



# Charter of the Library Council of New South Wales

## **Purpose**

This Charter provides guidance on the objectives, powers and authorities, duties, responsibilities and proceedings of the Library Council of New South Wales ("Library Council") and the roles and responsibilities of its members. It does not override the *Library Act 1939* ("*Library Act*") or other relevant legislation, regulations and directives.

References to specific statutory provisions in this Charter are to provisions of the *Library Act* unless otherwise stated. The *Library Act* is available at the [NSW legislation website](http://www.legislation.nsw.gov.au) (www.legislation.nsw.gov.au). References in this Charter to "the Minister" are to the Minister administering the *Library Act* (currently, the Minister for the Arts).

## **Background**

A world leading library, the State Library of New South Wales informs, educates, inspires and surprises online, on site and on tour. The Library's rich heritage collections, contemporary print and digital materials, partnership with the public library network and vibrant collaborations enable Australians to interrogate our past, understand our present and imagine our future.

The State Library is the nation's oldest library. It was initially established as the Australian Subscription Library in 1826. In 1869 the Government of New South Wales purchased that library, established the Free Public Library of Sydney and appointed trustees. The members of the Library Council of New South Wales are their successors and hold the trust for the State Library's collection and the buildings.

## **1. Objects**

The Library Council is a statutory corporation established by the *Library Act* as amended (s 3(1)). The objects of the Library Council are (s 4A):

- to promote, provide and maintain library services and information services for the people of New South Wales through the State Library and through co-operation with local libraries and other libraries and information agencies,
- to advise the Minister, local authorities and, when the Minister so approves, other bodies, on matters of policy and administration relating to library services and information services that are or may be provided through local libraries or other libraries, and
- to advise the Minister on the provision of assistance to local libraries or other libraries.

## **2. Reporting entity**

As a reporting entity for the purposes of annual and financial reporting in accordance with relevant NSW legislation, Australian Accounting Standards and NSW Treasury policy, the Library Council comprises the Library Council (parent entity), the State Library of New South Wales Foundation and the Library Council of New South Wales Staff Agency. The Library Council of New South Wales Staff Agency is an executive agency of the Government of New South Wales related to the Department of Justice.

## Strategic framework

### Mission

To strengthen the community by being the trusted provider of quality information services by:

- providing equitable access to contemporary and historical knowledge
- collecting and preserving Australia's heritage
- promoting our role as a cultural destination
- collaborating with the NSW public library network.

### Vision

For the community, we aspire to be a Library that is:

- a pre-eminent and welcoming cultural destination
- acknowledged for excellent client service and staff expertise
- an innovative gateway to information and cultural enrichment
- recognised for a unique and accessible collection
- an active advocate for the NSW public library network
- a proactive partner in knowledge creation.

### Values

Our core values and beliefs are:

- Integrity
- Trust
- Service
- Accountability
- Equity of access
- Innovation and engagement

### Our strategic priorities

Three core priorities are each expressed through three strategic directions:

#### Collect

- Build
- Discover
- Preserve

#### Connect

- Inspire
- Create
- Share

#### Community

- Place
- People
- Partner

### Our enablers

The strategic directions are underpinned by four key enabling capabilities:

- Our people and culture
- Organisational effectiveness
- Digital excellence
- A voice for libraries

## 3. Members of the Library Council

### 3.1 Composition

The Library Council consists of 9 members appointed by the Governor on the nomination of the Minister (s 4). Appointments are made in accordance with the *Library Act* and relevant NSW Government policy, including *Premier's Memorandum M2015-04 Appointments to NSW Government boards and committees* and *NSW Government Boards and Committees Guidelines* (September 2015) ("*NSW Government Boards and Committees Guidelines*"), which are available at [www.dpc.nsw.gov.au](http://www.dpc.nsw.gov.au).

The President of the Library Council is nominated from those members by the Minister (cl 8, Sch 1). Of the members:

- at least one is to have knowledge of, or experience in, education; and
- at least one is to have knowledge of, or experience in, local government (cl 1, Sch 1).

### **3.2 Term of appointment**

Members are appointed for a term specified in their letter of appointment not exceeding 3 years (cl 3(1), Sch 1). A member may not be appointed for more than 3 consecutive terms (cl 3(5), Sch 1).

The Governor of NSW has the power to remove a member from office for any cause that to the Governor seems sufficient (cl 6, Sch 1).

