



Governance Committee Charter

Adopted 07/12/22

Updated 08/22/23; 10/24/23; 10/14/25; 09/01/26

Committee Purpose:

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

Committee Chair Responsibilities:

- The Committee Chair shall be the Secretary of the Board.
- The Chair shall be responsible for calling and setting the meeting once a year or more frequently as circumstances dictate, to review existing policies and recommend amendments or changes. The Chair will also circulate any new policies for evaluation by the committee before sending them to the Board.
- The Chair shall also be responsible for leading a review of all pertinent governance documents, with the Executive Director and Assistant Director. The Administrative Assistant will update the documents annually, or more frequently as determined by the Chair and library senior staff. Progress toward stated goals will be reviewed, with results and recommendations reported to the Governance Committee for further action.
- The Chair will communicate with leadership to ensure that an assessment of the technology security has been conducted by a qualified agency.
- The Chair shall ensure that the Bylaws remain current and reflective of governing board best practices.
- The Chair shall provide a written report of activities, findings, and recommendations of the Governance Committee at a meeting of the Board of Trustees.
- The Committee's Chair shall arrange for written minutes to be taken of each Governance Committee meeting, and such minutes, following approval by the Committee, shall be maintained in the Governance Committee electronic file.
- The Chair, working with library senior staff, shall be responsible for ensuring each committee charter is reviewed annually by the members of each committee, amended as needed to reflect the current scope, and the review dates of the official file copies are updated, including those on the website.

The following documents are reviewed annually, and the revision date is reflected on the document. If the edits are substantial in changing the meaning or intent of the document, the

revised version must be presented to the Board of Trustees for review and vote to adopt the new version. However, if the edits are insubstantial (grammatical or clerical in nature), they may be made by the Committee with ED/AD approval and do not require a new Board of Trustees adoption vote. Governance documents reviewed annually include:

- Policy Manual
- Bylaws
- Employee Handbook
- Benefits Handbook
- CATS Values
- Strategic Plan
- Board of Trustees Job Description

Member Responsibilities:

- Actively participate in the annual review, report, and recommendations to the Board for changes the Committee finds appropriate to Library policies related to matters including HR compliance.
- Actively participate in the annual review and oversight of Library policies and practices regarding the prevention, reporting, and resolution of claims, as well as compliance related to harassment, sexual misconduct, discrimination, and bullying in the workplace.
- Actively participate in the annual review of administrative policies, ensuring a clear delineation between procedures established by Library staff and policies established by, and in collaboration with, Library staff. Of note, MNL management may update or revise manuals, handbooks, and policies without review or approval by the Governance Committee when minor changes are needed that do not impact the intent of the material. In these cases, such edits require only physical sign-off by the Library Executive Director and/or Assistant Director.
- Review such other matters within the scope of the Committee's purpose, as outlined in this Charter and as the Board shall determine.

Scope:

Level: Recommendation

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