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# 1. BOARD STRUCTURE & RESPONSIBILITIES

## 1.1. Board Composition

1.1.1. Each member library will appoint one board member to represent it on the Public Library InterLINK Board of Directors.

1.1.2. Each member library will also appoint one of its board members to serve as its alternate representative to the Public Library InterLINK Board.

## 1.2. Terms of Office

1.2.1. The term of office for a board member will be for two InterLINK fiscal years commencing at the beginning of the initial fiscal year.

1.2.2. Each board member holds office until they resign. A board member will be eligible for re-appointment to the InterLINK Board by a member library board if they have been reappointed to that member library board.

1.2.3. A board member cannot continue to serve on the InterLINK Board if their term of office at their home library has expired and they are not being re-appointed.

1.2.4. A vacancy on the board occurring between annual appointments of board members will be filled immediately by the relevant library board, which will appoint one of its members to serve out the unexpired balance of the term.

## 1.3. Board Governance Model

1.3.1. The Board of Public Library InterLINK is responsible for the strategic oversight and governance of the organization. The board sets the organization's strategic direction and approves budgets and plans recommended by the executive director.

1.3.2. All operational matters of Public Library InterLINK are delegated to the executive director. The board supervises the performance of the executive director and ensures that they comply with all board decisions, all board-approved policies and procedures and all statutory and/or regulatory reporting requirements. (See also: 6: Board Development)

1.3.3. The board, on a temporary basis, may take over the active operational management of InterLINK in the event that the executive director resigns, is terminated or becomes incapacitated or is otherwise unable to perform the duties of the position.

## 1.4. Remuneration

1.4.1. No board member or alternate will be remunerated for acting as board member or officer.

1.4.2. A board member or alternate may be reimbursed for expenses incurred while engaged in the affairs of Public Library InterLINK according to the Expense Policy.

## 1.5. Officers

1.5.1. The officers of the board will be the chair, vice-chair and the treasurer.

1.5.2. The terms of office of the chair, vice-chair and treasurer will be for one year commencing at the first board meeting of the fiscal year and ending at the first board meeting of the next fiscal year, unless either the member library board term or InterLINK board term of the officer has expired.

1.5.3. Officers are elected at the first meeting of the board in each fiscal year. The executive director will assume the chair and call the meeting to order. The executive director will conduct the election of the chair. The elected chair will in turn conduct the election of the vice-chair and treasurer. Officers may be re-elected but may not hold office for more than four consecutive years.

1.5.4. In the event that an officer is unable to complete their term, the office will be filled by election from within the board. The assignment to the vacant post will be for a term to expire upon the next regularly scheduled election for that position.

## 1.6. Committees

1.6.1. The board will establish and maintain three standing committees:

- ◆ Executive Committee
- ◆ Finance Committee
- ◆ Governance and Planning Committee

1.6.2. The vice-chair will chair the Governance and Planning Committee. The treasurer will chair the Finance Committee. The chair will lead the Executive Committee and sits ex-officio on the Governance and Planning and Finance committees.

1.6.3. The board at its inaugural meeting each year will make appointments to committees.

1.6.4. Board committees, except for the Executive Committee, include at least one member of the Administrators Advisory Group (AAG), who advise in a non-voting capacity.

1.6.5. The board may form additional committees at its discretion. Such committees or working groups will elect a chair at their first meeting and will prepare Terms of Reference for the approval of the board. The Terms of Reference will define the context and scope of the committee and, in the case of ad hoc committees, will provide for dissolution when the committee's work is completed. An ad hoc committee's mandate may be extended with the board's approval.

1.6.6. The board may, by ordinary resolution, delegate any, but not all, of its powers to board committees.

## 1.7. General Responsibilities of the Board

1.7.1. The general responsibilities of the board will include the following:

- ◆ Recruitment and general supervision of the executive director
- ◆ Approval of the annual budget
- ◆ Development and approval of the strategic plan
- ◆ Review of Annual Operational Plan
- ◆ Ensuring compliance with board-approved policies and all applicable statutory and regulatory requirements
- ◆ General due diligence and scrutiny of all plans, projects, initiatives, proposals and financial statements recommended or provided to the board by the executive director
- ◆ Accountability to member libraries for the overall strategic direction and performance of InterLINK
- ◆ Development and oversight of the organization's policies, including finance, risk management, human resources and other such policies as the board may deem necessary from time to time
- ◆ Board development, including the recruitment, nomination and orientation of new board members

## 1.8. Authority and Accountability

1.8.1. Board members operate under the authority of the InterLINK Agreement and the provisions of the Library Act as applicable.

