



# Public Library InterLINK Agreement

**June 5, 2001**

Revised: December 5, 2017

## InterLINK AGREEMENT

THIS AGREEMENT made and effective this first day of May 2000 and revised December 5, 2017.

BETWEEN:

**BOWEN ISLAND PUBLIC LIBRARY BOARD OF MANAGEMENT**, a Board of Management elected under the provisions of the *Library Act* of the Province of British Columbia and having its principal office located at P.O. Box 10, Cate's Hill, Bowen Island, in the Province of British Columbia

(hereinafter called "**BIPL**")

AND:

**BURNABY PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 6100 Willingdon Avenue, in the City of Burnaby, in the Province of British Columbia

(hereinafter called "**BPL**")

AND:

**COQUITLAM PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 575 Poirier Street, in the City of Coquitlam, in the Province of British Columbia

(hereinafter called "**CPL**")

AND:

**FRASER VALLEY REGIONAL LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 34589 Delair Road, in the City of Abbotsford, in the Province of British Columbia

(hereinafter called "**FVRL**")

AND:

**GIBSONS AND DISTRICT PUBLIC LIBRARY ASSOCIATION BOARD**, a Library Board elected under the provisions of the *Library Act* of the Province of British Columbia and having its principal office

located at P.O. Box 109, 470 South Fletcher Road in the Town of Gibsons, in the Province of British Columbia

(hereinafter called "**GibPL**")

AND:

**LILLOOET AREA LIBRARY ASSOCIATION BOARD**, a Library Board elected under the provisions of the *Library Act* of the Province of British Columbia and having its principal office located at P.O. Box 939, 930 Main Street in the District Municipality of Lillooet, in the Province of British Columbia

(hereinafter called "**LALA**")

AND:

**NEW WESTMINSTER PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 716 - 6th Avenue, in the City of New Westminster, in the Province of British Columbia

(hereinafter called "**NWPL**")

AND:

**NORTH VANCOUVER CITY LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 121 West 14th Street, in the City of North Vancouver, in the Province of British Columbia

(hereinafter called "**NVCL**")

AND:

**NORTH VANCOUVER DISTRICT PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 1277 Lynn Valley Road in the District of North Vancouver, in the Province of British Columbia

(hereinafter called "**NVDPL**")

AND:

**PEMBERTON & DISTRICT PUBLIC LIBRARY ASSOCIATION BOARD**, a Library Board elected under the provisions of the *Library Act* of the Province of British Columbia and having its principal office located at P.O.

Box 430, 7390 Cottonwood Street in the District Municipality of Pemberton, in the Province of British Columbia

(hereinafter called "**PEMPL**")

AND:

**PORT MOODY PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 100 Newport Drive, in the City of Port Moody, in the Province of British Columbia

(hereinafter called "**PMPL**")

AND:

**RICHMOND PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 100 - 7700 Minoru Gate, in the City of Richmond, in the Province of British Columbia

(hereinafter called "**RPL**")

AND:

**SECHELT PUBLIC LIBRARY ASSOCIATION BOARD**, a Library Board elected under the provisions of the *Library Act* of the Province of British Columbia and having its principal office located at P.O. Box 2104, 5797 Cowrie Avenue, in the District of Sechelt, in the Province of British Columbia

(hereinafter called "**SecPL**")

AND:

**SQUAMISH PUBLIC LIBRARY BOARD**, a Library Board elected under the provisions of the *Library Act* of the Province of British Columbia and having its principal office located at P.O. Box 1039, 37907 2nd Avenue in the District Municipality of Squamish, in the Province of British Columbia

(hereinafter called "**SQPL**")

AND:

**SURREY PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having

its principal offices at 10350 University Drive, in the City of Surrey, in the Province of British Columbia

(hereinafter called "**SPL**")

AND:

**VANCOUVER PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 350 W. Georgia Street, in the City of Vancouver, in the Province of British Columbia

(hereinafter called "**VPL**")

AND:

**WEST VANCOUVER MEMORIAL LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal offices at 1950 Marine Drive, in the District of West Vancouver, in the Province of British Columbia

(hereinafter called "**WVML**")

AND:

