



LLYFRGELL GENEDLAETHOL CYMRU  
THE NATIONAL LIBRARY OF WALES

# REGULATIONS

SEPTEMBER 2024

**Regulations adopted by the Trustees of the National Library of Wales  
in March 2024 pursuant to the Supplemental Charter and Statutes 2006.**

**1. Appointment of Officers and Trustees**

- 1.1 Where Trustees (including the President and the Vice-President) are appointed by the Welsh Ministers in consultation with the Trustees pursuant to Statute 3(1) the Trustees shall by resolution determine their procedure for responding to such consultation and may delegate such responsibility to the Officers of the Board (President/Vice President/Treasurer) or to a committee of the Trustees either generally or in relation to a specific appointment or appointments
- 1.2 Where Trustees (including the Treasurer) are appointed by the Trustees in consultation with the Welsh Ministers pursuant to Statute 3(2) the Trustees shall by resolution determine the procedure for making the appointment and may:
  - (a) agree to participate in a joint process with the Welsh Ministers where the Welsh Ministers are making appointments at the same time and in accordance with the procedures applying to the making of public appointments, in which case the Trustees may appoint an Officer or Trustee to represent the Library during such process and to consult with the Welsh Ministers for their approval of the candidates recommended for appointment by the Trustees and then to report back to the Trustees; or
  - (b) appoint a committee of the Board to act as a Nominations Panel to carry out a selection process and to make recommendations for appointment to the Trustees following consultation with the Welsh Ministers

**2. Trustees' Meetings – arrangements for calling**

- 2.1 The Trustees will approve in advance of each calendar year a timetable and venues for its ordinary meetings for that year
- 2.2 Meetings of the Trustees may be held with all or some of the Trustees linked through electronic communication platforms
- 2.3 Each Trustee will supply and maintain an up-to-date electronic and postal address
- 2.4 The agenda and papers for meetings of the Trustees will normally be made available electronically on the Trustees' Teams portal seven days before the date of each meeting
- 2.5 The President may at any time call an extraordinary meeting of the Trustees
- 2.6 Five or more Trustees may also requisition an extraordinary meeting either following discussion at an ordinary meeting of Trustees or by notifying the President in writing whereupon the President must fix the date and venue for such a meeting which must take place within twenty-one days of such a request being made or, as the case may be, received
- 2.7 The Chief Executive and Directors will normally attend all Trustees' meetings except those parts from which the Chair of the meeting deems it appropriate that the Chief Executive and Directors should withdraw due to a personal interest in the business under consideration

- 2.8 The President may invite other persons to attend Trustee meetings and allow them to participate in proceedings other than voting

### **3. Trustees' Meetings – the President**

- 3.1 The President will preside at meetings of the Trustees. If absent, the Vice-President will preside, but if also absent, the Trustees will elect one of their number to preside at that meeting
- 3.2 Any power or duty assigned to the President in relation to the conduct of a meeting may be exercised in his/her absence by the person presiding at the meeting
- 3.3 On a motion to adjourn the debate or the meeting, if in the President's opinion the matter before the meeting has not been sufficiently discussed and cannot reasonably be sufficiently discussed on that occasion, the President shall put an adjournment motion to the vote without giving the mover of the original motion the right of reply on that occasion

### **4. Trustees' Meetings – open sessions**

- 4.1 Trustees' meetings of the Board will be open to the public at the Library except when confidential business is to be transacted
- 4.2 Members of the public are asked to inform the Clerk of the Board 48 hours in advance by email if they wish to attend. Attendance will be at the Library; online attendance will not be permitted
- 4.3 Subject to any resolution of the Trustees to the contrary, the President will determine if an item of business should be discussed in private
- 4.4 The schedule of Trustees' meetings will be placed on the Library's website together with contact details for any enquiries relating to attendance at a meeting.
- 4.5 The agenda for Trustees' meetings will be placed on the Library's website one week in advance of the meeting
- 4.6 A summary of papers relating to matters to be considered in public will be published on the Library's website at least seven calendar days before the date of the meeting
- 4.7 If a member of the public interrupts proceedings the President will warn them about that behaviour. If the interruption continues the President will request the person to leave the meeting
- 4.8 In the event of ongoing disturbance which in the opinion of the President renders the continuation of the Trustees' meeting in public session impossible, the President may at his/her discretion adjourn the meeting for such time as is considered expedient, and may then reconvene the Board in public or private session
- 4.9 If in the course of a particular item of business it becomes apparent that it would be more appropriate to continue in private, the President may so determine, subject to any resolution of the Trustees to the contrary
- 4.10 Proceedings of Trustees' meetings may only be filmed or recorded electronically on the motion of the President and with the approval of a majority of the Trustees present