1.8.2. When involved in the business of Public Library InterLINK, board members are accountable at all times for acting in the best interests of the Federation and for performing their duties free of outside bias or influence. Board members are also accountable at all times for exercising a duty of care and a duty of due diligence in their performance of their duties.

1.8.3. Board members are accountable for informing their member libraries of decisions taken by the InterLINK Board.

1.8.4. As a federation of publicly funded libraries, InterLINK recognizes the importance of transparency and accountability of its member libraries, even as it is a separate organization. InterLINK board members may discuss confidential InterLINK matters with their boards to ensure this accountability and transparency with member boards but must discuss any confidential matters relating to InterLINK in-camera with their local boards.

## 1.9. Due Diligence – Responsibilities of Individual Board Members

1.9.1. Board members will at all times exercise the care, skill and due diligence of a

reasonably prudent person.

1.9.2. Board members will exercise care and due diligence in the performance of their duties. Board members are expected to read all board meeting materials prior to attending board meetings.

1.9.3. Board members will consult with the director of their library, or their designate, in order to be prepared to discuss matters brought to the board.

1.9.4. Board members are also expected to ask questions and seek clarification from the executive director in order to be satisfied that matters brought to the board for decision are in the best interests of InterLINK and its member libraries.

## 1.10. Code of Conduct and Confidentiality Statement

1.10.1. The InterLINK Board Code of Conduct and Confidentiality outlines values and principles to which all board members are expected to adhere. All board members are required to sign the Code of Conduct and Confidentiality at their inaugural board meeting.

1.10.2. Decisions made by the board in-camera may be reported out to home boards in-camera.

1.10.3. Board members will not disclose the substance of any sensitive and/or in-camera discussions without the express consent of the chair of the board.

1.10.4. The Governance and Planning Committee will be responsible for maintaining and updating the Code of Conduct and Confidentiality and for bringing any changes to the board for approval.

## 1.11. General Conduct – Board Members

1.11.1. Board members will be free, at all times, to express their views and contribute vigorously to the discussion of matters brought before the board for consideration.

1.11.2. Once a decision has been reached by the board, members are expected to be supportive of the decision and not make any statements in public or to any third-party that would undermine or otherwise call into question the decisions, actions or capabilities of the board or of any individual member. This clause is not intended to limit the ability of board members to speak frankly regarding board decisions in discussions with their home board.

## 1.12. Conflict of Interest

1.12.1. Conflict of interest arises when a board member, either intentionally or unintentionally, may derive a direct or indirect personal benefit from decisions taken by the Board of Directors. The board will adhere to the Federation's Conflict of Interest policy (included as an appendix to this manual).

## 2. ROLES OF OFFICERS OF THE BOARD

### 2.1. Chair

2.1.1. The general duties and responsibilities of the chair are as follows:

- ◆ Chair all meetings of the Board of Directors
- ◆ Supervision of the executive director
- ◆ General oversight and management of the Board Code of Conduct and Confidentiality
- ◆ Orientation of new board members (shared with the executive director)
- ◆ Chair the Executive Committee
- ◆ Sit as an ex-officio member on all board committees
- ◆ Consult with the executive director on the preparation of all meeting agendas
- ◆ Ensure the effectiveness and efficiency of board meetings and processes
- ◆ Declare the result of the vote on all questions
- ◆ Lead the annual review of the board and the annual performance review of the executive director
- ◆ Other such duties as may be assigned by the Board of Directors from time to time

### 2.2. Vice-Chair

2.2.1. The general duties of the vice-chair are as follows:

- ◆ Preside over board meetings and/or carry out the duties of the chair in their absence
- ◆ Chair the Governance and Planning Committee
- ◆ Other such duties as may be assigned by the Board of Directors from time to time

### 2.3. Treasurer

2.3.1. The treasurer will be responsible for the following:

- ◆ Chair the Finance Committee
- ◆ General supervision of the budget preparation and financial reporting processes
- ◆ Oversight of the annual audit
- ◆ Recommending the appointment of InterLINK's auditor
- ◆ Other such duties as may be assigned by the Board of Directors from time to time

## 3. ROLE OF COMMITTEES

### 3.1. Composition

3.1.1. Each committee will be composed of a chair and at least two additional board members.

3.1.2. Committees will have a maximum of five members each. Committee chairs may move motions and vote on any motion before the committee.

