

## **Mission Statement**

Freedom to Discover

## **Strategic Priorities**

A Community Beacon      Relevant and Responsive

A Creative and Changing Organization

## **HAMILTON PUBLIC LIBRARY BOARD**

### Ad Hoc Policy Review Committee Meeting Agenda

Monday, March 7, 2016

Central Library, Admin Committee Room

4:30 p.m. Meeting

**MEMBERS:** Vikki Cecchetto (Chair), George Geczy, Mary Ann Leach, Douglas Brown, John Kirkpatrick

**STAFF:** Paul Takala, Lisa DuPelle, Karen Hartog

1. **Call to Order**
2. **Confirm Agenda**
3. **Review minutes from February 17**
4. **Google Docs Location for Committee Documents:**
  - [https://drive.google.com/folderview?id=0B\\_KW4yc-oPuSaG1OdkthTUV2ZVvk&usp=sharing%20](https://drive.google.com/folderview?id=0B_KW4yc-oPuSaG1OdkthTUV2ZVvk&usp=sharing%20)
  - Confirm process for editing documents – using Google Docs
  - Review folders, including: Resources folder
5. **Committee Terms of Reference**
  - File located in Folder named DocstoCollectFeedback:  
1-AdhocPRC-TORUpdatedFeb29
6. **Policy Review Committee Draft Work Plan**
  - File located in Folder named DocstoCollectFeedback:  
2-DraftPRCWorkPlan-UpdatedFeb29
  - What should the order of our priorities be? Work plan will be updated to reflect committee discussion.

**7. Initial Feedback on Board By-Laws**

- File located in Folder named DocstoCollectFeedback:  
3-BoardByLaws-v1

**8. Other Business**

**9. Adjournment**

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**HAMILTON PUBLIC LIBRARY BOARD**

Policy Committee Meeting  
Wednesday, February 17, 2016  
Central Library, Board Room  
4:30 p.m. Meeting

**MINUTES**

**PRESENT:** Vikki Cecchetto, George Geczy, Mary Ann Leach, Douglas Brown,  
John Kirkpatrick

**STAFF:** Paul Takala, Lisa DuPelle, Karen Hartog

**1. Call to Order**

Ms Leach called the meeting to order at 4:45 p.m.

**2. Appointment of Chair**

**MOVED** by Mr. Kirkpatrick, seconded by Mr. Geczy,

**THAT THE POLICY COMMITTEE RECOMMENDS TO THE LIBRARY BOARD THAT VIKKI CECCHETTO BE CHAIR OF THE POLICY COMMITTEE.**

**MOTION CARRIED.**

**3. Approval of Agenda**

**MOVED** by Ms Leach, seconded by Mr. Geczy

**THAT THE AGENDA BE APPROVED AS PRESENTED.**

**MOTION CARRIED.**

#### 4. Team Composition

It was reported that Ms Gautrey has resigned from the Committee as she was recorded as being a member at the January meeting in error. The Policy Committee will consist of Ms Cecchetto, Mr. Kirkpatrick, Mr. Geczy, Ms Leach and Mr. Brown.

#### 5. Schedule of Meetings

Meetings will be held on the first Monday of the month. It was agreed that the next meetings will be scheduled for March 7<sup>th</sup>, March 23<sup>rd</sup> and April 4<sup>th</sup> at 4:30 p.m.

**MOVED** by Mr. Kirkpatrick, seconded by Mr. Geczy

**THAT THE MEETING SCHEDULE FOR THE COMMITTEE BE MARCH 7<sup>TH</sup>, MARCH 23<sup>RD</sup>, AND APRIL 4<sup>TH</sup> AT 4:30 P.M. IN THE ADMIN COMMITTEE ROOM, CENTRAL LIBRARY. ADDITIONAL DATES MAY BE ADDED AS NECESSARY.**

**MOTION CARRIED.**

#### 6. Draft Terms of Reference

Committee members reviewed the draft terms of reference for the Policy Committee.

The following revisions were agreed to by committee members:

- Under "Purpose", second bullet: Add Review of...and revise as appropriate
- Under purpose, third bullet: Add CEO/Chief Librarian Performance Appraisal Policy and Process

Committee members were requested to send any feedback to Vikki Cecchetto and Karen Hartog via email. The terms of reference will be presented to the Library Board at its March meeting.

#### 7. Ad Hoc Committee Process Review

There was agreement that official agendas and minutes will be prepared in advance of the committee meetings and posted on HPL's website.

**8. Other Business**

There was no additional business for discussion.

