

CORPORATE GOVERNANCE FRAMEWORK

OCTOBER 2023

1. Introduction to the Governance Framework

- 1.1 As a public body, the National Library of Wales is committed to following best practice in its governance and to being transparent in how it makes decisions and conducts its activities.

The purpose of this Governance Framework is to describe the governance of the Library and its principal governance documents, namely the **Charter, Statutes and Regulations** ¹

Where authoritative guidance is required reference should always be made to the relevant governance document.

It is intended to keep this Framework up to date on an annual basis so that it sets out the position as at the start of each financial year.

2. The Library's status

- 2.1 The National Library of Wales ('the Library') was established by Royal Charter on the 19th of March 1907. Supplemental Charters which made relatively minor amendments were granted in 1911 and in 1978. On the 19th of July 2006, in anticipation of the Library's centenary a new Supplemental Royal Charter and Statutes was granted. This changed the Library's constitution and governance significantly, in addition to taking account of the constitutional developments flowing from the Government of Wales Act 1998. The principal change was the replacement of a two-tier governance structure – a Court of Governors and a Council – by a single tier Board of Trustees, the appointments to which are shared between the Welsh Government and the Library. The Statutes of the Library were further amended in 2013.
- 2.2 The Library is a registered charity (registered number: 525775) and as such is subject to the regulatory oversight of the Charity Commission.
- 2.3 The Library receives the bulk of its funding from the Welsh Government and is designated as a Welsh Government Sponsored Body (WGSB).

¹ Charter, Statutes and Regulations <https://www.library.wales/about-nlw/about-us/governance/nlw-board-of-trustees>

3. Governance documents and authorities

- 3.1 The **Supplemental Royal Charter and Statutes**. These constitute the principal source of authority for the Library's Charter and charitable objects and internal governance, especially the powers and responsibilities of the Library's Trustees. The Statutes also authorise the Trustees to make **Regulations** which set out more detailed rules for the conduct of business by the Trustees.
- 3.2 **Charity law**, principally the **Charities Act 2022**² and the **Trustee Act 2000**³. The Trustees also take account of guidance issued by the Charity Commission, such as **The Essential Trustee**⁴, **Managing a Charity's Finances**⁵, **Charities and Risk Management**⁶ and **Conflicts of Interest**⁷, copies of which can be found in the Trustees' Handbook
- 3.3 A **Framework Agreement**⁸ agreed in 2011 between the Welsh Government Museums, Arts Archives and Libraries Division (CyMAAL) and the Library constitutes the funding agreement for the Welsh Government's annual grant-in-aid to the Library and brings the financial administration within the ambit of rules regulating public finance. The Welsh Ministers also issue a **Term of Government Remit Letter**⁹ which guides the expenditure of the public funding received by the Library. The **Code on Regularity, Propriety and Value for Money**¹⁰ issued by HM Treasury in November 2004 is also applied to the Library under the Framework Document.
- 3.4 The Library is a Welsh public body for the purposes of **The Well-being of Future Generations (Wales) Act**¹¹ 2015

² Charities Act 2011 <https://www.legislation.gov.uk/ukpga/2022/6/contents/enacted>

³ Trustee Act 2000 <http://www.legislation.gov.uk/ukpga/2000/29/contents>

⁴ The Essential Trustee <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>

⁵ Managing a Charity's Finances <https://www.gov.uk/government/publications/managing-financial-difficultiesinsolvency-in-charities-cc12>

⁶ Charities and Risk Management <https://www.gov.uk/government/publications/charities-and-risk-management-cc26>

⁷ Conflicts of Interest <https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29>

⁸ Framework Agreement

⁹ Term of Government Remit Letter (December 2021) <https://www.library.wales/about-nlw/governance/corporate-documentation>

¹⁰ Treasury Code on Regularity and Propriety and Value for Money https://www.civilservant.org.uk/library/2004_Regularity_Propriety_VFM.pdf

¹¹ Well Being of Future Generations (Wales) Act 2015 <https://www.futuregenerations.wales/wp-content/uploads/2017/01/WFGAct-English.pdf>

- 3.5 The Library is also a Welsh public body for the purpose of the **Welsh Language (Wales) Measure 2011**.¹²
- 3.6 The Library is a ‘public authority’ for the purpose of the **Freedom of Information Act (2000)**¹³ and by the nature of its functions must be particularly alert to the requirements of the **UK General Data Protection Regulation**¹⁴ and the **Data Protection Act (2018)**¹⁵
- 3.7 As a Welsh Government Sponsored Body, the Board’s approach to fulfilling its governance duties and responsibilities adheres to the **Seven Principles of Public Life**¹⁶ sometimes referred to as 'Nolan Principles'.
- 3.8 The Library has also adopted the **Charity Governance Code**¹⁷ published by the Good Governance Steering Group.

4. The Library’s purpose and role

- 4.1 The Library’s purpose is expressed in the 2006 Supplemental Royal Charter as:

to collect, preserve and give access to all kinds and forms of recorded knowledge, especially relating to Wales and the Welsh and other Celtic peoples, for the benefit of the public, including those engaged in research and learning.

- 4.2 The National Library is Wales’s pre-eminent library and archive. It is at once a huge information resource and treasure house on all subjects, and a living store of the recorded cultures of Wales – our ‘Documentary Heritage’ as defined by UNESCO – which is freely available to everyone. It is also one of the six ‘legal deposit’ Libraries in the UK and Ireland¹⁸ and has statutory privileges which enable it to collect a high proportion of the entire output of printed publications in the UK and Ireland, including electronic formats. By today, it has three dimensions – a splendid physical building in Aberystwyth

¹² Welsh Language (Wales) Measure 2011 <https://law.gov.wales/culture/welsh-language/welsh-language-wales-measure-2011>

¹³ Freedom of Information Act 2000 <http://www.legislation.gov.uk/ukpga/2000/36/contents>

¹⁴ General Data Protection Regulation (UK GDPR) <https://ico.org.uk/for-organisations/guide-to-data-protection/guide-to-the-general-data-protection-regulation-gdpr/>

¹⁵ Data Protection Act 2018 <https://www.legislation.gov.uk/ukpga/2018/12/contents/enacted>

¹⁶ Seven Principles of Public Life <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

¹⁷ Charity Governance Code <https://www.charitygovernancecode.org/en/pdf>

¹⁸ The others are the Bodleian Library at Oxford, the University Library at Cambridge, the Library of Trinity College, Dublin, the National Library of Scotland and the British Library.

housing the print, manuscript, visual and audio-visual collections, an online library and gallery available worldwide through the internet, and an increased presence in a variety of locations across Wales.

