

National Library of Scotland

Terms of Reference – Governance Committee

1. Purpose

The Governance Committee supports the Board in fulfilling its governance responsibilities. It makes recommendations to the Board and National Librarian on all aspects of governance.

1.1. Specific duties

The Governance Committee will, on behalf of the Board:

- Review the Board's Governance documents (Standing Orders, Scheme of Delegation, and Scheme of Administration) every two years.
- Review Board Committees' Terms of Reference every two years.
- Monitor the effectiveness of the Framework Agreement between Scottish Government and the Library.
- Support the Chair of the National Library of Scotland and the Scottish Government in recruiting members to the Board.
- Support the Chair in succession planning to ensure the Board is diverse both in terms of relevant skills, experience and knowledge appropriate to the Library's business, and in terms of protected characteristics under the Equality Act.
- Consider any proposals that the Scottish Government or other party may develop affecting the governance arrangements of the Library.
- Support the process of co-opting members onto Board Committees.
- Offer a strategy and plans to the Board for Board member education including the agenda for the annual Away Day.
- Ensure transparency and appropriate separation of roles between the Library and National Library of Scotland Foundation.
- Provide assurances relating to the corporate governance requirements for the organisation.
- Review the Whistleblowing Policy (approval of the policy lies with the Audit Committee).
- Provide assurance on the oversight and governance of major capital projects.

2. Reporting

A minute of each meeting is made available to the Board and the Accountable Officer (National Librarian).

3. Membership and attendance

There will be three to four Board members of the Governance Committee. The committee may nominate and co-opt one additional member who need not be a

Board member of the Library. The Chair and members of the committee are appointed by the Board.

3.1. Membership at July 2021

Chair (to be confirmed)
Noreen Adams
Professor Adrienne Scullion
Robert Wallen

3.2. Secretariat

The Governance Committee is provided with a secretariat function by the Board Support and Compliance Officer.

3.4. Officers

Governance Committee meetings are normally minuted by the Board Support and Compliance Officer and attended by the Associate Director of External Relations.

3.5. Other attendees

As per Schedule 1 to the National Library of Scotland Act 2012, members of the Scottish Executive, persons authorised by the Scottish Ministers and the Dean of the Faculty of Advocates or a person authorised by the Dean are entitled to attend and take part in, but not vote at, committee meetings.

4. Meetings

The committee normally meets twice a year. Further meetings may be convened to discuss particular issues. The committee may also meet by correspondence. A minimum of two members of the committee will be present for the meeting to be deemed quorate.