## **5. Trustees' Meetings – closed sessions**

- 5.1 Items of business to be taken in private at a Trustees' meeting shall be noted on the agenda with the reason for the business being taken in closed session, which shall also be recorded in the published minutes of the meeting, unless the President rules that it is inappropriate to specify a reason due to the nature of the business to be transacted. Such reasons may include, by way of example only, the disclosure of personal information, commercial confidentiality or matters covered by legal privilege

## **6. Trustees' Meetings - order of business**

- 6.1 The business at ordinary meetings of the Trustees transacted in open session will normally include:
- (a) Recording the names of Trustees attending
  - (b) Apologies for absence
  - (c) Declarations of interest
  - (d) Approving and confirming the minutes of the previous meeting as a correct record
  - (e) Matters arising from the minutes
  - (f) Matters brought forward at the direction of the President
  - (g) Matters brought forward by the Chief Executive and Executive Team
  - (h) Non-confidential minutes and reports of committees for noting or discussion
  - (i) Non-confidential business for noting, discussion or decision
  - (j) The venue, date and time of the next meeting

## **7. Trustees' Meetings - voting**

- 7.1 A vote will be taken on recommendations which have come before the Trustees for decision, if their adoption is moved and seconded
- 7.2 In the case of a tied vote, the President will have a second and casting vote which may be exercised whether or not s/he has already voted
- 7.3 Immediately after the vote a Trustee may request that the way in which s/he voted on the matter should be recorded in the minutes
- 7.4 If a vote on a recommendation in Board papers is not taken, then at the conclusion of the discussion the President will summarise the conclusions of the discussion for minuting
- 7.5 Should it be necessary to take decisions outside scheduled regular Board meetings, Trustees may come to a collective agreement on a decision by;
- Arranging an extraordinary meeting of Trustees either in person or virtually

- Sharing information to inform a decision or to enable Trustees to reach a decision by means of email or other electronic means, and sharing the views of Trustees via email, with the result of that collective decision shared openly with all involved

7.6 Where decisions and/or voting are required by email or other electronic means, Trustees agree that their email may be shared with other Trustees and relevant staff

## **8. Committees**

8.1 The Trustees may appoint such committees, whether standing or temporary, for whatever purpose they think fit; the current standing committees are:

- (a) Audit, Risk and Assurance Committee
- (b) Performance, Quality and Governance Committee
- (c) Finance and Resources Committee

8.2 The Trustees will approve the terms of reference, name and composition of each committee, including the Chair and must:

- (a) make provision for the appointment of independent members with full voting rights to the Audit, Risk and Assurance Committee
- (b) specify that the Audit, Risk and Assurance Committee must meet four times a year, and Performance, Quality and Governance Committee and the Finance and Resources Committee must meet at least three times a year.
- (c) make provision to co-opt members to the Performance, Quality and Governance Committee and to the Finance and Resources Committee to provide specific expertise, skills or experience; co-opted members do not have full voting rights

8.3 Each committee shall review their terms of reference following appointment and annually thereafter and may recommend such amendments or adjustments as they consider appropriate to the Trustees for their consideration

8.4 There shall also be an Officers' Committee comprising the President, Vice-President and Treasurer with delegated authority to act on behalf of the Trustees on urgent matters which arise between Trustees' meetings, or on matters which have arisen unexpectedly and are time critical, or in relation to other business specifically delegated by the Trustees. All decisions taken by the Officers' Committee are to be reported to the next ordinary meeting of Trustees

8.5 A briefing meeting of Board Officers with the Executive Team is held before each Board of Trustees meeting, where the agenda and upcoming items for the Board meeting are discussed

8.6 The Chief Executive and Directors will normally attend all committee meetings either in person or by a designated representative except where the Chair of the meeting deems it appropriate that they should withdraw due to the Chief Executive or Directors' personal interests in the business under consideration

8.7 Unless otherwise directed by their terms of reference, committee meetings shall be held in private

- 8.8 The provisions of these Regulations relating to the conduct of business at Trustees' meetings shall also apply with any necessary modifications to the conduct of business at meetings of committees