A member is deemed to have vacated the role if the member dies, resigns in writing to the Minister, becomes bankrupt, applies to take the benefit of any law for the relief of the bankrupt or insolvent debtors, compounds with creditors or assigns the member's salary or estate for their benefit, becomes mentally incapacitated, is absent from three consecutive ordinary meetings of the Council unless excused by the Council before the expiration of six weeks after the latest of those meetings or is removed from office by the Governor (cl 7, Sch 1).

### **3.3 No remuneration**

Members are not remunerated but are entitled to receive travelling and subsistence allowances as determined from time to time by the Minister (cl 5 of Sch 1).

Members may be reimbursed for expenses incurred while carrying out their duties such as travel, accommodation and meals. Receipts must be provided for all amounts claimed. Legitimate expenses are those for which members may be reimbursed under NSW Government policy (including NSW Government Boards and Committees Guidelines and NSW Treasury and Finance Circulars referenced in that document). Travel bookings may be made and paid in accordance with NSW Government policy.

### **3.4 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. The information provided is listed in Attachment A.

## **4. Powers**

The Library Council's powers, authorities, duties and functions are conferred by statute, primarily by and under the *Library Act*. The exercise and performance of the Library Council of New South Wales's powers, authorities, duties and functions under Parts 3 or 4 of that Act in relation to local libraries are subject to the direction and control of the Minister (s 3(4)).

Section 4 of the *Library Act* contains a list of the Library Council's powers (and others are located elsewhere, primarily in or under the *Library Act*). Amongst other things, the *Library Act* provides that the Library Council:

- has the powers reasonably necessary to attain its objects ( s 4B(1))
- has the control and management of all property vested in the Council (subject to the Act and the regulations (s 4B(2))
- establishes committees to assist the Library Council to exercise and perform its powers (s4B(9)-(10))
- establishes branches or departments of the State Library (s 4B(11))
- may direct the State Librarian in the exercise or performance of his/her powers under the *Library Act* (s 7A(4))
- may delegate the exercise or performance of its powers, authorities and functions, by instrument in writing, to a member, the State Librarian or an authorised person

employed under the *Government Sector Employment Act 2013* to enable the Library Council to exercise its functions (s 7B(1))

- is the trustee for the donations of David Scott Mitchell and others and must observe the agreed conditions relating to those donations (s 7E(1)).

The *Library Regulation 2010* (“*Library Reg*”) gives the Library Council power to make rules regulating use of the State Library (cl 4, *Library Reg*).

## 5. **Duties and Responsibilities**

Section 5 of the *Library Act* contains a list of the Library Council’s duties (and others are located elsewhere, primarily in or under the *Library Act*). Among other things, it is the duty of the Library Council to:

- make or cause to be made careful inquiry into the administration and management of local libraries, library services and information services provided by a local authority which has adopted the *Library Act* (s 5(1)(a))
- to cause periodic inspections of local libraries, library services and information services provided by a local authority which has adopted the *Library Act* (s 5(1)(b))
- report to the Minister as to the sums required to be provided in each year to meet the cost of subsidies payable under the *Library Act* (s 5(1)(c))
- make recommendations to the Minister as to subsidies payable under the *Library Act* to any local authority in support of local libraries (s 5(1)(d))
- make and manage investments (ss 5(2), 5(C), 5(D))
- exercise and discharge other powers, authorities, duties and functions in relation to local libraries, library services and information services as the Minister directs or as prescribed (s 5(3)).

### 5.1 **Appointments**

The Library Council is proscribed from employing staff (s 4B(12)). However the *Government Sector Employment Act 2013* (“*GSE Act*”) established the Library Council of New South Wales Staff Agency as an executive agency (Sch 1, *GSE Act*) to enable the employment of staff under that Act to enable the Library Council to exercise its functions. The State Librarian is the head of the staff agency and employs all of the non-executive staff.

Executive staff except for the State Librarian are employed by the Secretary of the related Department (currently, the Department of Justice) and the Minister exercises the employer functions of the Government in relation to the State Librarian.

It is customary practice for the Library Council to participate in the:

- appointment of the State Librarian, normally through the inclusion of the President in the selection committee and subject to the Minister’s approval
- formulation and monitoring of the Annual Performance Agreement with the State Librarian, through the President for submission to the Minister
- selection committees for executive appointments normally through the inclusion of the President or nominee.