3.1.3. Committees are appointed at the inaugural meeting of the board each fiscal year. Committee members may be appointed at subsequent board meetings until all vacancies are filled.

3.1.4. On recommendation of the committee chair, the board may appoint non-board members to serve on committees in an advisory capacity.

3.1.5. At least one member of the AAG will sit on all board committees, except for the Executive Committee, in a non-voting, advisory capacity.

3.1.6. A majority of committee members will constitute a quorum.

### 3.2. Function

3.2.1. Committees assist the board in carrying out its strategic, managerial oversight and policy development functions. InterLINK's committees also support the efficient functioning of the board and the organization.

3.2.2. Committees conduct any business delegated to them by the board through their Terms of Reference or any motions of the board.

3.2.3. Board committees do not participate in, or have responsibility for, InterLINK's day-to-day operations.

3.2.4. Committee chairs, with InterLINK staff support, will ensure that a notice of meeting, a meeting agenda and minutes (or notes) are provided for those meetings.

### 3.3. Relationship to Staff

3.3.1. The executive director provides general support to all board committees.

### 3.4. Executive Committee Terms of Reference

3.4.1. The Executive Committee will be comprised of the chair, vice-chair and the treasurer.

3.4.2. Under the direction of the chair, the Executive Committee will, in consultation with the board, supervise the executive director.

3.4.3. The Executive Committee will also provide advice and guidance to the executive director in between board meetings.

3.4.4. Under the direction of the chair, the Executive Committee will lead the annual performance review of the executive director.

3.4.5. The Executive Committee will perform any other such duties that may be assigned by the Board of Directors.

3.4.6. Recommendations of the Executive Committee are to be ratified by the full board.

### 3.5. Governance and Planning Committee Terms of Reference

3.5.1. The Governance and Planning Committee will be chaired by the vice-chair and include at least two other board members. The board chair will sit on the committee in an ex-officio capacity. At least one member of the AAG will sit on the Governance and Planning Committee in a non-voting, advisory capacity.

3.5.2. The Governance and Planning Committee will be responsible for the following:

- ◆ Preparation and maintenance of the Board Policy Manual and Code of Conduct and Confidentiality
- ◆ Leading InterLINK's strategic planning process and establishing the process for ongoing review of progress against the strategic plan throughout the year
- ◆ Maintenance of Terms of Reference for all board committees and role descriptions for all board officers
- ◆ Management of the board's annual self-evaluation process
- ◆ Other duties as may be assigned by the Board of Directors from time to time

3.5.3. Recommendations of the Governance and Planning Committee are to be ratified by the full board.

### 3.6. Finance Committee Terms of Reference

3.6.1. The treasurer will chair the Finance Committee and include at least two other board members. The board chair will sit on the committee in an ex-officio capacity. At least one member of the AAG will sit on the Finance Committee in a non-voting, advisory capacity.

3.6.2. The Finance Committee will be responsible for the following:

- ◆ General supervision of the budget preparation and financial reporting processes
- ◆ Oversight of the annual audit
- ◆ Recommending the appointment of InterLINK's auditor

- ◆ Periodic review and adjustment of InterLINK’s revenue model to ensure it maintains the financial sustainability of the organization
- ◆ Other such duties as may be assigned by the Board of Directors from time to time

3.6.3. Recommendations of the Finance Committee are to be ratified by the full board.

## 4. BOARD POLICIES AND PLANNING

### 4.1. Required Policies

4.1.1. The board will maintain the following policies:

- ◆ Financial Policies
  - Financial Control Policy
  - Procurement Policy
  - Risk Management Policy
  - Expense Policy
- ◆ Human Resources Policies
  - Staff Recognition Policy
- ◆ Code of Conduct and Confidentiality Policy for Board and Staff
- ◆ Communications Policy
- ◆ Sponsorship Policy
- ◆ Online motion Policy

4.1.2. The board will be responsible for developing additional policies as necessary.

4.1.3. Policies can exist as either standalone policies or by inclusion in this Board Governance Manual.

4.1.4. The executive director is responsible for developing any required operational procedures and guidelines to aid staff in the implementation of these policies. The executive director in consultation with the board may implement changes to standing procedure.

