

# THE BRITISH COLUMBIA LIBRARY ASSOCIATION

## Terms of Reference for the Board of Directors

Pursuant to the *Societies Act* and the Bylaws, the Board has the ultimate authority to manage the affairs of The British Columbia Library Association (“**BCLA**”) and the responsibility to ensure that BCLA is operated in a manner consistent with its Constitution and Bylaws. These terms of reference outline the Board’s role in exercising this authority and supervising the management of BCLA’s operations and affairs.

### 1 Interpretation

- 1.1 In the case of an ambiguity in the interpretation of these terms of reference or a matter arising out of it, the Board will determine the matter and the Board’s determination is final.
- 1.2 In these terms of reference, capitalized terms reflect the definitions set out in the Bylaws.

### 2 Board Model

- 2.1 The Board functions as a governance and policy board, and not an operational board. In this model, the Board focuses on leadership through proper conduct of its fiduciary duty, including:
  - (a) ensuring BCLA operates in pursuit of its established purposes and in compliance with its bylaws and applicable laws;
  - (b) setting strategic priorities and monitoring progress toward determined goals;
  - (c) approving annual operating budgets and monitoring financial health of BCLA;
  - (d) establishing and approving policies for the effective governance and administration of BCLA; and
  - (e) supervising and holding the Executive Director accountable for the effective management of the operations of BCLA.
- 2.2 The Board is a collective body made up of individual Directors. While each Director contributes to the success of the Board by their unique experience, knowledge and background, no Director has individual authority to make decisions that affect the Board or BCLA.

### 3 Board Authority and Procedures

- 3.1 The Board is collectively responsible to govern and to supervise the management of the affairs of BCLA. The Board governs itself in accordance with established policies and procedures.
- 3.2 The Board has delegated its authority to manage BCLA’s affairs to the Executive Director. The Board collectively supervises and supports the Executive Director to effectively carry out this role.
- 3.3 The Board governs BCLA by establishing and approving policies, strategies and budgets and by holding the Executive Director accountable to established responsibilities, policies, budgets and goals.
- 3.4 The Board recognizes that the Executive Director may establish management policies for matters that are wholly within the Executive Director’s authority and responsibility.

## **4 Duties and Responsibilities**

### Fiduciary Oversight

4.1 The Board is collectively responsible to:

- (a) ensure BCLA is operating in compliance with applicable laws and regulations;
- (b) ensure BCLA is operating within its established purposes, and in compliance with its bylaws and policies;
- (c) ensure BCLA is carefully and appropriately managing its assets, property, liabilities and obligations;
- (d) ensure BCLA has takes appropriate steps to identify actual and potential risks to manage and minimize risk where possible;
- (e) review and approve annual operating budgets and material changes to or deviations from approved budgets;
- (f) approve the plans or policies that ensure the prudent investment of BCLA's funds and property; and
- (g) monitor the investment of BCLA's funds and property and to ensure that all investment activity is in compliance with applicable laws and BCLA's investment policies, if any.

### Governance and Strategic Planning

4.2 The Board is collectively responsible to govern BCLA in pursuit of its established purposes, which includes responsibility to:

- (a) develop and update from time to time as necessary the mission, vision and values of BCLA in accordance with its established purposes;
- (b) Develop and approve BCLA's governance practices, including appropriate governance policies and procedures;
- (c) establish committees of the Board as necessary for the effective governance of BCLA and set the mandate and determine the appropriate composition for each committee; and
- (d) develop and approve strategic plans and priorities for BCLA from time to time, and monitor progress in pursuit of established plans and priorities.

### Board Development

4.3 The Board is responsible to manage its own affairs which includes responsibility to:

- (a) develop the Board as an effective governing body and educate directors about their roles, responsibilities and fiduciary duties to BCLA,
- (b) assess the needs for a strong, effective Board and plan for its own recruitment and succession;
- (c) implement an appropriate process for evaluating the effectiveness of Board governance, committees of the Board and the contribution of Directors; and

- (d) assess individual Director performance and enforce the Code of Conduct, investigating allegations of misconduct and taking disciplinary action against Directors where necessary.

#### Human Resource Management

- 4.4 The Board is collectively responsible to supervise management of BCLA's affairs, which includes responsibility to:
- (a) recruit and appoint the Executive Director, and terminate and replace the Executive Director if necessary;
  - (b) review and approve the Executive Director's job description;
  - (c) approve the Executive Director's compensation and review from time to time as appropriate;
  - (d) monitor and evaluate the Executive Director's performance consistent with the established job description and in relation to established policies, plans, goals, and budgets;
  - (e) provide thoughtful guidance and counsel as the Executive Director may requested from time to time;
  - (f) review and approve workplace policies, acting upon the advice of the Executive Director;
  - (g) ensure plans are made for the appropriate succession and development of the Executive Director; and
  - (h) ensure that remuneration to all employees is paid as required in accordance with applicable laws.

#### BCLA's Operations, Records and Filings

- 4.5 The Board is not regularly involved in the operations of BCLA and will respect the delegated authority of the Executive Director to manage these affairs. However, the Board is responsible to:
- (a) annually review and provide input as requested into business and operating plans prepared by the Executive Director;
  - (b) review and provide input as requested into the communications and reports provided to members and other significant stakeholders;
  - (c) review and approve significant projects or expenditures that are not specifically included in approved budgets;
  - (d) direct the Executive Director to develop, implement and maintain a reporting system that accurately measures BCLA's performance against its strategic, business and operating plans;
  - (e) direct the Executive Director to develop and implement systems designed to ensure that BCLA is compliant with applicable laws and regulations, and in line with its values;
  - (f) ensure that such corporate, financial, accounting and other records and documents as are required by the *Societies Act* and other applicable laws are maintained;

- (g) ensure that required filings are prepared and submitted as required; and
- (h) ensure that required deductions and remittances are submitted to the proper authorities as required by law.

## **5 Officers**

- 5.1 BCLA delegates certain specific governance responsibilities to officers. Officers have authority to carry out the responsibilities assigned to them in terms of reference approved by the Board. Officers do not have individual authority to supervise or direct operations or staff.

## **6 Board Decision Making**

- 6.1 The Board will strive to make Board meetings and other decision-making processes constructive, concise and positive. Directors and others present will be respectful of one-another's viewpoints and comments and will refrain from personal comments.
- 6.2 Directors will respect the approved agenda for the meeting and will focus on the business at hand, recognizing that the business may include information items, discussion items and decision items, which are not all open to the same level of input.
- 6.3 Having prepared appropriately, Directors are encouraged to participate fully and frankly in discussions and deliberations of the Board. All Directors are encouraged to ask questions raise concerns, propose alternatives or suggest adjustments. Where relevant and helpful to the discussion, directors are encouraged to bring their individual experience, perspective and knowledge to each matter for discussion or decision.
- 6.4 In all cases, the objective of discussion and debate is to reach the best decision possible and one that will serve the best interests of BCLA as a whole. All opinions, views, issues, concerns and alternatives should be presented in a way that is constructive, courteous and respectful.
- 6.5 The Board will seek to achieve decisions by consensus wherever possible. However, where consensus cannot be reached after reasonable efforts, or where a significant decision should be documented with a formal vote even where consensus is achieved, decisions will be by majority
- 6.6 Following a decision, the Board speaks with one voice. All Directors will publicly support the duly approved decision of the Board. After a decision has been duly made by consensus or by Board Resolution, Directors will not criticize, oppose, speak against or otherwise undermine a decision, position, policy or statement of the Board, regardless of their personal position or viewpoint.

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