



## **Governance Committee Charter**

Adopted April 2022  
Revised November 29, 2022

### Committee Purpose:

- The purpose of the Mystic & Noank Library (MNL) Board of Trustees' (the "Board") Governance Committee (the "Committee") is to provide oversight of, and periodically review and provide recommendations for the Library's policies as well as other fiduciary responsibilities of the Board. This review includes administrative policies as well as those impacting the workplace, its culture, and policies applicable to MNL's employees, consistent with the organization's goals, values and existing policies.

### Committee Chair Responsibilities:

- The Chair shall be responsible for calling and setting the meeting once a year to review existing policies and recommend amendments or changes. Chair will also circulate any new policies for evaluation by the committee before sending to the Board.
- The Chair shall provide a written report of activities, findings, and recommendations of the Committee at a meeting of the Board of Trustees.
- The Committee's Chair shall arrange for written minutes to be taken of each Committee meeting and such minutes, following approval by the Committee, shall be forwarded to the Board of Trustees' Office of the Secretary for maintenance in the files of that office.
- The chair shall be responsible for ensuring each committee charter is reviewed annually by the members of each committee and the review dates of the official file copies updated as well as those on the website.
- Review the annual information technology security risk assessment results and report the results to the Board of Trustees

### Member Responsibilities:

- Actively participate in the annual review, report, and recommendations to the Board for changes the Committee finds appropriate on the Library's policies and procedures related to matters including HR compliance
- Actively participate in the annual review and oversight of policies, procedures, and practices of the Library regarding prevention, reporting, resolution of claims, and compliance on harassment, sexual misconduct, discrimination, and bullying in the workplace.
- Actively participate in the annual review of administrative policies, ensuring clear delineation between procedures as set by library staff and policy as set by and in collaboration with library staff.



- Review such other matters within the scope of the Committee's purpose as set forth in this Charter and as the Board shall determine from time to time and make appropriate recommendations to the Board and take actions as the Board deems appropriate.
- Periodic evaluative review of the Committee's activities, findings, and recommendations as well as this Charter to formulate and present any proposed changes to the Board. Changes will only become effective upon approval of the Board.

Scope:

Level: Recommendation

- The Committee Chair shall be a Member of the Board.
- The Committee shall consist of not less than three Members of the Board, appointed annually by the Board, and shall include one officer. The Library's Executive Director and Assistant Director shall be a member of the Committee with full voting rights. No other employee of the Library shall be eligible to serve on the Committee. The Board Chair may appoint the Committee's Chair, but if the Board Chair has not appointed a Committee Chair, the Committee shall select a Chair from among its members.
- The Committee shall meet at least once annually, and more frequently as circumstances require or as the Committee's Chair or any two Committee members may request, to discharge its accountabilities as set forth in this Charter. The Chair shall set the agenda for the meeting, in consultation with the Board Chair and/or Executive Director.
- The Committee may conduct investigations into or authorize audits/studies of matters within the scope of the Committee's responsibilities and duties. It may retain, at the Library's expense, experts who are deemed to be without conflict of interest, as it deems necessary or appropriate to carry out its duties. All fees and expenses authorized by the Committee and falling within the Procurement Policy shall be promptly paid by the library. Any proposed expenses falling outside of the existing policy shall be approved by the board.