### 4.2. Planning Cycle

4.2.1. The board will establish an annual planning cycle that will include the following:

- ◆ Review and updating of InterLINK’s strategic plan as needed
- ◆ Approval of the annual budget and the annual operating plan
- ◆ Evaluation of the board
- ◆ Performance evaluation of the executive director

## 5. EXECUTIVE AUTHORITY

### 5.1. Appointment of the Executive Director

5.1.1. The executive director will be appointed by the board on recommendation of a search committee established by the board.

5.1.2. The board, in accordance with InterLINK's Human Resources Policy, will fix the executive director's remuneration and other terms and conditions of employment.

### 5.2. Delegation to the Executive Director

5.2.1. The board will delegate responsibility for the operational management of InterLINK to the executive director.

5.2.2. The board will delegate responsibility for the preparation of the annual budget, statutory and regulatory reporting, and administration of board-approved policies to the executive director.

5.2.3. The board will instruct the executive director through written policies, a strategic plan, budget approval, and board motions, providing general direction on what is to be achieved and the values and behaviours and business practices of InterLINK.

5.2.4. The executive director is authorized to establish all further policies, make all decisions, take all actions and develop all activities, which are true to these policies.

5.2.5. The board will not give directions to individuals that report to the executive director.

### 5.3. Powers and Duties of the Executive Director

5.3.1. The executive director will:

- ◆ Report to the InterLINK Board
- ◆ Be accountable to the InterLINK Board for the management of InterLINK operations
- ◆ Be accountable to the InterLINK Board for the hiring and performance management of InterLINK staff and for making recommendations regarding staff compensation as approved by the board
- ◆ Serve as chair of the AAG
- ◆ Consider sponsorship, partnership and other such requests made to InterLINK
- ◆ Carry out other duties as assigned by the board through policy, delegation, or motions of the board

## 5.4. Executive Director Performance Evaluation

5.4.1. In consultation with the executive director, the board will plan and perform an annual evaluation of the executive director's performance. The Executive Committee will manage the performance evaluation process. The results of the annual executive director performance evaluation will be presented to the board at the first meeting held after the completion of the evaluation.

## 5.5. Unity of Control

5.5.1. Only the board by majority vote has authority over the executive director.

5.5.2. Decisions or instructions of individual board members, officers or committees are not binding on the executive director except in cases where the board specifically authorized such instructions, through a motion of the board.

## 5.6. Freedom of Information and Protection of Privacy Act

5.6.1. The board delegates all powers and duties granted under the Freedom of Information and Protection of Privacy Act to the executive director.

## 5.7. Administrators Advisory Group

5.7.1. The Administrators Advisory Group (AAG) will consist of one representative from each member library, being either the Director or designated alternate. The executive director of Public Library InterLINK will serve as chair of the AAG.

## 5.8. AAG Function and Mandate

5.8.1. The AAG will provide technical and operational advice to the executive director to assist in the formulation of policy and planning recommendations.

5.8.2. The AAG will also provide advice to the executive director on programs and services and assist in their implementation in member libraries.

5.8.3. The AAG will ensure that their library's InterLINK representative is informed of current InterLINK programs and services and their impact on their home library.

## 5.9. AAG Relationship to the Board and Board Committees

5.9.1. Members of the AAG are eligible to serve on board committees in a non-voting advisory capacity. AAG members may serve in that capacity for more than one year.

## 6. BOARD DEVELOPMENT

### 6.1. Appointment of New Board Members

6.1.1. Member library boards are responsible for the appointment of InterLINK board members. The role of the InterLINK Board is to identify and communicate, as necessary, competencies that could be considered in the appointment process.

6.1.2. The Executive Committee, in consultation with the board, may develop a profile of the competencies and skills that are required or considered desirable to ensure the effective, efficient operations of the board.

### 6.2. Orientation of New Board Members

6.2.1. The executive director and the board chair will provide an orientation to all newly elected board members. Whenever possible, board orientations will be held no later than the second board meeting of the fiscal year.

