but also their responsibilities. Currently, new members of Executive Council are provided with orientation materials and are connected to Executive Council email discussions and meeting one month in advance of taking office.

Executive Council discussed having a third party company such as Impact Public Affairs, provide the orientation session. Huw Williams of Impact had given such an orientation session in the past and it was well done and well received. It was felt that the value from Impact in that session was the advocacy and media training provided to Executive Council and that the documentation and review provided by the Executive Director on the organization and a Director's Roles and Responsibilities was well done and well placed. It was agreed that if Impact were to charge extra then the session could be split as noted above however if it is included in their usual fee then it would make sense from a resource perspective to use them to provide both. The Executive Director is to investigate.

It was agreed that orientation would take place at the time of election and that consideration would be given to a separate face to face meeting just for this.

Executive Council stated that storing all the necessary documents onto a zip drive prior to the indoctrination for incoming Executive Council members would allow the individuals to prepare for the first meeting prior taking office. The Executive Director noted that all newly elected members of Executive Council in 2015 had received the Dropbox link containing the orientation materials in advance of the meeting however those Councillors who were elected the week prior to conference and the Annual General Meeting had not been afforded the same time to review and prepare as those elected earlier in the year. This was not normal but a function of when they were elected. The orientation package would be sent to those members elected the week prior to conference on a USB stick following conference.

**ACTION:** Executive Director (Executive Assistant) to send the new Councillors-at-Large the Executive Council orientation package on USB.

**ACTION:** Executive Director to ensure that the Travel Policy had been updated following the amendments in January 2105 and that it is posted to the CLA site and in the Dropbox folder.

**ACTION:** Executive Director (Executive Assistant) to send the current Travel Policy to all members of Executive Council.

**ACTION:** President DeYoung and Vice-President Singh to make themselves available to new members of Executive Council to assist in with any clarification of policies that may be required and to help to ease the transition.

## 10. Finance

### a. Review of Financial Statements to April 2015 (Doc # EC 15-04-016)

Treasurer Ridley summarized the Financial Statements. He noted two concerns in particular: and provided the below listed highlights.

- As expected, there was a shortfall in conference income. The anticipated shortfall will be in the neighbourhood of \$200,000. This will have an effect on the overall bottom line and CLA may need to turn to its investments to cover this unless the organization can save in other ways.

- CLA can probably expect membership to decline due to the uncertainty of the future. This was anticipated however the degree to which it would happen was unknown.

The implication of these two concerns will be that CLA will have less financial flexibility. The hope is that the organization will quickly progress through the transition so that CLA can move ahead with as much financial stability and flexibility as possible. EC agreed that this information will be important to highlight at the AGM to inform the membership about CLA's financial situation.

## **11. Conference 2015**

The Executive Director provided an overview of the following reports.

### **a. Conference Report from Conference Planner (Doc # EC 15-06-017)**

The Executive Director provided an overview of the status of planning for conference. Things were ready and everyone was onsite preparing for the opening the next day. It was felt by the Executive Director and the Conference Planner that registration, sponsor and exhibitor numbers were all down over previous years due in large part to uncertainty about the future of CLA and in part due to changing environments, budget cuts and ROI on investment dollar in the conference. This is all something that will have to be looked at further for the 2016 conference.

### **b. Registration Report (Doc # EC 15-06-018)**

The Executive Director reported that registration had increased in the last two weeks of May before conference however numbers will still down from previous years which was concerning. She noted that CLA tends to offer a lot of complimentary registration which means the number of registrants does not necessarily mesh with the financials.

### **c. Sponsorship and Exhibit Report (Doc # EC 15-06-019)**

The Executive Director reported that CLA had also seen a decrease in sponsorship and exhibitor presence at conference in 2015 in comparison to previous years.

Executive Council discussed the financial implications of this anticipated shortfall as well as the implications to CLA's ability to undertake activities for the remainder of the year. There were funds in the reserves even after considering the costs that would be required for wind-up should that they be needed. It was noted that bankruptcy was an option that was reasonable and worth having on the back burner.