**9. Adjournment**

The meeting was adjourned at 5:30 p.m.

Minutes recorded by Karen Hartog.

**Date:** February 29, 2016  
**To:** Library Board  
**From:** Ad Hoc Policy Review Committee  
**Subject:** **Draft Terms of Reference (TOR) for the Policy Review Committee**

## **Draft Terms of Reference**

### **Purpose:**

- Review of the overall structure of the Policy Manual
- Review of the Board By-Laws and revise as appropriate
- Identify priorities for the Board review of policies
  - CEO/Chief Librarian Performance Appraisal Policy and Process

### **Goals of the Committee:**

While recognizing that the Library Board has been successful on many fronts, the Board nonetheless understands that a periodic review of its policies and practices is important for its mandate. The Ad Hoc Policy Review Committee is charged therefore with making recommendations to the Library Board based on the following goals:

- Ensure that the governance model for HPL is clear and supports ongoing innovation and execution of the Strategic Plan
- Ensure that Board practice and policies are consistent with Board By-Laws, update Board By-Laws as needed
- Ensure that the structure of the Board policy manual is clear and supports transparency and compliance
- Ensure that an effective Chief Librarian/CEO Performance Appraisal process is in place
- Ensure that Board documentation processes are effective

## **Background Information**

### **Board Motion December 2015**

That the Library Board establish an Ad hoc committee called the "Policy Review Committee" to review and make recommendations on the Draft Library Board Policy Manual. That the terms of reference of the Policy Review Committee include: a review of the overall structure of the Policy Manual; a review of the By-Laws; and identify priorities for the Board review of policies.

That the Policy Review Committee reports back to the Library Board no later than April 2016 with initial recommendations and recommendations on next steps.

### **Membership**

Approved December 2015: George; Vikki; Doug; John; Mary Ann (Board Chair); Paul (Secretary)

### **Board By-Laws Regarding Ad hoc Committees**

39. Ad Hoc Committees may be appointed by the Board to deal with special issues assigned by the Board. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.

40. A committee may have any number of members. The Board shall name a chair for each ad hoc committee. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.

41. A quorum for all committees shall be the majority of members. Committees meet when required at the call of the committee chair.

42. The Chair of the Board shall be a member of all Committees of the Board ex-officio.

43. The Secretary of the Board (or designate) shall attend all committee meetings and shall be the Secretary of all committees.

**Date:** February 29, 2016  
**To:** Chair and Members of the Ad Hoc Policy Review Committee  
**From:** Paul Takala, Chief Librarian  
**Subject:** **Work Plan for the Committee**

#### **Staff Team**

Staff members Simona Dinu, Lisa DuPelle, Karen Hartog, Melanie Southern and myself will be supporting the work of the committee. The work plan that we will follow will be determined by the committee based on the final approved terms of reference of the committee.

#### **Reporting the Library Board**

The motion that created the committee requires an initial report by April of 2016 at the latest. That report will recommend next steps. Committee meeting minutes will be reported to the Library Board and will be attached to Board agendas.

Below is a draft outline of activities. The intention is to add to this and amend as the work of the committee progresses. Each month the work plan will be updated.

#### **Work Plan for the Committee**

- ✓ Appointment of Chair –**Vikki Cecchetto** ( February 17)
- ✓ **Establish the initial Committee Meeting Schedule:**
  - o March 7 - 4:30 pm, Central Library
  - o March 23 - 4:30 pm, Central Library
  - o April 4 - 4:30 pm, Central Library
- **Terms of Reference (TOR)** approved by Committee
  - o TOR approved by the Library Board
- **Initial Review of By-Laws** – are there any inconsistencies in the By-Laws, corrections or improvements to governance that should be made? Process Notes:
  - o Amending the By-Laws requires a *Notice of Motion* be made at a regular meeting, then voting at the next meeting with 2/3 majority required to approve.
  - o Discussions about board documentation and other processes could impact on proposed by By-Law changes.



- **Board Documentation Processes** –there are a number of issues related to this. Potential items for discussion include:
  - Agendas and Minutes
  - Recording and posting online video of Library Board meetings
  - Library Board website – enhanced use of technology for Board communication and deliberations.
  - Library Board website – enhanced discoverability of Library Board material that does not confuse library customers.
  
