

Charter of the Library Board of Queensland

Purpose

This Charter provides guidance on the objects, powers, functions, membership and proceedings of the Library Board of Queensland and the roles and responsibilities of its members. It does not override the *Libraries Act 1988* (Qld) (the Act) or other relevant legislation, regulations and directives.

References to specific statutory provisions in this Charter are to provisions of the Act unless otherwise stated. References in this Charter to the Minister are to the Minister administering the Act (currently the Minister for Treaty, Minister for Aboriginal and Torres Strait Islander Partnerships, Minister for Communities and Minister for the Arts).

1. Status and functions

The Library Board of Queensland is a body corporate (s5) and is a statutory body under the *Financial Accountability Act 2009* (Qld) and the *Statutory Bodies Financial Arrangements Act 1982* (Qld) (s77 of the Act). The Library Board draws its powers from the Act, the object of which is to contribute to the cultural, social and intellectual development of all Queenslanders. The guiding principles for achieving this objective are set out in s1B of the Act. The functions of Library Board are set out in s20 of the Act.

As a reporting entity for the purposes of annual reporting under the *Financial Accountability Act 2009* (Qld), the Library Board must provide an annual report to the Minister (s53).

2. Role of Board

The Board comprising the collective of the members of Library Board is a governing board and has the ultimate oversight responsibility and authority of the Library Board in the control and management of the State Library of Queensland.

The members of the Board are required, collectively as a governing body, to oversee the State Library's budget, performance, risk management and to direct the strategic objectives, planning and reporting functions of the State Library.

Obligations of the Board under the Act include the obligation to:

- prepare and submit strategic and operational plans to the Minister (Part 3 Division 2), and
- account to the Minister in accordance with Part 4 and Part 5 of the Act.

3. Powers of Library Board

The Library Board's powers, authorities, duties and functions are conferred by statute, primarily by and under the Act. Apart from the general powers provided for under section 22 of the Act, the Act provides that the Library Board:

- may establish branches of the State Library (s26)
- may delegate the exercise of its powers to a member, a committee of members, the State Librarian, an appropriately qualified employee of a department or an appropriately qualified employee of the board (s40)
- may enter into work performance arrangements with the chief executive of a department or the appropriate authority or another government entity (s40A)

- may sell abandoned property found on any building or other place consisting of the State Library or a branch of the State Library (s28).

4. Proceedings of the Board

Division 5 of the Act sets out provisions for the proceedings and business of the Library Board and its members including quorum, meetings, resolutions without meeting, minutes, conduct of affairs, disclosures of interests and delegations by the Board.

5. Committees

The Library Board may establish committees or advisory groups to assist the Board in fulfilling its duties and responsibilities. The Board must ensure that each committee or advisory group has a formal charter or terms of reference. Members may observe meetings of the committees and advisory groups.

With the exception of certain limited delegations contained in their charters, recommendations of any committees are to be referred to the Board for approval.

The Library Board has currently established an Audit and Risk Management Committee, an Indigenous Advisory Group and a Public Libraries Advisory Group.

6. Queensland Library Foundation

The Library Board has established the Queensland Library Foundation as a company limited by guarantee and is wholly owned by the Library Board. The Foundation has appointed directors and is subject to regulation under the *Corporations Act 2001* (Cth). However, as a wholly owned subsidiary of the Library Board, the Foundation is subject to direction by the Library Board.

The Foundation's purposes are to act as an agency of the Library Board in:

- raising funds through gifts, grants, and other forms of financial assistance, property and benefits for the State Library, including buildings, infrastructure, library materials, facilities, programs and projects;
- increasing public support and interest in the State Library; and
- building the number of financial supporters of the State Library,

to assist the State Library in the performance of its functions as set out in section 20 of the *Libraries Act 1988* (Qld).