4.3 At the heart of the Library are its rich and diverse collections, some of which have been 'inscribed' in UNESCO's Memory of the World register:

- (a) Printed works: books, periodicals, newspapers and other printed material amounting to about 6m volumes.
- (b) Manuscripts: 40,000 items, the oldest dating from 113 AD and including the earliest literature of Wales and early British and European texts.
- (c) Archives: 1,900 cubic metres of archives in around 25, 000 individual collections, including the Welsh Political Archive, estate records, records of the Court of Great Sessions and the Church in Wales, all wills proved in Welsh dioceses before 1858, modern literary and personal papers and the archives of Welsh organisations and businesses.
- (d) Maps: over 1.5m, and thousands of atlases.
- (e) Art work: 60,000 works documenting Wales, mainly through landscapes and portraits.
- (f) Photographs: 950,000 prints, negatives and transparencies - the largest collection in Wales.
- (g) Microforms: e.g. of newspapers, archives and family history sources.
- (h) Sound and moving images: 2,134,000 metres of film, 250,000 hours of video, 150,000 hours of sound recordings, 200,000 items from the ITV Wales Archive, and thousands of records and tapes.
- (i) Electronic material: millions of digital objects, including CD-ROMs, e-books, e-journals, websites, electronic archives and digitised items.

4.4 The Library's activities in furthering its object are expressed in five 'core functions', each of which has many aspects and covers multiple activities:

- (a) Collecting

- (b) Preserving
- (c) Giving access and information
- (d) Publicising and interpreting
- (e) Professional collaboration, especially with other libraries and archives in Wales, National Museum Wales and the Royal Commission on Ancient and Historical Monuments of Wales (which is now located within the Library estate in Aberystwyth)
- (f) Professional collaboration with other legal deposit libraries in the United Kingdom and Ireland

5. Public Engagement

- 5.1 The Statutes of the Library require the Trustees to adopt a scheme prescribing arrangements to consult regularly with the public and with bodies having an interest in the furtherance of the objects of the Library, and to identify persons qualified and willing to provide support and advice to the Library.
- 5.2 The current scheme is the **Library's Public Consultation and Engagement Strategy**¹⁹ (October 2017)

6. Strategic Planning

- 6.1 The Library operates on a five-year planning cycle. Each Strategic Plan is prepared with the benefit of consultation and engagement with the public and stakeholder bodies. The current Plan is **A Library for Wales and the World: Our 2021-2026 Strategic Plan**²⁰.
- 6.2 As part of its reporting requirements to the Welsh Ministers' the Library also produces an annual **Operational Plan**.

¹⁹ Public Consultation and Engagement Strategy <https://www.library.wales/about-nlw/about-us/governance/corporate-documentation>

²⁰ A Library for Wales and the World <https://www.library.wales/about-nlw/governance/corporate-documentation>

7. Governance principles and structure

7.1 The governing authority of the Library rests with the Trustees who constitute the Library's Board. As such, the Board is responsible for the governance, strategy, financial and asset management of the Library, and meets on a regular basis to conduct its business, either as a full Board or in its committees.

8. The Board of Trustees

8.1 The role of the Board is set out in its **Terms of Reference** in Appendix 1, which was adopted by the Trustees in September 2023.

8.2 In general, the Board expects to:

- (a) act collectively in making decisions; it may sometimes be necessary to take decisions outside scheduled regular Board meetings, and in such cases, the following may be used as a means of obtaining collective agreement on a decision;
 - 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
 - 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 any relevant staff
- (b) seek consensus on major decisions. Where this is not possible, decisions will be taken on a majority vote with the President, as Chair, holding a casting vote. A Trustee may request that the way they voted on a particular matter is recorded in the minutes of the meeting (see also 8.3a above and 13.4 below)
- (c) develop and approve the plans and policies that guide the internal and external operations and set the strategic direction of the Library;

- (d) exercise oversight of the work of the Librarian and senior management while delegating day-to-day operation to the executive team;
- (e) reflect on its own performance on an annual basis, examining its impact and effectiveness and identifying any necessary improvements.

8.3 The standard of conduct expected of Trustees is set out in the accompanying **Trustees' Code of Conduct** in Appendix 2.

9. Appointments to the Board

9.1 The Library's Board consists of fifteen Trustees, eight appointed by Welsh Government in consultation with the Library, and seven by the Library in accordance with Regulations. The Trustees include the President, Vice-President and Treasurer who are collectively referred to as the Officers of the Library. The President and Vice-President are appointed by Welsh Government in consultation with the Trustees, and the Treasurer by the Library in consultation with Welsh Government. All appointments are made in accordance with the Charter and Statutes and by open selection.

The term of office for Trustees is four years.

9.2 Where vacancies arise among the Trustees, appointments by the Ministers are made in accordance with the Cabinet Office **Governance Code on Public Appointments** in relation to public appointments.²¹

9.3 Where there are a number of vacancies among both Ministerial and Trustees' appointments the Board will nominate a Trustee (usually the President) to sit on the interviewing panel and to undertake consultations with the Ministers and report back to the Trustees for approval in relation to Trustees' appointments.

9.4 Where vacancies arise only in relation to positions where the right of appointment is vested in the Trustees in consultation with the Welsh Ministers, the Regulations provide for the Trustees to set up a Nominations

²¹ Cabinet Office Governance Code on Public Appointments
<https://www.gov.uk/government/publications/governance-code-for-public-appointments>

Panel to conduct an open selection process and make recommendations to the Board of Trustees.

- 9.5 Newly appointed Trustees are expected to follow an induction programme covering their duties as Trustees and their role in the functioning and operation of the Library and are supported by a governance handbook.
- 9.6 Trustees, with the exception of the President²², are not remunerated but may claim travelling and subsistence expenses for approved duties in accordance with rates applicable to similar publicly funded bodies.
- 9.7 The Regulations of the Library make provisions for managing Trustees' conflicts of interest including the arrangements for maintaining a Register of Trustees Interests and for making declarations of interest at meetings. The Regulations also deal with the handling of offers of gifts or benefits to Trustees.

10. Board Committees

- 10.1 From time to time the Board appoints committees with clear terms of reference and membership to fulfil ongoing or time-limited governance functions. The Board may also establish informal working groups from time to time – e.g. to develop the Library's thinking on specific subjects at an early stage.
- 10.2 The Board has currently established the following standing committees:
 - (a) Audit, Risk and Assurance Committee (which it is required to establish under its Regulations),
 - (b) Finance and Resources Committee
 - (c) Performance, Quality and Governance Committee

The membership and terms of reference of standing committees are included as appendices to this document

²² In February 2020, the Board approved that the President be remunerated with effect from April 2021

11. Decision-making

11.1 The Board and the Library as a whole is committed to openness, transparency and accountability in the performance of its role and responsibilities. This means that wherever possible decisions, policies and practices are accessible to, and understood by, the public, through the publication of key papers and decisions, holding meetings in public, undertaking public consultations on significant policy changes and research to understand public and stakeholder perspectives.