- Review of **CEO Performance Appraisal Process**
  
- **Board Policy Manual Review** – Questions to consider:
  - Should changes be made to the overall structure of the Policy Manual?
  - Is there something that should be changed to the structure of the policies themselves?
  - What should the standard schedule for policy review be?
  - Does the committee want to recommend to the Board priorities for review of individual policies during the next period of time?
  - Are the sections "complete"?
  - Are there other policies that should be included in one section rather than another?
  - Or should there be reference to those other policies in the present section, perhaps under a "See also ..." at the end of the section?
  - Are there any policies missing from the Manual that should be there?

Review the content and wording of the policies:

  - Is there consistency in content and language across the whole Manual?
  - Should this policy be marked as one of the priorities for revision?
  - Or is this policy one that needs some minor "language and/or content revision"

## Review Document 1-Board By-Laws

### Hamilton Public Library Board By-Laws for the Regulation of the Business of the Board

Approved: March 2005, Revised November 2007

The Hamilton Public Library Board is duly constituted as a corporation and governed by the provisions of the Public Libraries Act, Statutes of Ontario, 1990, Chapter P. 44 and is established by the provisions of City of Hamilton By-Law 04-019.

The Hamilton Public Library Board, hereinafter called “the Board”, enacts the following by-laws for regulation of the business of the Board.

#### ***Governance Vision of the Hamilton Public Library Board***

The Library Board is committed to providing effective governance for the Hamilton Public Library to ensure services and programs offered by HPL remain relevant to the changing needs of the communities we serve. The Library Board has four main functions:

1. To establish the mission and strategic directions.
2. To hire and evaluate the CEO/Chief Librarian.
3. To ensure resources are in place to achieve the mission.
4. To monitor and audit results of programs and resources.

#### ***Corporation***

1. In accordance with the Corporations Act, the Board shall have a corporate seal, which shall be under the control and responsibility of the Chief Executive Officer. This seal shall be affixed under the direction of the Board to all deeds, contracts, or documents requiring the seal, which seal shall be attested to by the signatures of the Chair and the Secretary, or by such other member and/or other officer as the Board shall direct.
2. The Head Office of the Board shall be at 55 York Boulevard, Hamilton, Ontario L8N 4E4.

#### ***Officers***

3. The Board shall have the following officers:
  - Chair
  - Vice-Chair
  - Secretary
  - Treasurer
  - Chief Executive Officer

### *Chair*

4. The Chair shall be elected at the first meeting of the Board in each year, shall hold office for one year and may be re-elected for a maximum of one additional consecutive year.
5. The primary role of the Chair of the Board is to ensure the proper functioning of the Board and the proper conduct of Board business, in accordance with all relevant legislation and with the rules of procedure adopted by the Board.
6. The Chair's responsibilities include:
  1. Presiding at regular and special meetings of the Board in the manner and extent prescribed by the Board.
  2. Committing the Board to no course of action unless specifically authorized by the Board to do so.
  3. Serving as an ex officio member of all Board committees.
  4. Only the Chair may represent and speak for the Board in an official capacity to outside parties in announcing Board-stated positions and in stating Chair decisions.
  5. Acting as one of the authorized signing officers of all documents pertaining to Board business.
  6. Representing the Board, alone or with other members of the Board, at any public or private meetings for the purpose of conducting, promoting or completing the business of the Board.
  7. Notifying the Vice-Chair, if for any reason, the Chair is unable to perform these functions.

### *Vice-Chair*

7. The Vice-Chair shall be elected at the first meeting of the Board in each year, shall hold office for one year and may be re-elected for a maximum of one additional consecutive year.
8. The Vice-Chair, in the absence or illness of the Chair, shall act in the place and stead of the Chair and while so acting has all the powers of the Chair.

### *Secretary*

9. The Secretary of the Board shall be the Chief Executive Officer.

### **Treasurer**

- 10. The Board shall appoint a Treasurer.**

### *Chief Executive Officer*

11. The Board shall appoint the Chief Executive Officer, who shall be its Chief Librarian, and who shall hold office until the Board rescinds the appointment or a new appointment is made. The Chief Executive Officer shall be responsible, under the supervision of the Board, for the general conduct and management of the Hamilton Public Library.

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected job outputs: organizational accomplishments of Board policies on Ends and organizational operation within the boundaries established by the Board.

1. Monitoring is simply to determine the degree to which Board policies and strategic priorities are being met. Data that do not do this will not be considered to be monitoring data.
2. The Board will acquire monitoring data by one or more of three methods:
  - (a) Internal report, in which the CEO discloses compliance information to the Board
  - (b) External report, in which a disinterested, external third party selected by the Board, assesses compliance with Board policies.
  - (c) Direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable CEO interpretation of the Board policy or priority being monitored.
4. All policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any methods, but will ordinarily depend on a routine schedule.
5. The Board may exercise discretion in evaluating CEO performance based on length of service or circumstances beyond the CEO's control.