**WHISTLER PUBLIC LIBRARY BOARD**, a Library Board appointed under the provisions of the *Library Act* of the Province of British Columbia and having its principal office located at P.O. Box 95, 4329 Main Street, in the Resort Municipality of Whistler, in the Province of British Columbia

(hereinafter called "**WPL**")

(hereinafter collectively called "the Parties" or referred to singularly as "a Party")

**WHEREAS** the Parties recognize the value of sharing resources and coordinating efforts to improve access to library service in the context of strong local libraries:

**AND WHEREAS** the Parties wish to create an organization to foster and promote quality public library service for their residents through the provision of open access to library services and the development and implementation of collaborative service efficiencies and enhancements.

**NOW THEREFORE THE PARTIES**, in consideration of the mutual covenants and agreements herein contained, agree as follows:

#### **A. LIBRARY FEDERATION**

1. The Parties hereby form a Library Federation (hereinafter called "**InterLINK**"), under the *Library Act (British Columbia)* (RSBC c.264 1996), to provide library services as outlined in this Agreement.

#### **B. DEFINITIONS**

1. In this Agreement, unless the context otherwise requires, the following words and expressions have the following meanings:

**"Administrators' Advisory Group"** means the Group referred to in section 5.7 of the Governance Manual;

**"Board"** means the Board of the Library Federation;

**"Fiscal Year"** means period of time from January 1st of one year to December 31st of that year;

**"Governance Manual"** means the Public Library InterLINK Board of Directors' Governance Manual attached to this Agreement for reference as Schedule "A";

**"Library Federation"** means the InterLINK Library Federation created under this Agreement;

**"Participating Library"** means a library board that is a Party to this Agreement.

**"Quorum"** has the same meaning as in the *Interpretation Act (British Columbia)*;

#### **C. SCOPE OF PUBLIC LIBRARY INTERLINK**

1. InterLINK enshrines open access to the resources and services of Participating Libraries on the same basis as they are available to local residents.
2. The Parties will permit individuals to qualify for free membership with any Participating Library, subject to reasonable Participating Library requirements, if such individuals meet one or both of the following criteria:
  - (a) they are a resident of the area served by any Participating Library; or
  - (b) they hold a valid library card with any Participating Library.
3. As a member of InterLINK, a Participating Library agrees to the cooperative provision of library services to non-residents and agrees that a non-resident may

register their library card at any library of a Participating Library and are granted borrowing rights at that library in relation to library materials held in general collections.

4. It is agreed that each Participating Library may exclude services unique to their library such as (but not limited to) remote use of databases or access to special collections. Agreements between InterLINK and an individual member for the provision of specified services to the remaining members must be approved by a majority of the InterLINK Board and noted in a formal Letter of Agreement.
5. In addition, as approved by the Board and subject to Board direction, InterLINK will:
  - (a) provide the infrastructure necessary to maintain and enhance open access;
  - (b) provide support for the lending of materials among the Parties as approved;
  - (c) provide the infrastructure necessary to develop and maintain collaborative service enhancements and efficiencies for the libraries of Participating Libraries;
  - (d) actively pursue partnerships with public libraries outside the region and with other types of libraries in the province of benefit to InterLINK and its members; and
  - (e) assist with the continuing education of Participating Library staff and Participating Library Board members.

#### **D. GOVERNANCE**

1. InterLINK will be under the governance of a Board composed of one representative from each of the Parties appointed under section D.2 and as provided for in section 49(3)(b) of the Library Act. The Board will oversee InterLINK operations and create policy in respect of same.
2. Each Party will appoint one of its board members as its representative on the Board and one of its members as an alternate representative on the Board.
3. Attendance at a Board meeting by an alternate representative will be governed by section 7.2.1 of the Governance Manual.
4. The term of office and the filling of vacancies shall be as provided for in section 1.2 of the Governance Manual.

#### **E. FINANCES AND RECORDS**

1. The Finance Committee will present a provisional budget to the Board no later than the first Board meeting of the Fiscal Year and the Board must approve the budget no

later than the second meeting of the Fiscal Year.