### 5.2 **Authorities**

Subject to the *Library Act* and other relevant legislation, the Library Council

(a) determines procedures for:

- meetings of the Library Council
- assessment of the performance of the Library Council, its committees and members

- disclosure of conflicts of interest
- reporting to the Library Council to ensure it has adequate information to be able to comply with its responsibilities
- monitoring of performance and progress towards the achievement of the goals in the Strategic Plan

(b) approves:

- the Strategic Plan of the State Library of New South Wales
- the Annual Report for submission through the Minister to the NSW Parliament
- annual accounts including asset valuations
- acceptance of audit reports including management letters
- deaccession and write-off of assets as required by the *Library Act*
- naming of public rooms or spaces within the premises of the State Library of New South Wales.

### 5.3 Internal controls and reporting systems

Subject to the *Library Act* and other relevant legislation, the Library Council monitors and approves where relevant:

- financial reports
- measures to ensure compliance with the *Library Act* and other relevant legislation including public finance, environmental protection, fair trading, privacy, access to government information, child protection, records management and work health and safety
- annual risk assessment and monitoring of risk management policies and plans
- the internal audit plan
- matters relating to investments including the annual review of investments.

### 5.4 Delegations

The Library Council determines appropriate delegations of its responsibilities to the State Librarian from time to time.

Financial delegations to the State Librarian and other staff of the State Library of New South Wales are determined by the Minister.

## 6. Library Council committees

To assist the Library Council in fulfilling its duties and responsibilities, and in accordance with NSW Government policy on boards and committees (where applicable) it has established the committees, boards and advisory boards listed below (collectively "committees"). These committees assist the Library Council to fulfil its responsibilities by monitoring and offering independent advice on the subject areas described in the terms of reference of each committee.

#### **Committees**

Audit & Risk Committee  
 Grants Committee  
 Honours Committee  
 Public Libraries Consultative Committee

#### **Boards**

Trustees of the State Library of NSW Foundation  
 Board of the State Library of NSW Foundation

#### **Advisory Boards**

Cultural & Linguistic Diversity Advisory Board  
Education & Scholarship Advisory Board  
Indigenous Advisory Board  
Legal Information Access Centre (LIAC) Advisory Board

The Library Council may also establish working parties from time to time to deal with particular issues.

### **Members**

Members, except *ex officio* members, are appointed to the committees by the Library Council in accordance with the composition and for the terms recorded in the terms of reference. *Ex officio* members, including Library Council Members appointed to committees, retain their membership while holding the relevant office. The Library Council normally reviews the terms of reference of each committee and makes appointments at its first meeting each year.

Members of committees are not remunerated but are entitled to be reimbursed for expenses incurred while carrying out their duties such as travel, accommodation and meals. Receipts must be provided for all amounts claimed. Legitimate expenses are those for which members may be reimbursed under NSW Government policy. Travel bookings may be made and paid in accordance with NSW Government policy.

### **Proceedings**

The proceedings of the committees of the Library Council are governed by the terms of reference established by the Library Council.

Meetings are normally held in person but the committee may approve participation by telephone or by video conference. The quorum for each committee is stated in the terms of reference.

A decision is made by a majority of votes cast at a committee meeting at which a quorum is present. In the case of a tied vote, the chair presiding at the meeting has a casting vote in addition to a deliberative vote. Where a decision is required between scheduled committee meetings, the chair can approve the issue to all members a resolution in writing which may be circulated and considered out of session by email or other approved means.

Each committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. The State Librarian and the President are entitled to be present at any meeting of each committee.

## **7. Proceedings**

### **7.1 General**

The proceedings of the Library Council are governed by the provisions of the *Library Act* (in particular Sch 1) and this Charter as endorsed by the Library Council.

### **7.2 Frequency**

The Library Council generally meets six (6) times a year, approximately every two months, usually on the third Monday of February, April, June and October and the first Monday of August and December. Meeting dates are determined by the third quarter of the previous year.

Additional meetings may be called or matters considered out of session (see 8.5 of this Charter).

Meetings are normally held in person but the Library Council may approve participation by telephone or by video conference.

### **7.3 Attendance**

The Library Council may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. The State Librarian is the Secretary to the Council and is entitled to be present at each Library Council meeting (s 7A(3) and cl 10(b), Sch 1).

### **7.4 Quorum**

A quorum for a Library Council meeting is five (5) members (cl.9(2), Sch 1).

### **7.5 Decisions**

A decision is made by a majority of votes cast at a Library Council at which a quorum is present (cl 9(3), Sch 1). In the case of a tied vote, the member presiding at the meeting has a casting vote in addition to a deliberative vote (cl 9(5), Sch 1).

Where a decision is required between scheduled Library Council meetings, the President can approve the issue to all members a resolution in writing which may be circulated and considered out of session by email or other approved means. The written approval of a majority of members of such a resolution is a decision of the Library Council (cl 12, Sch 1).