6.2.2. Board members will receive a copy of the Board of Directors' Governance Manual and will be required to sign the Code of Conduct and Confidentiality during the orientation session.

## 7. BOARD MANAGEMENT & DECISION-MAKING

### 7.1. Meetings

7.1.1. Within three months of the commencement of a fiscal year the board will hold an Inaugural Meeting and elect a chair, vice-chair and treasurer and will appoint an auditor.

7.1.2. The board will hold regular meetings not fewer than four times a year.

7.1.3. An orientation session will be presented to board members annually no later than at the start of the second board meeting of the fiscal year.

7.1.4. Ten days written notice of a regular meeting of the board stating the time and place will be given to each board member.

7.1.5. Board packages will be forwarded to board members and also placed on the board section of the InterLINK website for access.

7.1.6. Special meetings of the board may be held at the call of the chair, or at the written request of at least two board members. At least 72 hours notice of the meeting must be given to all board members stating the intended topics and reason for the special meeting.

7.1.7. The board may, at its discretion, allow for presentations to the board from non-members.

## 7.2. Board Member Attendance

7.2.1. When a board member is unable to attend a meeting of the board, the designated alternate board member from their library board may attend. This alternate board member will be entitled to speak and vote in the place of such board member at meetings of the board at which such board member is not present provided the secretary of the board has been notified of the alternate board member. In the event that the board member and the alternate are not in attendance, the member libraries may send a delegate of their choosing.

7.2.2. If any member of the board resigns or is absent from two consecutive board meetings without reasonable excuse, the board may choose to notify the member library board, requesting a new nominee.

7.2.3. Any trustee of a member library may attend any meeting of the board that is not declared to be an in-camera session but only the board member, or in their absence, the alternate board member or the library's designated attendee will be entitled to vote.

## 7.3. Board Rules of Procedure

7.3.1. Unless otherwise provided, all meetings will be conducted in accordance with the rules and regulations contained in Robert's Rules of Order Newly Revised.

## 7.4. Voting

7.4.1. The chair, or in their absence the vice-chair, or in their absence another board member elected by the board, will preside at meetings of the board.

7.4.2. A majority of board members will constitute a quorum.

7.4.3. Motions arising at a meeting of the board or a board committee will be decided by a majority vote of board members present.

7.4.4. Each board member has one vote. The chair does not move motions or cast votes except in case of a tie.

7.4.5. Should the chair wish to speak to a motion or cast a vote, they will vacate the chair and the vice-chair or executive director will assume the chair's responsibilities temporarily.

7.4.6. Voting is by a show of hands or, where requested by a majority of members, by secret ballot.

7.4.7. Should a board decision be required and it is not possible to call a meeting, the chair or the InterLINK Executive Director may conduct an email poll in order to arrive at a decision. In such instance, InterLINK's Online Motion Policy will be invoked. Any decision arrived at by an online vote will be brought forward to be read into the minutes at the next board meeting.

## 7.5. Minutes

7.5.1. A copy of all board minutes will be sent to board members. A copy of all regular board minutes will be sent to members of the AAG and the executive director.

## 7.6. Board Secretary

7.6.1. The executive director will serve as secretary to the board.

## 7.7. Self-Evaluation

7.7.1. The board will conduct an annual self-evaluation. The Governance and Planning Committee will be responsible for preparing, administering and reporting the results of the self-evaluation process to the board.

## 7.8. In-Camera Meetings

7.8.1. Any board member may request an in-camera meeting of the board, or that a portion of a regular board meeting be held in-camera. Topics that may be moved to in-camera discussion include employment/labour issues, executive director evaluation, internal board issues, legal issues, and discussion of government policies and their implications for the Federation. The executive director attends all in-camera meetings of the board, except in instances where the executive director's performance and/or compensation are to be discussed.

7.8.2. The executive director will record the minutes of all in-camera meetings. In the executive director's absence the chair will ask a member of the board to take minutes of an in-camera meeting.

7.8.3. In-camera minutes will be shared only with board members and InterLINK's auditor.

# 8. GOVERNANCE MANUAL REVIEW

8.1. The Governance and Planning Committee will review the Governance Manual on an annual basis to ensure it remains current. Amendments to the governance manual may be initiated by providing notice of motion at a regular meeting. The governance manual may be amended at a subsequent regular meeting of the board by two-thirds vote.



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