11.2 While observing its duties under Freedom of Information legislation, the Library's first position (which is consistent with the Charter objects) is a presumption that openness and access to information should prevail unless there is clear public interest in non- disclosure or other legal restriction.

12. Delegation of authority (Appendix 3)

12.1 The Board has established a scheme of delegated authority which:

- (a) reserves some key decisions to the Board where this is either required by the Charter and Statutes or is considered necessary for the Trustees' proper oversight of the affairs of the Library;
- (b) delegates day-to-day operational management to the Chief Executive and Librarian, who is also empowered to make decisions and further delegate authority within the Executive Team, but is required to escalate high risk and/or high impact issues for timely consideration by the Board and/or an appropriate committee of the Board.

13. Role of the Officers: President, Vice-President and Treasurer

13.1 The President

- (a) The President chairs the Board of Trustees. As the Chair of a Welsh Government Sponsored Body (WGSB) the President is also the main point of contact with the sponsoring Deputy Minister in the Welsh Government.
- (b) The President's duties may be summarised as:
 - (i) Chair all meetings of the Board;

- (ii) Chairing such other Library Committees (with the exception of the Audit, Risk and Assurance Committee) as may be determined by the Board;
 - (iii) Meeting with the Deputy Minister with responsibility for Welsh Government's support of the Library;
 - (iv) Liaising with the other Officers and Trustees as necessary;
 - (v) Liaising with the Chief Executive and Librarian and Governance Manager and Clerk to the Board of Trustees as necessary;
 - (vi) Representing the Library in its dealings with the Senedd and Welsh Government, primarily when the Deputy Minister or a Senedd Committee is involved; and
 - (vii) Representing the Library externally.
- (c) The President also leads the work of the Board and this involves:
- (i) Representing the views of the Board effectively and accurately in directing the Library's strategic development, policies and plans, and in developing the Library's key relationships with Welsh Government, sector bodies and other major stakeholders;
 - (ii) Ensuring that the Library effectively fulfils its Charter objects, its general functions and duties and appropriately exercises its legal powers; realises the Board's strategies and plans, and delivers its services in line with agreed targets and performance indicators; and (jointly with the Chief Executive and Librarian), communicates its plans and achievements to stakeholders, including the public, the Welsh Government and Library staff.
 - (iii) Overseeing and working with the Board to:
 - ensure that Members operate in accordance with governance best practice appropriate to a WGSB;

- maximise Board effectiveness, individually and collectively; establish, monitor and review governance structures, systems and processes;
 - support the Chief Executive and Librarian, including agreeing objectives and undertaking annual appraisal, following consultation with other Board Members;
- (iv) Working with Welsh Government to secure the appointment of Trustees with the necessary range of skills and competencies to ensure an effective and representative Board capable of serving the best interests of the Library and to ensure their effective induction and support.

13.2 The Vice-President

The Library's Charter provides that in the absence of the President, or inability to act through illness, or during a vacancy in the Presidency, the Vice-President will discharge all the functions of the President.

13.3 The Treasurer

- (a) The Treasurer is the lead Trustee on all matters relating to the finances and accounts of the Library. This involves regular discussions with senior staff and Audit Wales (who are the Library's statutory auditors) and the Treasurer is responsible for presenting and recommending the Annual Accounts to the Board.
- (b) The Treasurer is assisted by the Finance and Resources Committee of the Board which enables greater scrutiny of the details of the Library's finances and the management of its private funds than is possible at full Board meetings.
- (c) The Treasurer is also an ex officio member of the Audit, Risk and Assurance Committee.
- (d) The Treasurer may be called before the Public Accounts Committee of the Senedd when they consider the Library's accounts or other matters relating to the finances of the Library.
- (e) The Treasurer's role is not an executive position. The Chief Executive and Librarian is the Library's Accounting Officer appointed by the Welsh Government under the **Framework Agreement** and as

such is personally responsible to both the Board and Welsh Government for the propriety and efficient use of the public funds granted to the Library.

- (f) The Treasurer works closely with the Chief Executive and Librarian and the Director of Corporate Resources, offering advice as needs be, clarifying issues which he determines require the attention of the Board and being constantly mindful of the collective responsibilities of the Trustees in financial matters.

13.4 The Officers' Committee

The Royal Charter and Statutes stipulate the following as Officers of the Library;

- President
- Vice-President
- Treasurer

Under the Regulations 8.5, these Officers (Officers' Committee) have delegated authority to act on behalf of Trustees on urgent or unexpected matters which arise between Trustees' meetings or in relation to other business specifically delegated by the Trustees. All decisions taken by the Officers' Committee will be reported to Trustees at the next ordinary meeting.

Such decisions may be taken at a specially arranged meeting, in person or virtually, or be agreed by electronic communication such as email, the method chosen being dependent on the urgency or unexpected nature of the matter under consideration

14. Relations with the Welsh Ministers and the Senedd

- 14.1 The Library is accountable to the Welsh Government for the public funds it receives through the **Framework Agreement**, through regular monitoring meetings with CyMAAL, via the annual audit of the Library's accounts by Audit Wales (who are the Library's statutory auditors), preparation of the governance statement; and bi-annual meetings between the President (accompanied by the Chief Executive and Librarian) with the sponsoring Deputy Minister on matters relating to performance and priorities.

14.2 The Welsh Government as part of the **Framework Agreement** specifies objectives and key performance indicators to be achieved with the funding provided in the **Term of Government Remit Letter**.

15. The Chief Executive and Librarian

15.1 The Chief Executive and Librarian is the Chief Executive Officer of the Library and the Board's principal adviser and has delegated authority for day-to-day management of the Library. As such, the Chief Executive and Librarian is responsible for leading the Executive Team and staff in:

- (a) fulfilling the Library's statutory objectives, general functions and duties and exercising its legal powers;
- (b) developing plans, programmes and policies for Board consideration and approval;
- (c) realising the Board's strategies and plans for the future;
- (d) delivering the Library's Strategic and Operational Plans;
- (e) delivering services in line with targets/performance indicators agreed by the Board, and in response to the **Term of Government Remit Letter**;**
- (f) acting as the Library's Accounting Officer and reporting to Welsh Government on the Library's use of public funds;
- (g) providing timely information to the Board on agreed targets.

15.2 The Chief Executive and Librarian is also more broadly responsible for:

- (a) propriety and regularity;
- (b) prudent and economical administration;
- (c) avoidance of waste and extravagance;
- (d) efficient and effective use of available resources;
- (e) the organisation, staffing and management of the Library;

and also ensuring that the Executive Team:

- (f) acts within the levels of authority delegated by the Board;
- (g) escalates high risk and /or high impact issues for timely consideration by the Board;
- (h) maintains an effective interface with the Board Members;
- (i) provides accurate and timely information to enable the Board to fulfil its governance responsibilities effectively;
- (j) supports the Board in fulfilling its role and responsibilities.