### **7.6 President**

The Minister nominates the President (cl 8, Sch 1) who:

- chairs meetings of the Library Council (cl 8(4), Sch 1)
- guides the ongoing effectiveness and development of the Library Council ensures Library Council minutes properly reflect decisions of the Library Council
- has the authority of the Library Council for all press relations and public statements where these are appropriately made on behalf of the Library Council
- represents the Library Council to the Minister and other officers of the NSW Government as appropriate.

If the position of President is vacant or the President is absent from a meeting, the Library Council will elect a chair to preside over the meeting from the members present (cl 8(4), Sch 1).

### **7.7 State Librarian**

The State Librarian is responsible for the administration and management of the State Library and its library and information services (and may also be responsible for library or information services provided by the Library Council through cooperation with local and other libraries and information agencies) (s 7A). The State Librarian is subject to the direction and control of the Library Council in the performance of the State Librarian's powers, authorities, duties and functions under the *Library Act*(s 7A(4)). The State Librarian has been designated 'State Librarian & Chief Executive' in recognition of the responsibilities of the position.

In regard to the Library Council, the State Librarian:

- keeps the Library Council fully informed of all relevant matters

- is entitled to be present at each meeting of the Library Council and to be heard on any matter considered by the Library Council (cl 10(b), Sch 1)
- is the Secretary to the Library Council of New South Wales (s 7A(3))
- ensures that minutes of each meeting of the Library Council are recorded and preserved (cl 10(a), Sch 1) and that supporting papers are compiled and distributed to all members at least a week before each Library Council meeting
- reports on the exercise of any delegations from the Library Council
- liaises with the Secretary of the related department and the Minister as appropriate, and
- liaises with other government departments and agencies as appropriate.

#### **7.8 Minutes**

Minutes are to be distributed to the President of the Library Council for confirmation as soon as practicable after each meeting and tabled for consideration at the next Library Council meeting.

#### **7.9 Reporting to the Library Council**

The State Librarian and members of the Executive will regularly report to the Library Council on any matters which come, or may come, within the scope of matters reserved for the Library Council.

#### **7.10 Requested information**

Members are entitled to request and receive such additional information as they consider necessary to support informed decision-making in their capacity as a member of the Library Council. Any member may seek any information required to discharge the member's duties as a member of the Library Council and should do so via the State Librarian.

#### **7.11 Leave of absence**

Leave of absence may be granted by a decision of the Library Council to a member, either:

- verbally at a Library Council meeting prior to the leave of absence, or
- in writing at the meeting or the first meeting of absence if it involves more than one consecutive meeting.

#### **7.12 Apologies**

Apologies will be recorded in the minutes by the Secretary up to the time of meeting.

### **8. Members**

#### **8.1 Duties and responsibilities**

The Library Council of New South Wales is considered to be an exempt authority and consequently is not a corporation within the meaning of the *Corporations Act 2001* (Cth) (s9 and s57A, *Corporations Act 2001*) and thus not subject to the provisions of that Act. Members are therefore not subject to the statutory duties imposed by that Act on company directors and officers when acting in their capacity as members of the Library Council.

Members may nonetheless be subject to comparable fiduciary duties to the Library Council arising under the common law, for example, duties to:

- act in good faith and in the best interests of the Library Council;
- exercise powers for a proper purpose;



- avoid conflicts of interest with the Library Council; and
- not misuse position or information to gain a personal advantage or cause detriment to the Library Council,

except to the extent that those duties may have been modified by legislation, such as the statutory protection from liability conferred by s 7BA (see 9.3).

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 *Library Act*
- abide by the Library Council of New South Wales Code of Conduct
- accept membership of one or more Library Council committees
- attend all meetings of the Library Council 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 Council
- bring relevant matters to the attention of the Library Council
- act as advocates for the State Library of New South Wales
- attend a reasonable number of State Library events and on occasion represent the Library Council at functions as requested by the President, and
- return any Library Council papers, records, equipment and security passes to the State Library or, if directed by the Library Council to destroy them, confirm in writing that they have been securely destroyed, on or before retirement from the Library Council.

## **8.2 Work Health Safety Act**

The Library Council could be considered a "person conducting a business or undertaking" (PCBU) under the *Work Health & Safety Act* and consequently the Council is informed of all relevant matters.

## **8.3 Statutory exemption from personal liability**

The Library Council, a member of the Library Council, the State Librarian or a person acting under the direction of the Library Council or the State Librarian, each have the benefit of a statutory exemption from personal liability for acts or omissions in good faith for the purposes of executing the *Library Act* (s 7BA).