A member of Executive Council asked about financial control policies for the Executive Director. Executive Council stated that there was a limit to how much the Executive Director could commit without prior approval; it was understood to be \$5000. That policy was to be located and shared with Executive Council. The Executive Director also stated that she uses the Council approved budget as her guideline and if anything falls outside of that approved budget then she discusses it first with the Treasurer and then with EC if needed. However, she noted that this was her approach and that it would be wise for the Association to ensure that it had a policy in place to protect itself and the Executive Director. It was agreed that if there was not already a policy that identified a spending cap then one would be created.

**ACTION: President /Treasurer/Executive Director to determine current financial control policies and to ensure that there is a spending cap for Executive Director.**

Additional expense monitoring activities were shared and discussed such as the imminent move to online banking where expenditures would not be released without two physical approvals of the expenditure in advance as opposed to the current practice of one physical approval in advance and one "approval" post-payment in the form of a report to the Treasurer

*Executive Council took a break at 10:23 for 5 minutes, the meeting resumed at 10:28am.*

#### **12. Update from President**

The President indicated that she spent time in meetings with Library and Archives Canada (LAC) in the weeks before conference. She noted that LAC had been very engaged and responsive and that CLA had received a considerable amount of information from LAC of late.

The President also stated she had spoken to and worked with the Intellectual Freedom Advisory Committee Chair, Alvin M. Schrader regarding the updated Statement on Intellectual Freedom and its development. Thanks were expressed to the Committee for their work in this update. She then shared disappointment that none of the other Networks have, to date, picked up on the requested updates to other statements. She expressed a desire to continue to work on this initiative as Past-President and to continue working on the response to the Royal Society of Canada's Expert Panel Report on the Future of Libraries in Canada. The Task Force was working on a response. Executive Council agreed to her requests.

#### **13. Update from Executive Director**

The Executive Director discussed the past month of activities. She stated that her focus had been on conference in addition to the Councillor-at-Large elections. She reported that one of the Election Committee members had come to the CLA office to verify the numbers and ballots the Friday before conference as a function of due diligence. Once the elections were confirmed the elected candidates were notified and arrangements made to get them orientation materials.

In the midst of all these activities, she stated that the staff at the office were preparing for a potential move once the space had been sublet. This was going to take significant time and given the desire to be able to turn around a sublease quickly, the staff had been slowly dedicating small amounts of time to organize, clean and prepare files for storage. She reported that a second inquiry had fallen through on the sub-lease and that she will be reaching out to another realtor following conference.

Discussion returned to conference. The Executive Director stated that CLA had two booths in the exhibit and that she had hoped that members of Executive Council would spend some time in the CLA booth (versus the book store) in order to be available to members.

#### **14. Executive Council Draft Schedule for CLA 2015 (Doc # EC 15-06-020)**

The Executive Council discussed their draft schedule for the conference.

***Executive Council agreed to move into CLOSED session; those observers who were not newly elected members of the CLA Executive Council were asked to leave the room. Member Cabot Yu left the meeting.***

**15. Future of CLA Working Group Update**

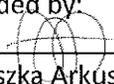
Executive Council moved to closed session to discuss this item.

**16. Annual General Meeting Preparation**

Executive Council remained in closed session to discuss the Annual General meeting.

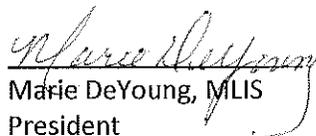
The meeting was adjourned and was scheduled to resume on June 3, 2015 at 12:30 pm.

Recorded by:

  
\_\_\_\_\_  
Agnieszka Arkuszewski  
Executive Assistant

Date Nov 27, 2015

Approved:

  
\_\_\_\_\_  
Marie DeYoung, MLIS  
President

Date Nov 19 '15

  
\_\_\_\_\_  
Valoree McKay, CAE  
Executive Director

Date 27 nov 2015