

REGULATIONS

Adopted by the Board of Trustees in February 2017

(revised February 2018 and August 2020)

Regulations adopted by the Trustees of the National Library of Wales on **24 February 2017** 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 to which papers and correspondence relating to the Library's business should be sent.
- 2.4 The programme, agenda and papers for meetings of the Trustees will normally be despatched electronically seven days before the date of each meeting to the address notified pursuant to regulation 2.3.
- 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 Librarian will normally attend all Trustees' meetings except those parts from which the Chair of the meeting deems it appropriate that the Chief Executive and Librarian 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 except when confidential business is to be transacted.
- 4.2 Subject to any resolution of the Trustees to the contrary, the President will determine if an item of business should be discussed in private.
- 4.3 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.
- 4.4 The agenda for Trustees' meetings will be placed on the Library's website one week in advance of the meeting and paper copies will be made available on request to members of the public and press.
- 4.5 Copies of papers for Trustees' meetings relating to items to be considered in public will be available twenty-four hours in advance of the meeting, or at the meeting, for members of the public and press who have confirmed they will be attending. A summary of papers relating to matters to be considered in public will also be published on the Library's website at least seven calendar days before the date of the meeting.
- 4.6 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.
- 4.7 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.
- 4.8 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.
- 4.9 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 and signing them as a true 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 Librarian 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 before the Trustees for decision if their adoption is moved and seconded. Votes on any duly proposed and seconded amendments to recommendations will be taken first.
- 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.

8. Committees

- 8.1 The Trustees may appoint such Committees, whether standing or temporary, for whatever purpose they think fit and shall appoint the following standing committees:

- (a) An Audit and Risk Committee
- (b) A Governance and Performance Committee
- (c) A Financial Planning 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 and Risk Committee and Financial Planning Committee;
- (b) specify that the Audit and Risk Committee must meet at least four times a year and that the Governance and Performance Committee and the Financial Planning Committee must meet at least three times a year.

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

8.4 The Trustees may appoint other persons to act as non-voting co-opted members of Committees.

8.5 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 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.

8.6 The Chief Executive and Librarian 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 and Librarian's personal interest 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 and Risk Committee or other appointed Standing Committees 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 and Librarian, 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 and Librarian. 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 and Librarian, inspect any of the Library's documents. All 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 and Librarian or one of the Deputy Chief Executive and Librarians.
- 13.2 The use of the Seal will be reported to the Trustees at their next ordinary meeting.

14. The Chief Executive and Librarian

- 14.1 In the absence of a Remuneration Committee, the Officers' Committee will act as a Remuneration Committee to determine the level of the Chief Executive and Librarian's pay annually.
- 14.2 The President, in consultation with the Vice-President and Treasurer will be responsible for the Chief Executive and Librarian's annual performance appraisal.
- 14.3 Where the Chief Executive and Librarian 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 and Librarian 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 and Librarian is overruled by the Trustees and the Chief Executive and Librarian feels that the actions contemplated could not be defended before the Public Accounts Committee of the Welsh Parliament, the Chief Executive and Librarian may require the President to give him/her a written instruction on the matter, such instruction to be drawn to the attention of the Wales Audit Office.

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.

Appendix 1

Board Delegation and Staff Roles

The Chief Executive and Librarian and staff are expected to fulfil 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, the Board expects regular reports on progress in relation to significant matters.

1. The letting and control of all contracts necessary to achieve agreed strategies (save for the involvement of a Board member in the formal opening of tenders anticipated to be in excess of £100k).
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 the corporate Strategic Plan and 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 Deputy Chief Executive and Librarian, Corporate Resources, 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).