Only decisions of the Board are binding on the CEO.

1. Decisions or instructions of individual Board members, officers or committees are not binding on the CEO except in rare circumstances when the Board has specifically authorized or delegated such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without Board authorization, the CEO can refuse such requests.

The CEO is the Board's only link to operational achievement and conduct, so that authority and accountability of staff, as far as the Board is concerned, is considered to be authority and accountability of the chief executive.

1. The Board will never give instructions to persons who report directly or indirectly to the CEO.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the CEO.

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

12. Board Members must avoid any conflict of interest with respect to their fiduciary responsibility by adhering to the regulations of the Municipal Conflict of Interest Act.
  - (a) There will be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to inside information.
  - (b) Board Members will not use their positions to obtain employment in the organization for themselves, family members or close associates. Should a member desire employment, he or she must first resign.

(c) Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.

Members will respect the confidentiality appropriate to issues of a sensitive nature and understand that it is the Chair's role to represent and speak on behalf of the Board.

### ***Vacancies***

13. In the event of a vacancy occurring on the Board, the Secretary, upon instructions from the Board in session, shall advise Council and request that a new member be appointed to fill the vacancy under the conditions contained in the Public Libraries Act.

14. In the event of a vacancy occurring during the year in office of Chair or Vice-Chair, the Board at its first regular meeting thereafter shall elect a new Chair or Vice-Chair to serve for the remainder of the elected time in that office.

### ***Resignation***

15. Members of the Board who must resign before the end of their term of appointment on the Board shall inform both the Clerk of the City of Hamilton and the Secretary of the Board in writing, specifying the effective date of their resignation.

### ***Elections***

16. Election of Chair and Vice-Chair shall take place annually at the Board's inaugural meeting.

17. The Chief Executive Officer shall take the chair and shall call for nominations for Chair from the Nominating Committee and then from the floor. Nominations shall be made with no seconder required. Nominations shall be closed by a motion made and seconded. Voting shall be by a show of hands or by secret ballot if requested by any member of the Board. The nominee receiving a clear majority of the votes cast shall be declared elected by the Chief Executive Officer. Should no member receive a clear majority, balloting shall proceed with the nominee's name receiving the smallest number of votes being dropped.

18. The Chief Executive Officer shall call for nominations for Vice-Chair from the Nominating Committee and then from the floor and the election shall be conducted in the manner outlined above.

19. The new Chair shall take the chair immediately after elections have been completed.

### ***Meetings and Notice of Meetings***

20. A regular meeting of the Board shall be held on the third Wednesday of the month (except July and August) at 6:00 p.m. in the Board Room at the Central Library, 55 York Boulevard, Hamilton or at such other day or time or such other place as may be agreed upon by the Board.

21. Written notice of all regular meetings together with the proposed agenda and the minutes of the immediately preceding regular meeting and of any special meetings shall be communicated to each member of the Board at least three days in advance of such meetings.

### **Special Meetings**

22. The Chair may, or upon the written request of any two members of the Board shall, call a Special Meeting by giving, through the Secretary or designate, at least two days written notice to each member, specifying the purpose for which the meeting is called.

23. The purpose of a Special Meeting shall be specific. No business shall be transacted or considered at such a meeting other than that specified in the notice.

### **Inaugural Meeting**

24. In the first year of its term, the Board shall hold its annual inaugural meeting at a place and time to be determined by the Chief Executive Officer, provided that such meeting shall be held within 30 days of the appointment of a majority of its members.

25. In the subsequent years of its term, the Board shall hold its annual inaugural meeting at the place and time of its regular January meeting and the regular meeting shall take place immediately following the inaugural meeting.

### **Attendance**

26. Board members are expected to attend all meetings of the Board. Any member who must be absent from a meeting must advise the Secretary in advance. In any event, absence from three consecutive **months** meetings of the Board will result in the member's disqualification from the Board unless the member is 'excused for cause' by a motion of the Board

27. The Secretary shall record the names of members in attendance in each meeting of the Board and of its committees.

### **Quorum**

28. A quorum, which shall be a majority of the Board, must be present for the transaction of business at a meeting. If a quorum is not present within fifteen minutes after the hour for which any Board meeting has been called, the Secretary shall record the names of such members present and the Board shall stand adjourned.