**9. Quorum**

- 9.1 No decisions will be taken at a Trustees' meeting unless at least five Trustees are present
- 9.2 No decision will be taken at the Audit, Risk and Assurance Committee, Performance, Governance and Quality Committee or Finance and Resources Committee unless at least three Trustee members of the Committee are present (save for the Officers' Committee when the quorum will be two)

**10. Minutes**

- 10.1 Minutes will be taken by the Clerk of the Board at each Trustees' and committee meeting and will summarise the business discussed and decisions taken or recommendations made. The minutes will be circulated to the Trustees (or as the case may be committee members) in draft for approval at the next ordinary meeting
- 10.2 The confirmed minutes of those parts of Trustees' meetings conducted in public shall be made available to members of the public on request and shall be placed on the Library's website

**11. Conflicts of interest, declarations of interest and acceptance of gifts**

- 11.1 The Clerk of the Board shall maintain a register of Trustees' pecuniary and other interests related to a Trustee's position at the Library, which shall be open to public inspection
- 11.2 Trustees shall update their entries on the register of Trustees interests whenever there are any relevant changes in their position
- 11.3 The Clerk of the Board, on behalf of the Chief Executive, will ask each Trustee to review their declared interests annually
- 11.4 Trustees must not participate in discussion or determination of matters in which they have a direct pecuniary or other interest related to a Trustee's position at the Library
- 11.5 Declarations of interest should normally be made at the beginning of meetings and should specify the nature of the interest and whether it is general or related to a specific item of business on the agenda of the meeting. In the event of a Trustee not recognising at the outset of the meeting that an interest exists, that Trustee should declare the interest as soon as they become aware of it
- 11.6 Where a Trustee has a non-pecuniary interest related to a Trustee's position at the Library in a matter (for example by virtue of being a member of another public body) the Trustee should declare the interest and consider whether the interest is such that they should withdraw from any discussion or determination of the business in question and leave the meeting for the duration of that item
- 11.7 In a case of doubt, the Trustee should either openly declare the possibility of a conflict of interest, whether direct or indirect at the start of the meeting or raise it with the President in advance of the meeting. The President, having taken advice, will rule whether there is an

interest and whether the conflict with the interest of the Library is such as should prevent the Trustee participating in discussion or determination of the matter

11.8 Where, in the opinion of the President, there is a conflict of interest, the Trustee will withdraw from any discussion or determination of the business in question and absent themselves from the meeting for the duration of that item

11.9 Any gift, or benefit, which in any way relates to a Trustee's position at the Library and which is given gratis, or at a cost below that generally available to members of the public, should be declined wherever possible and offers reported to the Chief Executive. Where it would be ungracious or otherwise difficult not to accept such a gift it must be declared by the Trustee in the register of Trustees' interests unless handed over to the Library and a record made of the Library's ownership of the gift

11.10 In registering interests or declaring gifts or benefits Trustees must also register non-pecuniary interests and interests of close family members and persons living in the same household and known to them, which are closely related to the activities of the Library

## **12. Inspection of documents**

12.1 Subject to any legislative controls regarding the protection of information, a Trustee may, on application to the Chief Executive, inspect any of the Library's documents. All Board and committee reports or minutes will be open for inspection by any Trustee

12.2 Paragraph 12.1 will not apply to any document relevant to a matter in which the Trustee making the request has an interest pursuant to Regulation 11

## **13. Use of the Seal of the National Library of Wales**

13.1 The Seal of the National Library of Wales may be affixed to a document as required under two signatures

(a) one of the President, Vice-President, or the Treasurer and

(b) either the Chief Executive or one of the Directors

13.2 The use of the Seal will be reported to the Trustees at their next ordinary meeting

## **14. The Chief Executive**

14.1 The President, in consultation with the Vice-President and Treasurer will be responsible for the Chief Executive's annual performance appraisal

14.2 Where the Chief Executive is designated the Library's Accounting Officer pursuant to the Library's funding agreement with the Welsh Government it is the responsibility of the Chief Executive in that capacity as Accounting Officer to advise meetings on all matters of financial propriety, regularity and efficiency. If such advice from the Chief Executive is overruled by the Trustees and the Chief Executive feels that the actions contemplated could not be defended before the Public Accounts Committee of the Welsh Parliament, the Chief Executive and require the President to give him/her a written instruction on the matter, such instruction to be drawn to the attention of Audit Wales

## **15 Suspension of Regulations**

15.1 No Regulation may be suspended except by a decision of the Trustees at a meeting at which at least two-thirds of the Trustees are present