2. The Board must authorize changes to the approved budget.
3. Accounts and financial records will be maintained in accordance with generally accepted accounting practice in consultation with the Board's auditors.
4. The Fiscal Year end will be December 31st of each year.
5. A financial statement will be prepared and submitted to the Board for review at least four times a year and the Finance Committee will render year-end financial statements to the Board within 3 months of the end of the Fiscal Year.
6. A financial audit of InterLINK accounts will be made in accordance with generally accepted accounting principles at the end of each Fiscal Year. The audit will be made by a firm of chartered accountants, appointed annually at the inaugural meeting of the Board. Audited statements will be presented to the Board at the earliest reasonable opportunity.
7. No Board member and no employee of InterLINK will be the auditor.
8. In the event of the dissolution of InterLINK, distribution of remaining assets and assignment of liabilities will be distributed to the Parties using the same criteria for determining compensation.
9. A Party that provides net circulation service to residents who live in other Parties' jurisdictions will be compensated based on the service provided as determined by objectively measured criteria set out in Schedule "B".
10. A Party that provides a central service to residents who live in other Parties' jurisdictions will be compensated based on the service provided as determined by objectively measured criteria. This Agreement will be formalized in a Letter of Agreement between the InterLINK Board and the Party providing the service.
11. The determination and distribution of compensation for non-resident circulation will be approved by the Board and may be reviewed by resolution of the Board. Changes to the determination and distribution of compensation for non-resident circulation require approval of not less than 75% of the members of the Board.

## **F. BOARD MANUAL**

1. The Board will maintain the Governance Manual to supplement the matters covered in this Agreement and provide the details required for implementation of Board policies. The *InterLINK Agreement* and *Governance Manual* set out the bylaws for the Library Federation, which may be amended in accordance with section K.



## **G. NEW MEMBERS AND SERVICE AGREEMENTS**

1. Any library board as constituted under the *Library Act* may apply to join InterLINK.
2. An application to join InterLINK must be submitted by June 30th of any year and, on approval by the Board, will take effect on January 1st of the following year.
3. The admittance of a new library board will require review by the Board, and the approval of no less than 75% of members of the Board.
4. The Board may, by agreement, approved by not less than a majority of the Board, enter into full or partial service agreements with organizations not eligible for InterLINK membership.

## **H. CESSATION OF MEMBERSHIP**

1. Any Party intending to cease membership in InterLINK will give notice of withdrawal to the Board in writing by June 30th of the year prior to which the withdrawal will take effect.
2. Upon receipt of the written notice of withdrawal by the Board, termination of membership in the Library Federation will be effective January 1st of the following year in which the notice of withdrawal was given.
3. In the period between notice of withdrawal and the effective date of withdrawal, the withdrawing Party will continue to have all of the benefits and responsibilities of membership in the Library Federation.
4. The Party will have the right to rescind its notice of withdrawal provided that the Board is informed no later than October 31st of the year in which notice was given.
5. A Party that ceases to be a member of InterLINK will have no claim to InterLINK assets, except in the case of the dissolution of the Library Federation.
6. A Party that has withdrawn from the Library Federation may apply to rejoin InterLINK in accordance with the requirements set out in section G.

## **I. ADMINISTRATORS' ADVISORY GROUP**

1. The Parties shall appoint a representative to the AAG as provided under section 5.7 of the Governance Manual.

## **J. BREACH OF AGREEMENT**

1. Any Party that fails to perform its obligations or provide service or make payments as required by this Agreement will be deemed to be in breach of this Agreement and will cease to have any rights under this Agreement, if, within 30 days of written notice of the breach being sent by mail to the address written above, or to such other address as the Party has provided in writing to the Executive Director, it has failed to rectify the same and cure the default.
2. Any financial obligation owing by the Party will continue to be payable and such sum may be off-set against any payments due the Party under this Agreement.

## **K. AMENDMENTS TO InterLINK Agreement**

1. With the exception of section E.11 and section G.3, which require the approval of 75% of the Parties to amend, amendments this agreement may be made by a majority vote of the members provided that notice of motion has been made at a prior regular board meeting.
2. Amendments to this Agreement, other than amendments to Schedules "A" and "B", must be approved by the Minister responsible for the *Library Act* and the Boards of the InterLINK member libraries.