29. Nothing in the foregoing shall prohibit the members in attendance for a regular meeting, when no quorum is present, from constituting themselves as a committee dealing with such agenda items as they see fit. However, no decisions taken at such meeting may be executed until ratified by motion at a regular meeting of the Board or, when time is of the essence, written approval of such decisions may be obtained from a majority of the members of the Board.

### ***Voting***

30. All members of the Board (including the Chair) shall vote on all questions unless they have declared an interest in the matter. Any motion on which there is an equality of votes shall be deemed to be lost.
31. Motions shall be carried by a simple majority of those present except as otherwise provided for in this By-Law.
32. Notice of motion given at the previous meeting and two-thirds majority vote is required for:
  - a motion to reconsider a lost motion.
  - a motion to amend the by-laws.

### ***Procedure***

33. All motions other than routine business or those arising out of reports from standing or special committees may be ruled out of order unless the mover gives notice at least seven (7) days before the meeting at which said motion is presented. Notice of motion, in writing, shall be delivered both to the Secretary and to all members of the Board seven (7) days before the Board meeting.

### ***Rules of Debate***

34. The rules and practice set out in Robert's Rules of Order shall govern wherever applicable in all cases not specifically provided for in these by-laws.

### ***Order of Business***

35. The order of business at regular meetings of the Board shall be as follows, subject to the discretion of the Chair:
  1. Discussion
  2. Acceptance of the Agenda
  3. Minutes
  4. Declarations of Conflict of Interest
  5. Presentations
  6. Consent Items
  7. Business Arising from the Minutes
  8. Correspondence
  9. Reports
  10. New Business
  11. Private and Confidential
  12. Date of Next Meeting
  13. Adjournment

### ***Delegations***

36. Members of the public may make verbal presentations to the Board as a delegation with the permission of the Chair or upon written notification to the Secretary, received seven (7) days in advance of the meeting.

## Minutes

37. The Secretary or designate shall keep Minutes of every meeting of the Board.
38. The Minutes shall be confirmed by motion at the next following Board meeting.

## Committees

39. Ad Hoc Committees may be appointed by the Board to deal with special issues assigned by the Board. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.
40. A committee may have any number of members. The Board shall name a chair for each ad hoc committee. Such committees report to the Board and shall be dissolved immediately upon making their final report to the Board.
41. A *quorum* for all committees shall be the majority of members. Committees meet when required at the call of the committee chair.
42. The Chair of the Board shall be a member of all Committees of the Board ex-officio.
43. The Secretary of the Board (or designate) shall attend all committee meetings and shall be the Secretary of all committees.
44. A **Nominating Committee** composed of four members, one of whom shall be the Chair of the Board, shall be appointed by the Board annually at its November meeting to present the slate of officers for the ensuing year at the next Inaugural Meeting. In a municipal election year, the outgoing Chair of the Board shall appoint the Nominating Committee from among the members of the new Board immediately following the appointment of the new Board by City Council. In each year, the Nominating Committee shall meet before and report to the next Inaugural Meeting following its appointment.
45. An **Executive Committee** may be appointed by the Board as required. This Committee shall consist of four (4) members, one of whom shall be the Chair of the Board. The Executive Committee shall exercise all of the powers of the Board during the months of July and August or any other specific time period, subject to any restrictions that may be imposed upon it from time to time by the Board. The Chair of the Board shall appoint alternate members as required in the event that any member(s) of the Executive Committee is unable to attend a meeting of the Committee. The Committee shall meet at the call of the Chair and a quorum shall consist of three (3) members.
46. An **Audit Committee** composed of four members, one of whom shall be the Chair of the Board, shall be appointed by the Board annually at the first meeting of each year of the Board's term. The Audit Committee is to oversee the financial reporting process, to monitor the choice of accounting policies and procedures and to monitor internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting. The Committee will meet at least twice in each year – in the fall with the external auditors to discuss the scope of the annual audit and in the spring with the external auditors to discuss the results of the annual audit. Additional meetings may be held at the Call of the Chair of the Audit Committee, request by a Committee member or by the external auditors.



46. Board meetings are open to the public except for in-camera sessions.

### ***In Camera Sessions***

47. An in camera session of the Board shall be held when it is expedient to consider all or part of an agenda in camera because “intimate financial or personal matters” may be disclosed in debate and the desirability of protecting against the consequences of such disclosure outweighs the desirability of holding the meeting in public.