7. Delegation of authority

Matters specifically reserved for the Board include:

- decisions about the Library Board's strategic and operational plans (subject to approval by the Minister) and policies
- matters involving amounts over specified limits (which varies depending on the nature of the transaction) matters that may have the potential to have a material impact on the reputation and operation of the Library Board.

All matters not specifically reserved for the Board and necessary for the day-to-day management of the State Library are delegated to the State Librarian and CEO. The State Librarian and CEO and Executive Team are required to report regularly to the Board concerning the exercise of delegated power and to refer to the Board any matters within the scope of powers reserved for the Board.

8. Members of Library Board

8.1. Board membership and composition

There are no statutory provisions regarding the specific number of members required to constitute the Board, however, the Act confirms that the Board consists of the number of members appointed by the Governor in Council (s7(1)). In appointing a member, regard must be had to the person's ability to contribute to the Board's performance and the implementation of its strategic and operational plans (s7(2)). The Governor in Council appoints a member as Chairperson of the Board (s10(1)). The members must elect one of them as Deputy Chairperson of the Board (s10(2)).

8.2. Term of appointment

Members are appointed for a term (not more than 3 years) stated in their instrument of appointment (s11(1)). The Governor in Council has the power at any time, to end the appointment of all or any members for any reason or none (s11(3)). The office of a member becomes vacant if the member resigns by written notice to the Minister; the person is not eligible to be appointed as a member; or the member's appointment is ended by the Governor in Council as referred to above.

8.3. Conditions of appointment

Members hold office on the conditions that are provided for in the Act and as otherwise decided by the Governor in Council, including relevant background checks. Any remuneration is decided by the Governor in Council.

The conditions of appointment and remuneration arrangements for members are in accordance with the *Remuneration of Part-time Chairs, and Members of Government Boards, Committees and Statutory Authorities*, which is stipulated in the member's instrument of appointment approved by the Governor in Council.

8.4. Induction

Following appointment, an induction pack will be provided to new members to enable them to gain an understanding of their role and responsibilities and of the State Library's activities. Additionally, an induction session will be conducted for new members prior to or at their first meeting. This induction session is led by the State Librarian and CEO. The session provides an overview of the legislative, managerial and operational environment and provides information regarding the core business activities of the State Library. An extended induction is available to the Chairperson to ensure the Chairperson is fully conversant in the business of the State Library in order to fulfil the role to the standard outlined by the Act.

8.5. Role of members

The role of members as set out in s8 of the Act includes:

- being responsible for the Board's management;
- ensuring, as far as possible, the Board achieves, and acts in accordance with, its strategic and operational plans;
- accounting to the Minister for the Board's performance; and
- ensuring the Board otherwise performs its functions in a proper, effective and efficient way.

9. Member responsibilities

The Library Board is an exempt public authority and consequently is not a corporation within the meaning of the *Corporations Act 2001* (Cth) (s9 and 57A, *Corporations Act 2001* (Cth)).

Therefore, the Library Board is not subject to the provisions of the *Corporations Act 2001* (Cth) and the members are not subject to the statutory duties imposed on company directors and officers when acting in their capacity as members of the Library Board.

Members are however subject to comparable fiduciary duties to the Library Board arising under common law. These include the duty to:

- act in good faith and in the best interests of the Library Board
- exercise powers for a proper purpose
- avoid conflicts of interest with the Library Board
- not to misuse position or information to gain a personal advantage or cause detriment to the Library Board,

except to the extent that those duties may have been modified by legislation including the Act.

Members are expected to:

- have a clear understanding of and comply with their legal duties and responsibilities as for example set out in this Charter and the Act
- abide by the Code of Conduct for public service agencies under the *Public Sector Ethics Act 1994* (Qld)
- attend all meetings of the Board and any committees to which they have been appointed unless granted leave of absence or excused
- contribute the time needed to study and understand any papers provided
- apply good analytical skills, objectivity, judgement and their professional expertise and broader career experience to the business of the Library Board
- return any Library Board papers, records, equipment and security passes to the State Library, or if directed by the Library Board, to destroy them or confirm in writing that they have been securely destroyed on or before the members retirement or resignation from the Library Board.