## **L. AMENDMENTS TO InterLINK DOCUMENTS (Schedules A and B)**

1. As outlined in the InterLINK governance manual (Schedule A), amendments to the InterLINK governance manual may be amended by the Board by a two-thirds vote of the members provided that notice of motion has been made at a prior regular board meeting.
2. Amendments to the Financial Control / Oversight Policy (Schedule B) may be amended by the Board by a majority of the members.

The InterLINK Governance Manual and Financial Control Policy are attached to the InterLINK Agreement as schedules for information.

IN WITNESS WHEREOF the Parties hereto have set their hands and seals as of the day and year first above written.

**BOWEN ISLAND PUBLIC LIBRARY BOARD** )  
**OF MANAGEMENT** by its authorized )  
signatory: )  
Cynthia Nicolson )

\_\_\_\_\_)  
Name: )  
DocuSigned by: )  
*Cynthia Nicolson* )  
\_\_\_\_\_)  
Signature: )

**BURNABY PUBLIC LIBRARY BOARD** )  
by its authorized signatory: )  
Lorraine Shore )

\_\_\_\_\_)  
Name: )  
DocuSigned by: )  
*Lorraine Shore* )  
\_\_\_\_\_)  
Signature: )

**COQUITLAM PUBLIC LIBRARY BOARD** )  
by its authorized signatory: )  
Alice Hale )

\_\_\_\_\_)  
Name: )  
DocuSigned by: )  
*Alice Hale* )  
\_\_\_\_\_)  
Signature: )

**FRASER VALLEY REGIONAL LIBRARY** )  
**BOARD** by its authorized signatory: )  
Chuck Stam )

\_\_\_\_\_)  
Name: )  
DocuSigned by: )  
*[Signature]* )  
\_\_\_\_\_)  
Signature: )

GIBSONS AND DISTRICT PUBLIC LIBRARY )  
ASSOCIATION BOARD by its authorized )  
signatory: )

Matt Thomson )

Name: )

DocuSigned by: )

Matt Thomson )

Signature: )

LILLOOET AREA LIBRARY ASSOCIATION )  
BOARD by its authorized signatory: )

Regan Dixon )

Name: )

DocuSigned by: )

Regan Dixon )

Signature: )

NEW WESTMINSTER PUBLIC LIBRARY )  
BOARD by its authorized signatory: )

kathy Siedlaczek )

Name: )

DocuSigned by: )

Kathy Siedlaczek )

Signature: )

NORTH VANCOUVER CITY LIBRARY )  
BOARD by its authorized signatory: )


Stephen Smith )

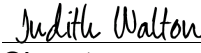
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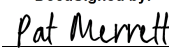
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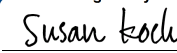
Stephen Smith )

Signature: )

**NORTH VANCOUVER DISTRICT PUBLIC LIBRARY BOARD** by its authorized signatory:  
Mike Little  
Name:  
DocuSigned by:  
  
Signature:  
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**PEMBERTON & DISTRICT PUBLIC LIBRARY ASSOCIATION BOARD** by its authorized signatory:  
Judith Walton  
Name:  
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**PORT MOODY PUBLIC LIBRARY BOARD** by its authorized signatory:  
Pat Merrett  
Name:  
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**RICHMOND PUBLIC LIBRARY BOARD** by its authorized signatory:  
Susan Koch  
Name:  
DocuSigned by:  
  
Signature:  
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**SECHELT PUBLIC LIBRARY  
ASSOCIATION BOARD** by its authorized  
signatory:

Ann Hopkins

Name:

DocuSigned by:  
*Ann Hopkins*  
Signature:  
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**SQUAMISH PUBLIC LIBRARY BOARD**  
by its authorized signatory:

David Gayton

Name:

DocuSigned by:  
*David Gayton*  
Signature:  
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**SURREY PUBLIC LIBRARY BOARD**  
by its authorized signatory:

Karen Reid Sidhu

Name:

DocuSigned by:  
*Karen Reid Sidhu*  
Signature:  
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**VANCOUVER PUBLIC LIBRARY BOARD**  
by its authorized signatory:

Kyla Epstein

Name:

DocuSigned by:  
*Kyla Epstein*  
Signature:  
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**WEST VANCOUVER MEMORIAL  
LIBRARY BOARD** by its authorized  
signatory:

David A. Carter

Name:

DocuSigned by:

*David A. Carter*

Signature

**WHISTLER PUBLIC LIBRARY BOARD**  
by its authorized signatory:

Bevin Heath Ansley

Name:

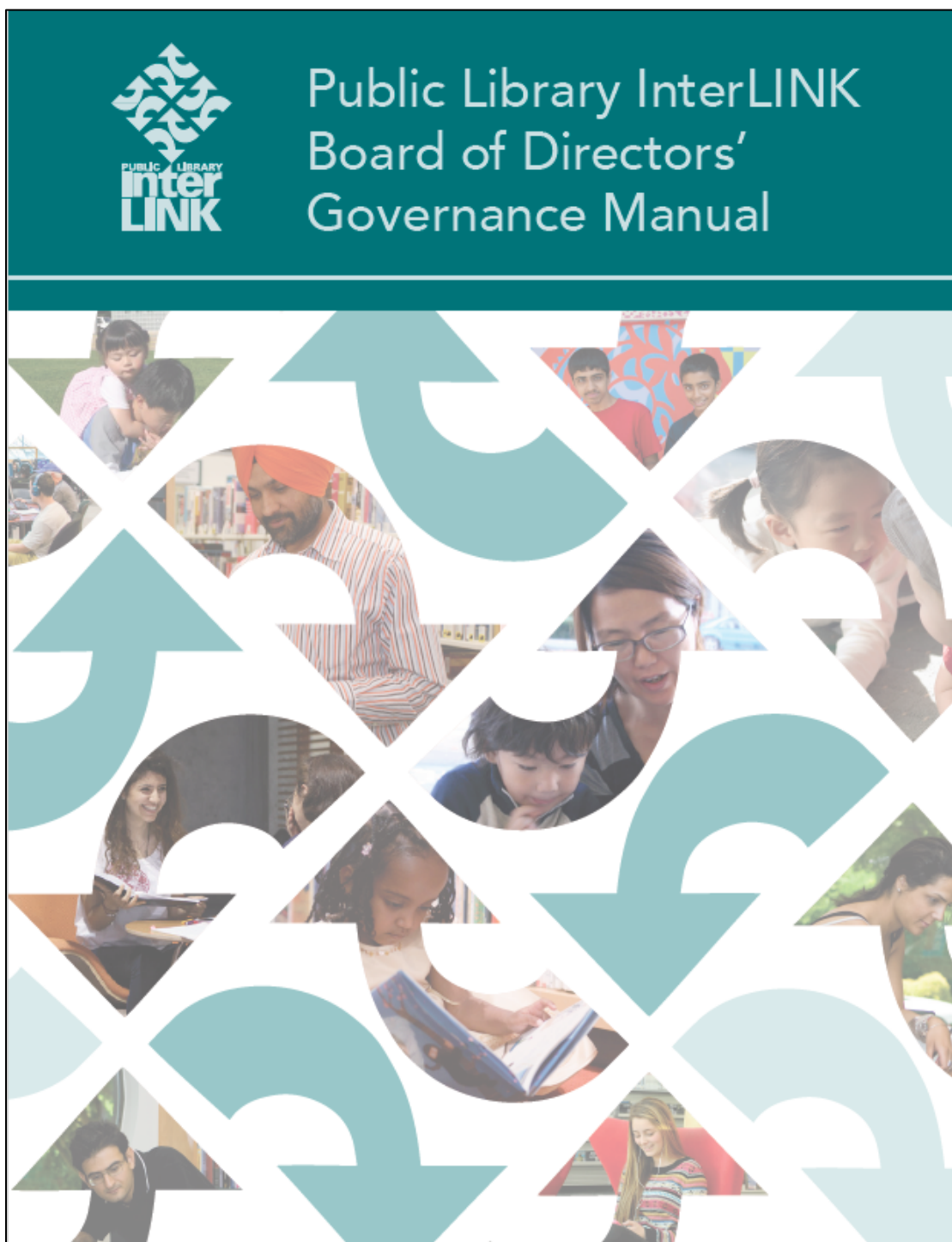
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*Bevin Heath Ansley*

Signature

Schedule "A"

Public Library InterLINK Board of Directors' Governance Manual





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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 to 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.