48. The decision must be confirmed by the Board or Board Committee in the form of a motion “THAT item(s) # \_\_\_ be considered during an in camera session”. Such a motion shall be non-debatable and, if it is carried, the Chair shall designate a time for the session to be held. An in camera session shall be ended by a motion that the regular session be resumed.

49. Any actions determined during an in camera session must be authorized by Board motion passed during regular open session and recorded in public minutes. However, the Board’s Secretary may designate the minutes of in camera sessions as confidential if Section 28(2) of the Public Libraries Act applies.

### ***Payment of Board Expenses***

50. Citizen appointees shall be paid no salary, fees or honorarium for their services. However, any member of the Board may be reimbursed for their actual, out of pocket expenses and travel costs, incurred as a result of their acting either within or outside the municipality in their capacity as members of the Board. Such payments must be allowed for in the budget that is approved by the Board and Council and the expenses must have been incurred with the prior approval of the Board.

### ***Amendment of the By-Laws***

51. Amendments to these by-laws may only be made at a regular meeting provided that Notice of Motion in writing shall have been given at the previous meeting. Such amendments shall require a two-thirds majority vote of the Board.

**Effective Date** These By-Laws shall come into effect on November 21, 2007 and all former By-Laws and Rules of Procedure of predecessor Boards are hereby repealed.

## **Library Board Audit Committee - Terms of Reference**

### ***Purpose***

The Committee is to oversee the financial reporting process, to monitor the choice of accounting policies and procedures and to monitor internal control procedures to ensure the effective development and maintenance of adequate financial controls and reporting. The Committee is to be independent of the auditing function and ensure appropriate

actions are taken with audit findings. The Committee has no direct responsibility for the operations and functions of audit areas. It does however make recommendations to the Board regarding both factors.

### **Appointment of External Auditors**

Under the authority of the Municipal Act, the City of Hamilton shall appoint the external auditor for the Hamilton Public Library.

### **Membership**

The Audit Committee will be composed of four members of the Hamilton Public Library Board one of whom shall be the Chair of the Hamilton Public Library Board. A quorum shall be two members.

Preference will be given to Library Board members who are financially literate with relevant background in financial matters (i.e. prior experience as a business person, recognized accounting designation, work in the accounting profession, or in the financial accounting department of a current or past organization). Committee members will have no current business relationship or financial interests with the Library or its management. Members will be appointed at the first meeting in each year of the Board's term and will serve until the end of the year .

The members of the Audit Committee will appoint one of the members as Chair who will chair the meeting of the Audit Committee and perform such other duties as required to ensure the proper functioning of the Committee.

### **Meetings**

The Committee will meet at least twice in each year - **to meet the external auditors to review the scope of the audit and after the audit has been completed to review the results.** ~~—in the fall with the external auditors to discuss the scope of the annual audit and in the spring with the external auditors to discuss the results of the annual audit.~~

Additional meetings may be held at the Call of the Chair of the Audit Committee, request by a Committee member or by the external auditors.

Notice of each meeting confirming the venue, time and date of the meeting together with an agenda of items to be discussed shall be forwarded to each member of the Committee prior to the date of the meeting in a timely manner.

The external auditors, Chief Librarian/**CEO** and the Director, Finance and Facilities will be invited to attend meetings and at least once a year, the Committee will meet with the external auditors without Library staff present.

The Audit Committee may invite such other persons to its meetings as it deems necessary.

### **Duties**

The duties of the Committee will be:

To meet with the external auditors before the audit commences and to discuss and approve the nature and scope of the audit

To discuss with external auditors issues such as compliance with accounting standards and proposals by external auditors

To monitor the integrity of the financial statements of the Library and to review, and challenge where necessary, the actions and judgements of management in relation to financial statements before submission to the Board, focusing particularly on:

- Significant accounting policies and practices and any changes in them;
- Major judgemental areas
- The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed;
- The clarity of disclosures
- Significant adjustments resulting from the audit

To meet with the external auditors post-audit at the reporting stage to discuss the audit, including problems and reservations arising from the audit, and any matters the auditor may wish to discuss;

To review the management representation letter, the external auditors' management letter and the management's response.

To monitor and review the internal audit programme (if any) and its effectiveness;

To monitor and review the Library's systems for internal financial control, financial reporting and risk management;

To consider any major audit recommendations and to consider the major findings of internal investigations and management's response;

### **Reporting**

The Chair of the Committee shall report to the Board on all meetings of the Committee. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its responsibility where action or improvement is needed. The Committee members shall conduct an annual review of their work and these terms of reference and make recommendations to the Board.