15.3 The Chief Executive and Librarian also works with the President to develop the Library's relationships with key stakeholders and communicate plans and achievements as widely as possible.

16. Role of the Members of the Executive Team

16.1 Each member of the Executive Team has specific areas of responsibility which require particular expertise and are also required to:

- (a) ensure that they possess or have access to the skills and knowledge required for delivering the Library's strategy against agreed plans;
- (b) manage the Library within the agreed levels of delegated authority;
- (c) ensure Trustees are provided with accurate and timely information to enable them to fulfil their responsibilities effectively;
- (d) present regularly an analysis of key risk management for Board's approval, and escalate high risk/high impact issues in accordance with the agreed risk management register.
- (e) proactively raise issues/themes that may require debate/consideration for future plans;
- (f) utilise formal and informal mechanisms to enable Board Members to contribute their specialist skills, knowledge and expertise and provide support;
- (g) lead on developing plans, programmes and policies for Board approval;

- (h) seek early input by Board Members in order to identify issues that will need to be addressed to gain Board approval;
- (i) seek opportunities for dialogue to understand Board concerns/perspectives;
- (j) take responsibility for making clear proposals/recommendations; and
- (k) provide appropriate support to facilitate the smooth running of Board and Trustee business.

17. Relationship between the Board, the Chief Executive and Librarian and the Executive Team

17.1 The Trustees are the governing authority of the Library, but as a non-executive Board it relies on the Chief Executive and Librarian and the Executive Team (acting within the scope of their delegated authority and reporting arrangements), for advice to enable the Trustees to formulate the strategic objectives of the Library and for the operational delivery and effectiveness of the Library's services. The Board and the Executive aim at all times to function in a mutually supportive manner to achieve this.

18. Human Resources Policies

18.1 The staff of the Library are employed on the Library's own terms and conditions and employment policies. The Library's general policy, wherever practicable and within resource constraints, is to adhere to public sector best practice in relation to its management of the Library's staff.

19. Employer and Staff Relations

19.1 The Library recognises the Prospect, PCS and FDA Trades Unions for collective bargaining and consultative purposes.

19.2 The Library and the Unions have concluded a **Partnership Agreement** to guide their relations.

20. Pension Scheme

20.1 The Library currently operates a defined benefit final salary pension scheme. Employer contributions are set according to the assessment of the Actuary in the triennial valuation. The staff's normal contribution rate is 6%.

- 20.2 The pension scheme is managed under the terms of a Trust Deed by the Trustees. The Trustees are appointed from the Scheme's active membership (2), pensioners (1), and representatives of the Library Board (4). The composition of the Trustee Board will be set in accordance with legislative requirements and guidance issued by the Pensions Regulator.
- 20.3 The fund is subject to periodic actuarial revaluation to ensure that the fund will be able to meet its liabilities over time.
- 20.4 The fund is subject to regulatory oversight by the Pensions Regulator.
- 20.5 The Scheme is exempt from certain aspects of the regulatory regime as it has been granted a Crown Guarantee from the Welsh Government.
- 20.6 The Library may choose to vary the terms of the Scheme, or establish alternative defined contribution arrangements (under trust or contract as appropriate) in response to its business needs.

21. Private Funds

- 21.1 The Trustees are also responsible for the management of private funds which have been generated over many years from donations, bequests and fund management income and capital growth. The Library is required by the Trustee Act 2000 to adopt an **investment policy**²³ for its private funds.
- 21.2 The current objectives for the Library's investment portfolio are to supplement the funding provided by the Welsh Government as follows:
- (a) To finance the acquisition of capital assets including equipment, buildings and computer hardware and software;
 - (b) The purchase of items to enable the Library to fulfil its collections policy;
 - (c) To supplement the revenue costs of providing the Library's services for specific purposes or for specific periods of time;
 - (d) For restricted funds, to apply the funds in accordance with the terms of the bequest

²³ Charitable Reserves Policy 2020 – 2025 - Teams – Board - Documentation

- 21.3 The private funds are managed on behalf of the Library by professional fund managers in accordance with the Library's Investment Policy and overseen by the Finance and Resources Committee.
- 21.4 In accordance with Charity Commission guidance, the Trustees consider there is no particular case to exclude investment in any company on the grounds that their activities would be in conflict with the objectives of the Library and recognise that as a charity the Library has a duty to deliver the best overall return from its investments in order to continue the furtherance of its objects under its Charter.
- 21.5 Nevertheless, the Trustees Investment Policy states that the Trustees would not wish its funds to be invested directly in any company or class of investments that would pose a significant reputational risk to the Library as a largely publicly funded national institution and accordingly pose a risk to the furtherance of the Library's objects under its Charter. Accordingly, in any case of doubt regarding a particular investment the Library's fund manager is under an instruction to consult the Library and seek their express approval.

22. Library Policies

- 22.1 The Board of Trustees from time to time adopt policies that are intended to guide the operation of various aspects of the finances and operational activities of the Library. A list of the Library's current policies and the date of their adoption can be found on the Library's website and in Appendix 7²⁴

²⁴ <https://www.library.wales/about-nlw/governance/corporate-documentation>

APPENDIX 1

TRUSTEES TERMS OF REFERENCE

Introduction

The Trustees of the National Library of Wales takes its authority and its responsibilities from:

- the [Royal Charter and Statutes](#) which constitute the principal source of authority, especially the powers and responsibilities of the Library's Trustees
- [Charities Act 2022](#), [Trustee Act 2000](#) and guidance issued by the Charities Commission specifically outlining responsibilities of Trustees
- Framework Agreement (2011) between Welsh Government and the Library, which constitutes the funding agreement for the Welsh Government's annual grant-in-aid to the Library, and brings the financial administration within the ambit of rules regulating public finance

Responsibilities of the Board of Trustees

The role of the Board is to:

Governance

- ensure the Library fulfils its objects under the Royal Charter together with its statutory and other legal and charitable obligations
- maintain the highest standards of governance that command the confidence of the funders, general public, Library staff and others stakeholders
- ensure the Board has the mix of skills and experience it requires to govern the Library well, and that the Board has access to, and considers, relevant external professional advice and expertise
- ensure major decisions are made by the trustees acting collectively and are minuted accordingly
- ensure any authority delegated to Officers is reported to full Board
- ensure delegated authority is recorded by terms of reference for board committees, role descriptions for Board officers, trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with

