
Minutes of the VPL Board Governance Committee Regular Meeting held at 5:30 p.m. on Wednesday, September 11, 2024 via Zoom

Present: Tim Bottomer
Kevin Lowe – Chair
Karen Spears
Victor Huang

Absent: Raji Mangat

Management

Present: Christina de Castell – Chief Librarian & CEO

Recording

Secretary: Chrysalyn Tolentino – Executive Assistant

Board Chair Lowe acknowledged that VPL operations take place on the unceded, ancestral, and present homelands of the Musqueam, Squamish and Tsleil-Waututh Nations. He expressed his gratitude for the lands and privilege as a settler. He also acknowledged the ongoing responsibilities of the Library to uphold the human rights of Indigenous Peoples, and the work we need to do as an organization to advance anti-Indigenous racism both at individual and collective levels.

ADMINISTRATION:

1. Approval of the Agenda

Moved by Victor Huang

THAT the Committee approve the Governance Committee meeting agenda as received.

CARRIED UNANIMOUSLY

2. Minutes

The Chief Librarian & CEO presented the draft minutes of the meeting held February 21, 2024 for approval by the Committee.

Moved by Tim Bottomer

THAT the draft minutes of the meeting held February 21, 2024 be approved as received.

CARRIED UNANIMOUSLY

ROLES, RESPONSIBILITIES & PROCEDURES

1. Chief Librarian's Performance Review Process

Christina de Castell, Chief Librarian & CEO, noted that the report provides an overview of the process and a recommendation that the Governance Committee assign a trustee or trustees to lead the 2024 process. She added that Trustee Spears updated the policy in 2023. Board Chair Lowe and Trustee Huang agreed to lead the 2024 process.

Moved by Karen Spears

THAT the Committee receive the report for information.

CARRIED UNANIMOUSLY

2. Board Self-Evaluation Process

Chief Librarian & CEO de Castell presented a report providing background about the Board self-evaluation process and recommending that the Committee appoint a trustee or trustees to review the content and lead the process for 2024. Trustees discussed the timeline and agreed to distribute the survey in mid-October so that the results could be discussed at the November Board meeting. Trustee Bottomer volunteered to lead the Board self-evaluation process.

Moved by Karen Spears

THAT the Committee receive the report for information.

CARRIED UNANIMOUSLY

3. Governance Committee Terms of Reference

Chief Librarian & CEO de Castell presented suggested edits to the Terms of Reference based on prior discussions, to clarify the role of the Committee in evaluating the performance of individual members and Board as a whole, the Committee's role in the Council nomination process, and the role of the Board in handling complaints about the Chief Librarian & CEO. She also presented edits to clarify membership on the committee arising from discussion. The Committee reviewed and provided additional feedback including:

- Further clarifying the Board’s role in the application process for trustees as identifying priorities for Board composition;
- Distinguishing between ensuring evaluation and performance of the Board as a whole takes place, which is the primary activity, and addressing issues with individual trustees should they arise;
- Adding one additional trustee appointed by the Board Chair as a regular member, in order to ensure an uneven number of members and clarity for quorum and voting; and
- Clarifying the scope for receiving complaints or concerns related to the Chief Librarian & CEO and making recommendations for the Board Chair to consider, while noting that decisions of significance such as hiring and termination must be determined by the full Board.

Moved by Victor Huang

THAT the Committee recommend that the Board approve the updated Terms of Reference as amended.

CARRIED UNANIMOUSLY

4. Timing of Committee Meetings for 2025

Board Chair Lowe noted that at the February Governance Committee meeting, the committee had deferred discussion of re-visiting the timing of committee meetings to enable more time to read the Board reports. He noted that because committee meetings are held a week before the Board meeting, the only way to increase time is to move the meetings earlier in the month. Trustees sought information about potential impacts, and Chief Librarian & CEO de Castell noted that having less time to prepare reports could have some impacts on quality. There was agreement that it was not necessary to move committee meetings, as other solutions are available for complex issues, such as sending complex reports to the full Board at the committee stage to give trustees more time to review, or referring the issue to a future meeting for decision, or back for more discussion at the committee level.

BOARD DEVELOPMENT & RECRUITMENT

5. Trustee Appointment Process 2025

Chief Librarian & CEO de Castell shared that the City of Vancouver has posted a call for trustee applications for 2025. She provided details on the process, invited trustees to promote the opportunity, and confirmed that she had sent notice to the Musqueam, Squamish and Tsleil-Waututh Nations. Trustees discussed priorities for Board composition, and reconfirmed the priority of Board membership from local Nations and urban

Indigenous people. They noted that two continuing trustees have legal expertise, and this is sufficient, and that the Board would benefit from trustees with backgrounds in public health, publishing, marketing and public relations, as well as authors and creators. Committee members also discussed whether to refer the report to the Board in full.

Moved by Karen Spears

THAT the Committee recommend that the Board receive the amended report for information.

CARRIED UNANIMOUSLY

6. Board Indigenous Education and Training

Vice Chair Spears shared that she met with Trustees Mangat and Pruden to generate ideas on increasing trustee knowledge about Indigenous Rights and Reconciliation. They discussed the importance of adding group activities, where the Board participates together. She provided two recommendations on behalf of the group: a 90-minute Reconciliation workshop facilitated by Trustee Harlan Pruden, and a cultural canoe tour of the Burrard Inlet, as suggested by former Indigenous Storyteller-in-Residence Les George, via Takaya Tours. The Committee supported the suggestions, expressed their appreciation for Trustee Pruden's generosity in offering to share his expertise, and noted the value of in person rather than virtual activities.

The Committee recommended holding an in person Reconciliation workshop at the beginning of the new year so that new trustees coming in would be participating. The Committee also discussed scheduling challenges for training, and determined that setting three Board education days at the beginning of the year would be likely to assist in scheduling (with consideration to February, May and October). Vice Chair Spears will confer with Trustee Pruden for a workshop in February 2025.

ADJOURN

There being no further business, the Chair declared the meeting adjourned at 7:00 p.m.

Kevin Lowe, Chair

Christina de Castell, Secretary