Members are covered for actions undertaken in good faith and for injuries incurred in the pursuit of their duties as members under the NSW Government self-insurance scheme, the Treasury Managed Fund (TMF) in accordance with the terms of the TMF Statement of Cover, available at [www.sicorp.nsw.gov.au](http://www.sicorp.nsw.gov.au).

## **8.4 Ethical decision making**

Decisions of the Library Council should be made in the light of applicable legislation, the code of conduct, Government policy and the State Library's objectives. Decisions and outcomes must be in the public interest and be able to withstand public scrutiny. Conflicts of interest, including personal gain at public expense, must be avoided.

## **8.5 Declarations of interest**

Upon commencing as a member and annually during their tenure, members must make a written declaration that they do not have any conflict of interest that would preclude them from continuing as a member. Members also have a duty to declare any personal

interests (such as direct or indirect pecuniary interests, board memberships or involvement with corporations, partnerships and businesses) that may impinge on decisions of the Library Council.

When an issue arises the member must as soon as possible disclose the nature of the interest at a meeting of the Library Council of New South Wales (cl 8A(1), Sch 1, as extended by this Charter). After disclosing an interest a member must not be present for any discussion or vote in respect of the matter unless the Library Council of New South Wales decides otherwise (cl 8A(4), Sch 1).

Declarations of interests and any disclosures of interest will be recorded in the conflict of interest register which is to be made available for inspection on request (cl 8A(3), Sch 1). The Library Council has determined that no fee is payable for such inspection.

#### **8.6 Public Interest Disclosures**

The Library Council is a “public authority” for the purposes of the *Public Interest Disclosures Act 1994* and as such the Library Council’s conduct or activities may be investigated by an “investigating authority”.

The *Public Interest Disclosures Act 1994* provides a legislative framework for public officials to report wrongdoing and be protected from reprisal action. Members and employees are encouraged to report suspected corrupt conduct, maladministration, substantial waste of public resources and government information contravention. Disclosures must be made in accordance with the provisions of the Act and may employ the procedures described in the Library’s Public Interest Disclosures Policy.

For the purposes of the *Public Interest Disclosures Act 1994*, the State Librarian as “head of a public authority” of each of the Library Council and the Library Council of New South Wales Staff Agency, has obligations and responsibilities for policy, communication and reporting.

#### **9. Assessment of the Library Council**

The Library Council will review and report on the performance of the Library Council, including the performance of the Chair and each member, at least annually. The review will be conducted on a self-assessment basis under the oversight of the President.

#### **10. Publication of Charter**

This Charter is published on the website of the State Library of New South Wales.

#### **11. Review of Charter**

At least once a year the Library Council will review the Charter. This review will include consultation with the State Librarian. Any substantive changes to the Charter must be formally approved by the Library Council.

#### **Legislation**

- *Library Act 1939* and *Library Regulation 2010*

#### **Related Policies**

- Library Council of New South Wales Code of Conduct
- M2015-04 Appointments to NSW Government Boards and Committees

- M2013-06 NSW Government Board and Committee Guidelines (and revised Guidelines dated September 2015)
- M2012-18 Classification and Remuneration Framework for NSW Government Boards and Committees

#### **Revision History**

<b>Version</b>	<b>Date Issued</b>	<b>Notes</b>	<b>By</b>
1.0	9/10/15	Development of Draft Charter	NSW State Librarian and Chief Executive
1.1	19/10/15	Endorsement of Draft Charter	Library Council of New South Wales
1.2	16/12/15	Comment on Draft Charter	Crown Solicitor
1.3	15/2/16	Approval of Charter	Library Council of New South Wales

#### **Review Date**

The next review date is by February 2017; then annually thereafter.

#### **Contact**

Dr Alex Byrne, NSW State Librarian and Chief Executive

## Induction Pack for New Members of the Library Council of New South Wales

### Contents

- The Charter of the Library Council of New South Wales (this Charter)
- A copy of the *Library Act 1939*
- Library Council of New South Wales Code of Conduct
- Most recent annual report
- Library Council Member and Executive biographies
- Library Council of New South Wales Charter and Library Council of New South Wales Committee Terms of Reference
- the State Library Strategic Plan
- Recent Library Council of New South Wales meeting minutes
- NSW Government Boards and Committees Guidelines, and
- Responsibilities as a Work, Health and Safety officer
- Key contacts

The contents of this pack may be amended from time to time.