Approved: February 23, 2016  
Amended: May 31, 2016  
Amended:



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*February 2017*





## Schedule "B"

## Public Library InterLINK Financial Control / Oversight Policy



Public Library InterLINK

Policy Type: **Governance**Policy Title: **Financial Control / Oversight**

Policy Approval Date: 23/02/2016

Policy revised: 26/09/2017  
05/12/2017

The board is accountable to the member libraries and the Province of British Columbia for the Federation's financial affairs. The board must ensure adequate controls are in place to manage finances and see that Public Library InterLINK has adequate resources to deliver service and fulfill its mission. These policies set out the Federation's financial practices.

**Section 1: Accountability****1. Financial year**

The financial year of Public Library InterLINK (InterLINK) will be January 1<sup>st</sup> to December 31<sup>st</sup>.

**2. Bank accounts**

The Federation will maintain an appropriate bank account or accounts in the name of the Federation in a chartered bank, trust company or credit union approved by the Board. Accounts and financial records will be maintained in accordance with generally accepted accounting principles.

**3. Investments**

The Federation may invest grants and other assets in appropriate interest bearing accounts in order to realize revenue until such time that those funds are required for the operation of the Federation. The investment of all assets must ensure a level of liquidity that provides the flexibility to adjust to changing market conditions, maturity terms that ensures sufficient cash is available to meet the obligations of the Federation and minimizes financial risk.

**4. Signing officers**

- a) Signing officers for InterLINK will be the Chair of the Board, the Vice-Chair, the Treasurer, the Executive Director and the Manager of Operations.

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- b) Any two signing officers will sign all cheques or other orders for the payment of money in the name of InterLINK.
  - c) The InterLINK Executive Director and the Manager of Operations may sign cheques up to \$25,000. Any cheque over \$25,000 must be signed by at least one of the Chair, Vice-Chair, or Treasurer.

#### **Section 2: Financial Monitoring**

1. The InterLINK Board monitors the Federation's finances in order to ensure that the ongoing financial position of the Federation is consistent with the priorities approved by the Board. The Board will monitor the financial report as prepared by the Manager of Operations at each meeting. Year-end financial statements will be forwarded to the Board within three months of the end of the fiscal year.
2. The Finance Committee provides advice to the Board regarding the annual budget and the Federation's financial statements.
3. All InterLINK funds, expenditures and revenues will be audited on an annual basis by a professional auditing firm approved by the InterLINK Board. The Board, following an appropriate recommendation from the Finance Committee, will appoint the auditor.

#### **Section 3: Financial Responsibilities of Executive Director**

1. The Executive Director will ensure that a copy of the audited financial statements are submitted to Libraries Branch, Ministry of Education as part of the requirements to complete the Statement of Financial Information (SOFI).
2. The Executive Director is authorized to operate the Federation within the approved budget.

#### **Section 4: Budget**

1. InterLINK staff will submit a provisional budget to the Administrators Advisory Group (AAG) by the AAG's November meeting.
  2. The provisional budget, incorporating AAG feedback, will be submitted to the InterLINK Finance Committee for consideration. The InterLINK Finance Committee meets to consider the budget at the call of the Committee Chair. This meeting must occur prior to the regular November board meeting.
  3. Upon recommendation by the Finance Committee, the provisional budget will be submitted for consideration to the InterLINK Board at its November meeting.
  4. Upon approval by the Board, the provisional budget is forwarded to member library Boards for input and comment.
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### **Section 5: Member Levies and Compensation**

1. Member libraries are assigned a levy each year that is payable to the Federation. The member libraries will be invoiced in each fiscal year, once the budget has been approved, for their share of InterLINK operating costs based on a per capita formula approved by the Board. Member levies are calculated using the latest Libraries Branch population figures. These population figures are adjusted to 75% of the actual number for Bowen Island, Gibsons, Lillooet, Pemberton, Sechelt, Squamish and Whistler. The population is adjusted to 50% of the actual number for the Fraser Valley Regional Library.
2. The principle of compensation with regard to net lending and borrowing is established in the InterLINK Agreement. Net circulation payments will be distributed in the InterLINK fiscal year following the year in which the service was provided.
3. Any change to the method of dispersing compensation funds or allocating operating costs will be timed so that a member library has the option of ceasing membership prior to the change taking effect.