Members are not civilly liable for an act done, or omission made, honestly and without negligence under the Act subject to limits on illegal borrowing (ss 75 and 76).

Members must disclose the nature of any direct or indirect interest in a matter being considered or about to be considered by the Board. The disclosure must be recorded in the Board's minutes (s38).

10. Chairperson responsibilities

The Chairperson is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's function and for briefing all members in relation to issues arising at Board meetings. The Chairperson presides over Board meetings of the Library Board.

Among the Chairperson's other responsibilities are:

- ensuring Board minutes properly reflect Board decisions
- holding the Board's notes on in camera discussions for reference purposes and ensuring any resolutions from these discussions are recorded in the minutes
- to be the Board's representative in dealing with the State Librarian and CEO and other management of the State Library ensuring that the Board's views are communicated clearly and accurately

- to act as the primary counsellor to the State Librarian and CEO as an employee of the Library Board
- to represent the views of the Board to the Minister and other key stakeholders on appropriate occasions
- leading the Board in an annual review of its performance and effectiveness
- to transfer the Library Board in camera discussion notes to the incoming Chairperson or Deputy Chairperson on retirement or resignation as Chairperson.

11. Deputy Chairperson responsibilities

During the term of their appointment, the Deputy Chairperson will be required to:

- chair meetings of the Board in the absence of the Chairperson
- attend meetings with the State Librarian and CEO should this not be possible by the Chairperson
- liaise on a regular basis with the Chairperson in relation to strategic issues facing the Library Board
- act as a sounding board for the Chairperson and State Librarian and CEO as required in relation to such matters.

12. State Librarian and CEO

The State Librarian and CEO is appointed by the Governor in Council (s13). The Minister must not recommend the Governor in Council to appoint a State Librarian and CEO unless the recommendation has been approved by the Board (s13A).

The State Librarian and CEO is an employee of the Library Board and manages the affairs of the State Library under the direction of the members (s14). If the State Librarian and CEO is not a member then the State Librarian and CEO attends all meetings of the Board unless excused or precluded by the Board (s15).

13. Responsibility of management

The role of management of the State Library is to support the State Librarian and CEO in the implementation and running of the general operations and financial business of the State Library in accordance with the delegated authority of the Board.

14. Access to information

The Board, committees and advisory groups must be provided with the information they need to efficiently discharge their responsibilities.

The Library Board will arrange for management of the State Library to supply the Board, committees and advisory groups with information in a form, timeframe and quality that enables them to effectively discharge their duties. All members are to receive copies of committee minutes and access to papers.

15. Board Review

The Board will in such manner as it deems fit, undertake an annual performance evaluation of itself and its committees and advisory groups that:

- compares performance of the Board, committees and advisory groups with the requirements of this charter and any other committee or advisory group charter or terms of reference
- sets the Board's goals and objectives for the coming year.

In conducting this review the Board will also consider the annual assessment of the effectiveness of the Board as conducted by the Chairperson.

At the mid-point during the term of appointment, an external provider will evaluate the performance of the Board and the Chairperson. If the Minister should enquire, the Chairperson should be able to discuss the outcome of the mid-term performance evaluation process for the Board and the performance of specific members.

16. Public Interest Disclosures

The Library Board is a public sector entity for the purposes of the *Public Interest Disclosure Act 2010* (Qld) and as such the Library Board's conduct or activities may be the subject of public interest disclosures under the *Public Interest Disclosure Act 2010* (Qld).

17. Review of Charter

The Board will review this charter and the charters of the Board committees and advisory groups biennially to ensure they remain consistent with the Board's objectives, responsibilities and relevant standards of corporate governance and as otherwise required under the Act.

18. Approval

Approved by resolution of the Library Board on 13 February 2024. **RES/2024/005**

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