- ensure the responsibilities delegated to the Chief Executive and Librarian are clearly expressed in a scheme of delegation, and understood
- ensure the Library has a corporate governance framework that is appropriate to a charity of its size and complexity and its charitable objects, and that this framework is regularly reviewed
- ensure Trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the code of conduct
- ensure all Board members receive appropriate induction on their appointment and continue to receive appropriate advice, information and training (both individually and collectively)

Compliance

- ensure, with professional advice as appropriate, that the Library complies with all constitutional, legal, regulatory and statutory requirements
- ensure that the charity complies with health and safety standards as regards its staff, volunteers and the public
- understand and comply with the constitution and regulations that govern the charity

Strategic planning

- determine the Library's overall strategic direction within available resources and regularly review the strategic plan and priorities
- ensure that annual operational plans and budgets support the Library's vision, mission and strategy
- ensure the views of current users are regularly sought and considered in developing strategy and delivering services, and that efforts are made to identify and seek the views of possible future users
- ensure that there is a regular review of the external environment for changes that might affect the charity (environmental, political, financial partnerships and alliances)

Performance management

- agree the mechanisms for measuring the charity's impact and progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly consider reports on the Library's performance
- ensure there are policies and strategies to direct key areas of the charity's business
- ensure there are quality and service standards for major areas of delivery and that these are met

- ensure risks to the charity are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks
- monitor the performance of the Chief Executive and Librarian and the Executive Team, holding them to account for the exercise of their delegated functions and delivery against plans and budgets
- ensure that the charity has effective employment policies and processes in place, to recruit, train and develop staff and volunteers
- ensure the Board and committees regularly assess their effectiveness and performance

Finance and assets

- ensure the Library's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received, and properly applied, and that all assets and liabilities are recorded
- act reasonably and prudently in all matters relating to the charity and always in the interests of the charity
- ensure there is an effective fundraising strategy in place
- be accountable for the solvency of the charity
- review the condition of the Library estate
- ensure intangible assets such as organisational knowledge and expertise, intellectual property, the Library's brand, good name and reputation are recognised and safeguarded

APPENDIX 2

TRUSTEES CODE OF CONDUCT

The *Charity Governance Code* (in the Trustees' Handbook) sets out a range of governance-related standards that charities should aim to comply with. The Code is divided into principles. One of the principles is "integrity" and the Code recommends that "Trustees adopt and adhere to a suitable code of conduct that sets out expected standards of probity and behavior".

This code of conduct aims therefore to set out the standards expected of the Library Trustees in the performance of their duties. Each Trustee is responsible for ensuring that he/she is familiar with, and complies with, all the relevant provisions of the Code.

The key principles upon which this Code of Conduct is based are the Seven Principles of Public Life (Nolan Principles), adapted for use by Trustees

<https://www.gov.uk/government/publications/the-7-principles-of-public-life>

Selflessness

Trustees should act solely in the best interest of the Library at all times.

Integrity

Trustees must avoid placing themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role as trustee. They should not act in order to gain financial or other benefits for themselves, their family, their friends, or any organization they work for or represent. Trustees must declare and resolve any interests and relationships.

Objectivity

Trustees must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias. In areas where they do not have expertise themselves, Trustees should consider seeking appropriate professional advice

Accountability

Trustees are accountable to their stakeholders and the public for their decisions and actions, and for the performance of the Board and the Library, and must submit themselves to the scrutiny necessary to ensure this.

Openness

Trustees should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing

Honesty

Trustees should be truthful at all times in their role.

Leadership

Trustees should promote and support these principles by leadership and example and treat others with respect. They should actively promote and robustly support these principles and challenge poor behavior wherever it occurs.

Responsibilities and Conduct as a Board member and/or Officer of the Board

Trustees should:

- Ensure that the Library fulfils its objects under the Royal Charter, together with its statutory and other legal and charitable obligations
- Act within the governing document, charity law and other laws as they apply to the Library
- Maintain high standards of governance that command the confidence of the general public, funders, stakeholders and Library staff
- Ensure the safeguarding of public and charitable funds and the proper custody of assets which have been publicly funded, and ensure that the Library uses resources efficiently, economically and effectively, avoiding waste and extravagance
- Promote and protect the Library's integrity and reputation
- Maintain the confidentiality of matters discussed at Board and Committee meetings or shared with Trustees outside of such meetings, and keep

confidential any information made available to them in their capacity as Trustee which is not otherwise available to the public

- Promote an inclusive and diverse culture in the Library and help to create an environment where different perspectives and backgrounds are encouraged and valued
- Determine the Library's overall strategic direction within resource limits
- Act in good faith and in the best interests of the Library at all times
- Observe the highest standards of propriety
- Ensure that no conflict arises, or could reasonably be perceived to arise, between your public duties and your private interests, financial or otherwise. Any such interests should be declared in the Library's Register of Interests
- Declare at the start of any Board or Committee meeting, or immediately before the item is discussed, any interest they may have in respect of an item on the agenda; they should refrain from partaking in discussions on that particular item, and may be asked by the President to withdraw from the meeting while the item is being discussed.
- Comply with Library policy and procedure regarding allowances and expenses. Responsibility for ensuring compliance with all relevant HM Revenue and Customs requirements concerning payments and expenses is the responsibility of each individual Trustee
- Not accept any gifts or hospitality which might, or might reasonably appear to compromise their personal judgement or integrity or place them under an improper obligation. Trustees should seek advice if in doubt, and inform the Chief Executive of any offers of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in the Gifts Register kept by the Governance Manager. This does not include hospitality properly and reasonably associated with their duties as Trustees e.g. attendance at a reception or luncheon in their role as Trustee
- Not misuse official resources for personal use or political purposes; such resources may include equipment, stationery, telephone and other services

- Respect the confidentiality, financial, legal and personal information relating to the Library when engaging with social media forums. Where any personal social media accounts used by a trustee make reference or link to their public role as Library Trustee, they should take care to ensure that it is clear in what capacity they are acting
- Not engage with the press or media in regard to any matters concerning the Library, unless this has been specifically approved beforehand by the President and Chief Executive. Formal public statements on strategic and policy matters and major issues will be made by the President and Chief Executive
- Work considerately and respectfully with other Trustees, the Executive and staff, respecting diversity, different perspectives, and avoiding giving offence
- New Trustees are expected to follow an induction programme within six months of their appointment covering their duties as Trustees and their role in the functioning and operation of the Library which is supported by a handbook.
- Give proper time to their duties and development including maintaining up to date knowledge of the organization and the environment in which it operates. Trustees will be expected to attend any training arranged for them
- Read papers and reports circulated in advance of meetings, and be prepared to question and challenge these and participate in discussions
- Regularly attend Board meetings and Committee meetings (where relevant), and send apologies to the Chair and/or Governance Manager for any absence
- Use their specialist skills, knowledge and experience to inform planning and collective decisions
- Respect the principle of collective decision making, and uphold and promote corporate decisions once arrived at
- Respect the distinction between the respective roles and responsibilities of the Board and Executive
- Participate in an annual appraisal of their performance with the President