### **Section 6: Reserve Funds**

1. InterLINK maintains reserve funds to fund capital purchases and special projects. InterLINK maintains adequate reserves to meet obligations to member libraries in the event of a delay of receipt or discontinuation of operating funds and to meet strategic priorities, project and operating obligations.
2. The InterLINK Board is responsible for assigning an appropriate amount that is considered the cap amount for reserve funds. The Board, at its discretion, may alter reserve amounts.
3. Reserve funds are maintained at the cap amount by means of a) budgeting to replenish the fund or b) dispersal of surplus funds (see Section 7). The schedule for replenishing the reserve funds is recommended by the Finance Committee and approved by the Board.
4. The Board will maintain the following Reserve Funds:

**Operating Reserve:** sufficient funds are maintained to cover operating and administrative expenditures for six months in the event that operating revenue is interrupted for any reason, in addition to any unforeseen expense that impacts operations. Operating funds may include rent, utilities, couriers and vehicle operation. Administrative expenses include salaries, benefits and related cost areas.

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**Capital Asset Reserve:** Sufficient funds will be maintained to purchase or replace the capital assets as approved by the Board. Capital assets may include such items as the delivery truck, office equipment and computers.

**Project Reserve:** Sufficient operating funds will be maintained to fund strategic priorities approved by the Board not accounted for in the annual budget.

**Compensation Reserve:** Funds sufficient to compensate libraries for net lending activities are held in reserve and paid to those libraries in the following year. The Compensation Reserve is not assigned a cap amount as it fluctuates in relation to non-resident borrowing.

5. Accounting for Reserves:

The reserve funds will be recorded in the financial records as restricted funds. The Board may, from time to time, direct that a specific source of revenue be set aside for Operating Reserves.

The Executive Director, in consultation with the Administrators Advisory Group and the InterLINK Board, will identify the need to access reserve funds and confirm that the proposed use is consistent with the purpose of the reserves.

6. Authority to use reserves:

Authority for the use of these reserve funds resides with the Board. In the event of a discontinuation of the annual operating grant, the reserve funds will be utilized to allow InterLINK to continue basic operation while the Board considers alternatives for the future of the Federation. At its discretion, the Board may approve the transfer of the amounts held in the Capital Asset and Project Reserves to ensure sufficient funds exist to cover operating and administrative expenditures for six months.

7. Reporting and monitoring:

The Executive Director is responsible for assuring that the Reserve funds are maintained and used only as described in this policy.

**Section 7: Budget Surpluses**

1. InterLINK strives to attain a balanced budget. Budget surpluses may occur due to fluctuations in non-resident borrowing. Compensation payments for non-resident borrowing are estimated and built into the InterLINK budget. If the Federation realizes a surplus of funds when the financial statements are
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finalized, the following procedures will apply:

- i. Surplus will be applied to any Reserve Fund that is not at the Board approved cap amount.
- ii. If more than one Reserve Fund is not at the cap, those funds will be replenished in the following priority sequence: 1. Operating 2. Capital Asset 3. Project.
- iii. If all Reserve Funds are at the cap amount, any realized surplus will be returned to the member libraries using the same formula that determines the basic member levy.

#### **Section 8: Budget Deficits**

1. If the Federation is in a deficit position when the financial statements are finalized, the deficit will be offset through a transfer from the Operating Reserves. The Operating Reserve will be replenished as per Section 6.

#### **Section 9: Project Funding**

1. In pursuit of the strategic direction identified by the Board, InterLINK manages a number of projects for the benefit of member libraries. Projects are by nature collaborative, and may be focused on a consortial purchase designed to leverage the size of the Federation in order to secure advantageous pricing for participating libraries or on specific projects identified by member libraries through the strategic plan and annual work plans.
  2. Funding for specific projects is determined on a project-by-project basis by the InterLINK Board. Reserves are used to fund projects at the discretion of the Board. If Reserve funds are to be used, a motion to that effect must be brought before the Board for consideration.
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