



Governance Committee Charter

Approved 07/12/22

Updated 8/22/23

Updated 10/24/23

Committee Purpose:

- The purpose of the Mystic & Noank Library (MNL) Board of Trustees' (the "Board") Governance Committee (the "Committee") is to provide oversight and review of the Library policies and Strategic Plan, 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 and values.

Committee Chair Responsibilities:

- The Committee Chair shall be the Secretary of the Board.
- The Chair shall be responsible for calling and setting the meeting once a year or more frequently as circumstances dictate 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 also be responsible for leading a review of the Strategic Plan, with the Executive Director and senior staff, annually or frequency as determined by the Chair and library staff, reviewing progress toward stated goals with results and recommendations reported to the Governance Committee for further action.
- The Chair shall provide a copy of the annual information technology security risk assessment results, conducted by service provider, to members for discussion.
- The Chair shall ensure that the Bylaws remain current and reflective of governing board best practices.
- The Chair shall provide a written report of activities, findings, and recommendations of the Governance Committee at a meeting of the Board of Trustees.
- The Committee's Chair shall arrange for written minutes to be taken of each Governance Committee meeting and such minutes, following approval by the Committee, shall be maintained in the Governance Committee electronic file.
- The chair shall be responsible for ensuring each committee charter is reviewed annually by the members of each committee, amended as needed to reflect current scope and the review dates of the

official file copies are updated including those on the website.

Member Responsibilities:

- Actively participate in the annual review, report, and recommendations to the Board for changes the Committee finds appropriate on the library policies related to matters including HR compliance
- Actively participate in the annual review and oversight of policies, 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. Of note, MNL management may update or revise manuals, handbooks and policies without review or approval of the Governance Committee should minor changes be needed that do not impact intent of the material. In these cases, such edits only require physical sign off by the Library Executive Director.
- Review such other matters within the scope of the Committee's purpose as set forth in this Charter and as the Board shall determine.

Scope:

Level: Recommendation

- The Committee shall consist of not less than three Members of the Board, appointed annually by the Board. The Vice President will serve as one of those members. The Library 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 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 the 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.