- Participate in a periodic review of the effectiveness of the Board and its committees
- Treat any staff employed by, or volunteers who work for, the Library with courtesy and respect. It is expected that employees will show you the same consideration in return
- Not ask or encourage employees to act in any way which could conflict with their own Code of Conduct
- Not harass, bully or act inappropriately towards or discriminate towards fellow Trustees, members of staff or the public. Such behaviour is not consistent with what is expected of you as a board member and will not be tolerated
- Monitor the performance of the Chief Executive and Librarian and his Executive team, holding them to account for the exercise of their delegated functions and delivery against plans and budgets
- Should be, and be seen, to be politically impartial. You should not occupy a paid party political post or hold a particularly sensitive or high profile role in a political party. On matters directly relating to the work of the Library, you should not make political statements or engage in any other political activity
- Inform the President and /or sponsor department of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment, or should any instances occur during your appointment

Raising concerns under the code

Should a grievance be raised by a fellow Board member, member of the Executive, or employee of the Library in regard to your conduct, then your conduct may be subject to an investigation by the Library or sponsor body as appropriate.

If you have a concern about a possible breach of this Code, a concern that you or any employee of the Library are being asked to act in contravention of their own code of conduct, or a concern about conduct or wrongdoing in any other areas, then you have a responsibility to raise that internally with the Chair of the Board of Trustees and/or the sponsor department as appropriate. Concerns regarding any wrongdoing pertaining to the proper conduct of Library business or value for money, fraud and

corruption in relation to the provision of public services should be escalated to the internal auditors for investigation which could subsequently be referred to the Auditor General.

Breaches of the code

Any alleged breaches of the code should be reported to the Chair, who will investigate the complaint or issue, and who may involve the Chief Executive and/or sponsor body. Should the alleged breach involve the President, then it will be investigated by the sponsor division.

In the event of an alleged breach involving the President, the Vice President will discharge the President's functions, and in the absence of a Vice President, these functions will be discharged by the Treasurer.

A material breach of any part of this code could result in a Trustee being asked to resign from the Board of Trustees.

(see Terms and Conditions of Appointment and Library Statutes 5(b) and 5(e))

Resignation

Should a Trustee feel that they are no longer able to continue in their role as Trustee for whatever reason, then resignation may be the best option.

A Trustee should give reasonable notice in writing to the Chair and sponsor body of their intention to resign their position.

Disclaimer

No Code of Conduct can provide for all circumstances and if Trustees are uncertain about how the rules apply, they should seek advice from the President, Chief Executive or the Clerk of the Board.

APPENDIX 3

Board Delegation and Staff Functions

The Board will determine a strategic framework for the Library's activities, subject to that it expects the Chief Executive and Librarian and staff to undertake the following functional day-to-day activities without reference back prior to initiation of actions in order to ensure that the objects of the Library are achieved as expeditiously as possible. However, it expects regular reports on progress to the Board in relation to significant matters.

1. The letting and control of all contracts necessary to achieve agreed strategies.
2. The authorization of all expenditure and necessary transfer of funds and virement within agreed overall Capital and Revenue annual budgets.
3. The creation and implementation of all policies necessary to achieve agreed strategies.
4. Changes to staffing structures necessary to achieve agreed strategies.
5. Matters relating to the commencement and termination of employment of all staff below Director level.
6. Terms and conditions relating to all staff save for the work of the Officers Committee in relation to the Chief Executive and Librarian.
7. The making of partnership agreements related to agreed strategies (subject to report to the next Board meeting).
8. Decisions on collection acquisitions within agreed strategies.
9. Commercial and marketing decisions within agreed strategies.
10. Decisions relating to the maintenance of the Library building and its collections.
11. Day-to-day control of private funds (subject in this case to the involvement of the

Treasurer assisted by the Chief Executive and Librarian and the Director of Corporate Services, subject to approved investment strategies).

12. Formal responses on behalf of the Library as employer to approaches from the National Library of Wales Staff Superannuation Scheme Trustees.
13. Provision of services.
14. Disposal of non-real property and the obtaining of surveyor's advice in relation to real property (actual disposal of the latter being reserved for Board decision).

APPENDIX 4



**LLYFRGELL GENEDLAETHOL CYMRU
THE NATIONAL LIBRARY OF WALES**

AUDIT, RISK AND ASSURANCE COMMITTEE

TERMS OF REFERENCE

NOVEMBER 2021

Purpose

The purpose of the Committee is to seek and provide assurances to the Board of Trustees and the Chief Executive, as the Library's Accounting Officer, on the effectiveness of the Library's risk management, internal controls, statutory accounts, the efficiency and effectiveness of internal and external audit procedures and compliance with relevant laws, regulations, policies and procedures.

Accountability

The Committee will report to the Board of Trustees on the effectiveness and robustness of the Library's internal controls, review and monitor its risk management processes, review and monitor the external and internal audit process, and the Library's compliance with relevant legislation and regulations, and will make recommendations to the Board on a suitable course of action as appropriate. The Committee is constituted as a standing Committee of the Board of Trustees of the National Library of Wales.

Membership

The members of the Committee will be:

- Four Trustees appointed by the Board from amongst its members and selected to provide an appropriate mix of skills and experience
- The Chair shall be a Library Trustee and appointed by the Committee
- The Treasurer shall be an ex officio member of the committee, in addition to the above four members
- Two independent members, appointed through open competition
- The Chair of the committee shall not be a member of any other financial committee of the Board
- In the absence of the Chair at any meeting, a Trustee member will be appointed to chair the meeting in his/her absence
- Appointments to the committee shall be for a period of up to four years

The Committee may with the Board's approval:

- Co-opt additional members for a period of two years to provide specialist skills, knowledge and experience, which may be extended for a further two years, but no co-opted member may serve for a period longer than four years
- Co-opted members do not have voting rights, and are not included in the quorum required for the transaction of business
- Procure specialist ad-hoc advice at the expense of the Library, subject to budgets agreed by the Board.

