

## MANAGEMENT REPORT

Date: September 12, 2024  
Author: Christina de Castell, Chief Librarian & CEO  
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Meeting Date: September 25, 2024

TO: Library Board  
FROM: Kevin Lowe, Chair, Governance Committee  
**SUBJECT: Governance Committee Terms of Reference**

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### **SUMMARY**

This report provides recommended edits to the Governance Committee Terms of Reference based on recent discussions.

### **PURPOSE**

This report is for decision.

### **RECOMMENDATION**

THAT the Board approve the updated Terms of Reference for the Governance Committee.

### **COMMITTEE DISCUSSION**

The Committee discussed that the Board has no formal role in nominating trustees, and considered how to frame the Governance Committee's role in managing individual trustees, which would be related to significant issues that might cause the Board to request removal of a trustee. They also discussed issues related to quorum and voting, and the process for handling complaints and decisions related to the Chief Librarian & CEO. They identified recommended amendments to the Terms of Reference to provide greater clarity.

### **DISCUSSION**

The Terms of Reference were last reviewed by the Governance Committee in February 2024

and the Committee discussed “evaluating the performance of individual members and the board as a whole” and sought clarification around the committee’s responsibility for performance management for the Chief Librarian & CEO. The Committee decided to defer further discussion of the Terms of Reference to the next meeting. Suggested amendments are provided to clarify the role of the Governance Committee for these topics, and related to clarifying the Board’s role in the Council nomination process.

## Purpose of the Committee

The committee acts as the advisory committee to the Library Board and the Chief Librarian & CEO to ensure the Board is able to govern the organization effectively through:

- creating policies and procedures about Board roles and operations;
- ~~recruiting and nominating suitable board members~~ identifying the VPL Board's priorities for Board composition;
- ensuring orientation and training programs for board members are provided;
- evaluating and managing the performance of the Board as a whole, and addressing any issues with individual members ~~and the board as a whole~~; and
- recruiting, ~~and~~ evaluating and managing the performance of the Chief Librarian & CEO
- considering ways to incorporate Reconciliation in governance.

## Composition

The Committee is comprised of the Chair of the Board, Board Vice Chair, and the SFHR and CRPD Committee Chairs, and one additional trustee appointed by ~~the Board Chair may appoint other trustees~~. All Governance Committee meetings will be open to the whole Board and any trustee attending the meeting shall be permitted to vote.

## Terms of Reference

- Ensure that policies are created and periodically reviewed which define the roles and responsibilities of the Board and duties and responsibilities of trustees.
- Ensure that policies are created and periodically reviewed which outline the procedures of the Board.
- Ensure that trustees are able to discuss, debate, and plan the following from a basis of knowledge:
  - the library's mission, goals, and strategic plan;
  - the organization's budget and financial statements;
  - the roles, duties and responsibilities of the board, committees, individual trustees, and the Chief Librarian & CEO.

- Ensure that the Board, its committees, and its members are able to plan their activities with knowledge of the achievements, abilities, strengths, and limitations of current trustees, staff, and volunteers.
- Review attendance and contributions of trustees, and identify actions as necessary.
- Ensure processes are in place to assess the Board's strengths and weaknesses.
- ~~▪ Ensure processes are in place to assess the performance of the Chief Librarian & CEO~~
- Recommend recruitment strategies for Board candidates who can augment the strengths of the Board.
- Ensure processes are in place to assess and manage the performance of the Chief Librarian & CEO
- Receive complaints or concerns related to the Chief Librarian & CEO, and make recommendations for consideration by the Board Chair.
- Conduct any business referred by the Board and liaise with them as appropriate.