



## MANAGEMENT REPORT

Date: December 2, 2015  
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Meeting Date: December 16, 2015  
TO: Library Board  
FROM: Chief Librarian  
**SUBJECT: Draft Governance Committee Terms of Reference**

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### **SUMMARY**

This report provides a draft Terms of Reference for the Governance Committee.

### **PURPOSE**

This report is for decision.

### **RECOMMENDATION**

That the Board approve the proposed Terms of Reference for the Governance Committee.

### **BACKGROUND**

In 2012, the VPL Board executive and other interested Trustees began to meet on an as needed basis to discuss governance issues, including code of conducts, Board recruitment, Board self-evaluation, Chief Librarian evaluation, etc. This gathering was referred to as the Governance Committee but as of the fall of 2015 had no formal Terms of Reference.

### **DISCUSSION**

The attached Terms of Reference seek to describe the general role and composition of the Governance Committee in order to ensure clarity and transparency of purpose.

## **FINANCIAL IMPLICATIONS**

There are no financial implications.

## **FINAL REMARKS**

Clearly articulated Terms of Reference for Board committees are one facet of effective, clear, and transparent Board process and governance.



### **Purpose of the Committee**

The Committee acts as an advisory committee to the Library Board and the Chief Librarian to ensure the Board is able to govern the Library effectively through:

- creating governance policies and procedures;
- recruiting and nominating suitable board members;
- ensuring appropriate Board development opportunities for Trustees;
- evaluating the performance of the Board; and
- recruiting and evaluating the Chief Librarian.

### **Composition**

The Committee is comprised of the Chair of the Board, the two Board Vice Chairs, and the SFHR and CRPD Committee Chairs. One of the two Board Vice Chairs will chair the Committee. 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, responsibilities, and procedures of the Board and duties and responsibilities of Trustees;
  - Ensure appropriate frameworks and procedures are in place for the Board's evaluation of the Chief Librarian and recommend process for recruitment of Chief Librarian, as required;
  - Provide ongoing assessment of Library process and reporting to enable Trustees to discuss, debate, and plan the following from a basis of knowledge:
    - the Library's mission, goals, and strategic plan;
    - the Library's budget and financial statements;
    - the roles, duties and responsibilities of the Board, Committees, individual Trustees, and the Chief Librarian.
  - Provide regular assessment of the Board's and Chief Librarian's processes and approaches to enable the Board, its Committees, and its members to govern the Library with knowledge of the achievements, abilities, strengths, and limitations of the Library.
  - Monitor Board performance and raise issues with Trustees and the Board as appropriate.
  - Ensure processes to assess the Board's strengths and weaknesses and recommend recruitment strategies for Board candidates who can effectively augment the Board.
  - Conduct any business referred by the Board and to liaise with them as appropriate.
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