Responsibilities

The Committee shall:

- Assist the Board in its oversight of the integrity of the Library's financial reporting, including supporting the Board in meeting its responsibilities regarding financial statements and the financial reporting systems and internal controls
- Seek assurances on the Library's internal controls and risk management framework in regard to the identification, management, mitigation and reporting of risks
- Assist and advise the Chief Executive, as the Library's Accounting Officer, on the effectiveness and robustness of the Library's risk management and internal controls
- Monitor, on behalf of the Board, the effectiveness and objectivity of internal and external auditors
- Review tenders for the appointment and removal of the internal auditors
- Review reports from the internal auditor to the committee, and monitor the adequacy of the Executive's response to the findings and issues identified by audit activity including external audit's management letter
- Discuss, agree, review and assess the annual internal audit plan
- Reviewing the statutory annual report and accounts before final presentation to the Board
- Reviewing and advising on the Library's whistleblowing, anti-fraud and anti-bribery policies and seeking assurance that correct procedures are followed when any investigations arise
- Review other policies and procedures within the Committee's remit
- Escalate issues of concern pertaining to risk management and internal controls to the Board through the appropriate channels

Meeting Arrangements and Secretariat

- Meetings shall be held four times a year
- The Chair of the Committee may convene additional meetings as deemed necessary
- The Board may also convene additional meetings of this Committee as deemed necessary
- Additional meetings may also be convened at the request of the external or internal auditors, without the Executive being present, if they consider it necessary, either a special meeting or in camera at a scheduled meeting
- The quorum necessary for the transaction of the business of the committee shall be at least three Trustee members (including the Chair)
- The Chief Executive and other lead officers will be present at all meetings
- The President may attend meetings as an observer
- Representatives of the external and internal auditors shall attend all meetings

- Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee in electronic format, and any other person required to attend, no later than seven working days before the meeting
- Late papers will be exceptional and agreed with the Chair in advance
- The Clerk to the Board of Trustees shall act as secretary to the Committee
- Minutes will be presented to the Chair within ten working days of the date of the meeting
- Minutes of committee meetings shall normally be presented for information to Trustees only at the next Board meeting following the committee meeting, pending their approval at the subsequent meeting

Authority

The committee is authorised to:

- Investigate any activity within its terms of reference
- To seek any information it requires from any employee of the Library in order to perform its duties, through the appropriate channels
- To call any employee to participate in discussions at a meeting of the committee as and when required
- Ask any or all of those who attend to withdraw to facilitate open and frank discussion on any matter
- Have access to sufficient resources to carry out its duties, including access to the Library's Clerk to the Board for assistance, as required

Reporting Arrangements

- The Chair should ensure that after each meeting relevant reports are prepared from the Audit & Risk Committee to the Board of Trustees if appropriate
- The Chair should ensure that any recommendations made at meetings are conveyed to the Board of Trustees for approval or otherwise
- The Chair, with the assistance of the Clerk to the Board, will prepare an annual report to inform the Governance Statement

Review of the Terms of Reference

The Terms of Reference will be reviewed at least annually or as and when required, plus an annual review of the Committee's effectiveness

APPENDIX 5



**LLYFRGELL GENEDLAETHOL CYMRU
THE NATIONAL LIBRARY OF WALES**

FINANCE AND RESOURCES COMMITTEE

TERMS OF REFERENCE

NOVEMBER 2021

Purpose

The purpose of the Committee is to provide assurances to the Board of Trustees on effective and efficient sustainable financial and other resource management by the Library.

Accountability

The Committee will report to the Board of Trustees on issues of finance, resources, and investments and make recommendations on suitable course of action as appropriate. The Committee is constituted as a standing Committee of the Board of Trustees of the National Library of Wales.

Membership

The members of the Committee will be:

- Four Trustees appointed by the Board from amongst its members and selected to provide an appropriate mix of skills and experience, with full voting rights. The Treasurer will be one of the four members
- One co-opted member to serve for a period of two years, which may be extended for a further two years
- The Treasurer will fulfil the role of the Chair of the Committee
- In the absence of the Chair at any meeting, a Trustee member will be appointed to chair the meeting in his/her absence
- Appointments to the Committee shall be for a period of up to four years

The Committee may with the Board's approval:

- Co-opt additional members for a period of two years to provide specialist skills, knowledge and experience, which may be extended for a further two years, but no co-opted member may serve for a period longer than four years
- Co-opted members do not have voting rights, and are not included in the quorum required for the transaction of business
- Procure specialist ad-hoc advice at the expense of the Library, subject to budgets agreed by the Board

Responsibilities

The Committee shall:

- Scrutinise financial reports and use of resources and provide assurances to the Board of Trustees with regard to all financial matters
- Monitor and review the Library's medium term financial plans
- Receive draft annual budgets and monitor performance and delivery against the budget
- Review business cases which have significant resource implications in line with the scheme of delegation
- Consider strategic planning and policy development matters relating to financial management, and in other areas with major resource implications, namely estates, human resources, ICT
- Review the performance of the Library's investment portfolio and make recommendations to the Board on investment policy and risks
- Maintain an overview of the performance of the Library's commercial activities and consider any proposals to establish new sources of income
- Monitor legacies and donations and the performance of fundraising campaigns
- Review all business cases for the use of the private charitable funds and make recommendations to the Board
- Receive an annual report from the Library's actuaries on the affordability of the Library's pension scheme
- Annual review of the scheme of delegation
- Review policies and procedures within the Committee's remit
- Escalate issues of concern pertaining to finance and resources to the Audit and Risk Committee and/or the Board as appropriate through the appropriate channels

Meeting Arrangements and Secretariat

- Meetings shall be held four times a year
- The Chair of the Committee may convene additional meetings as deemed necessary
- The Board may also convene additional meetings of this Committee as deemed necessary
- The quorum necessary for the transaction of the business of the Committee shall be at least three Trustee members (including the Chair)
- The Chief Executive and other lead officers will be present at all meetings
- The President may attend meetings as an observer

- Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee in electronic format, and any other person required to attend, no later than seven working days before the meeting
- Late papers will be exceptional and agreed with the Chair in advance
- The Clerk to the Board of Trustees shall act as secretary to the committee
- Minutes will be presented to the Chair within ten working days of the date of the meeting
- Minutes of Committee meetings shall be presented for information to Trustees only at the next Board meeting following the committee meeting, pending their approval at the subsequent committee meeting

Authority

The Committee is authorised to:

- Investigate any activity within its terms of reference
- to seek any information it requires from any employee of the Library in order to perform its duties through the appropriate channels
- to call any employee to participate in discussions at meetings of the Committee as and when required
- ask any or all those who attend to withdraw to facilitate open and frank discussion on any matter
- have access to sufficient resources to carry out its duties, including access to the Library's Clerk to the Board for assistance, as required

Reporting Arrangements

- The Chair should ensure that after each meeting relevant reports are prepared from the Committee to the Board of Trustees if appropriate
- The Chair should ensure that any recommendations made at meetings are conveyed to the Board of Trustees for approval or otherwise

Review of the Terms of Reference

The Terms of Reference will be reviewed at least annually or as and when required, plus an annual review of the Committee's effectiveness



**LLYFRGELL GENEDLAETHOL CYMRU
THE NATIONAL LIBRARY OF WALES**

**PERFORMANCE, QUALITY AND
GOVERNANCE COMMITTEE**

**TERMS OF REFERENCE
MAY 2023**

Purpose

The purpose of the Committee is to provide assurances to the Board of Trustees on upholding effective and efficient service delivery standards, monitoring, reviewing and developing the services provided, ensuring accessibility and quality of service for all stakeholders, ensuring that the requirements of all stakeholders are equitably met, overseeing appointment arrangements to the Board of Trustees and to the Executive Team, and acting as a Remuneration Committee to determine the annual pay remit

Accountability

The Committee will report to the Board of Trustees on quality and performance of service delivery, make recommendations on improvement of services and performance, and monitor performance against key performance and service delivery indicators. The Committee is constituted as a standing committee of the Board of Trustees of the National Library of Wales

Membership

The members of the Committee will be:

- Four Trustees appointed by the Board from amongst its members and selected to provide an appropriate mix of skills and experience
- The Chair shall be a Library Trustee and appointed by the Committee
- In the absence of the Chair at any meeting, a Trustee member will be appointed to chair the meeting in his/her absence
- Appointments to the committee shall be for a period of up to four years

The Committee may with the Board's approval:

- Co-opt additional members for a period of two years to provide specialist skills, knowledge and experience, which may be extended for a further two years, but no co-opted member may serve for a period longer than four years
- Co-opted members do not have voting rights, and are not included in the quorum required for the transaction of business
- Procure specialist ad-hoc advice at the expense of the Library, subject to budgets agreed by the Board.

Responsibilities

The Committee shall:

Governance:

- Oversee and regularly review the Trustees' training programme to ensure it fulfils the requirements of individual Trustees and committees
- Provide recommendations on the number and structure of Board committees
- Review annually the terms of reference of standing committees

- Monitor and review the implementation of independent external governance reviews
- Oversee the appointments process for Library appointed Trustees
- Review documentation for Trustee appointments, including skills audit template and role descriptions
- Agree a timeline for annual self-evaluation of the Board and its Committees
- Co-ordinate the biennial external assessment of the Board and its Committees
- Review the findings of the self-assessment and external assessment and develop an action/work plan for the Board
- Review the annual governance statement and recommend to the Board for approval
- Review documentation on the recruitment of executive officers of director level and above, and make recommendations to the Board on terms and conditions of appointment, in conjunction with Welsh Government
- Advise the Board on succession planning for the Executive Team
- Review the annual pay remit offer and make a recommendation to the Board of Trustees
- Monitor the Library's compliance with relevant statutory obligations

Performance and Quality:

- Advise on disciplinary, grievance and appeal arrangements within the relevant Library policies
- Consider, on behalf of the Board, any appeals as required by the Library's employment policies
- Monitor the attainment of external accreditations, e.g., Customer Service Accreditation, Archives Accreditation
- Monitor and evaluate performance and assure delivery against outcomes on matters relevant to the delivery of the Library's Strategic Plan
- Monitor and evaluate performance and attainment of Key Performance Indicators and Service Performance Indicators relevant to the Library's Operational Plan
- Review data in relation to the customer journey and customer experience
- Monitor the performance of strategic and project partnerships and collaboration
- Review reports and data with regard to the Library's legal deposit activities
- Evaluate reports on the Library's collections, their condition and preservation
- Evaluate reports on the condition and preservation of the Library's digital assets
- Evaluate reports on the quality and accessibility of the Library's website
- Identify opportunities for improvement in service delivery and performance
- Advise and monitor the Library's performance on equality and diversity
- Advise and monitor the Library's performance on health and safety matters
- Review policies and procedures within the Committee's remit
- Escalate issues of concern pertaining to performance, and service delivery standards to the Audit, Compliance and Risk Committee and/or Board as appropriate through the appropriate channels

Meeting Arrangements and Secretariat

- Meetings shall be held four times a year
- The Chair of the Committee may convene additional meetings as deemed necessary
- The Board may also convene additional meetings of this Committee as deemed necessary
- The quorum necessary for the transaction of the business of the committee shall be at least three Trustee members (including the Chair)
- The Chief Executive and other lead officers will be present at all meetings

- The President may attend meetings as an observer
- Notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the committee in electronic format, any other person required to attend, no later than seven working days before the meeting
- Late papers will be exceptional and agreed with the Chair in advance
- The Clerk to the Board of Trustees shall act as secretary to the Committee
- Minutes will be presented to the Chair within ten working days of the date of the meeting
- Minutes of committee meetings shall be presented for information to Trustees only at the next Board meeting following the committee meeting, pending their approval at the subsequent committee meeting

Authority

The committee is authorised to:

- Investigate any activity within its terms of reference
- to seek any information it requires from any employee of the Library in order to perform its duties, through the appropriate channels
- to call any employee to participate in discussions at a meeting of the committee as and when required
- ask any or all those who attend to withdraw to facilitate open and frank discussion on any matter
- have access to sufficient resources to carry out its duties, including access to the Library's Clerk to the Board for assistance, as required

Reporting Arrangements

- The Chair should ensure that after each meeting relevant reports are prepared from the Committee to the Board of Trustees if appropriate
- The Chair should ensure that any recommendations made at meetings are conveyed to the Board of Trustees for approval or otherwise

Review of the Terms of Reference

The Terms of Reference will be reviewed at least annually or as and when required, plus an annual review of the Committee's effectiveness.

APPENDIX 7

A list of governing documents and Library policies currently in force:

1. Core Governance Documents

- 1.1 Supplemental Royal Charter and Statutes 2006
- 1.2 Library Statutes (as revised by the Board of Trustees in January 2013, and approved by the Privy Council in November 2013)
- 1.3 Regulations (2020)
- 1.4 Corporate Governance Framework (2023)
- 1.5 Financial Regulations (2016)
- 1.6 Welsh Government Framework Document (2011)
- 1.7 Term of Government Remit Letter (2021)
- 1.8 Private Funds Investment Policy (2020 - 2025)

2. Strategic Plan

- 2.1 A Library for Wales and the World; our Strategic Plan 2021 – 2026
- 2.2 Operational Plan (annual)

3. Annual Report and Accounts

- 3.1 Accounts 2021 – 2022
- 3.2 Annual Review

4. Operational Policies in Force

- 4.1 Volunteering Policy (2022)
- 4.2 Collection Development Policy (2022)
- 4.3 Policy for Dealing with Comments and Complaints (2022)
- 4.4 Public Consultation and Engagement Strategy (2017)
- 4.5 Information Security Policy (2021)
- 4.6 Data Protection Policy (2020)
- 4.7 Standard terms and Conditions for the Purchase of Goods and/or Services (2019)
- 4.8 Wellbeing Statement 2021 – 2026
- 4.9 Risk Management Policy (2020)
- 4.10 Conservation and Collection Care Policy 2017 -2022
- 4.11 Safeguarding of Children, Young People and Adults Vulnerable to harm (2022)