



# South African Library for the Blind

## Board Charter

### 1. PURPOSE OF CHARTER

The purpose of this document is to set out the mandate, role & function, duties and responsibilities of Board Members of the South African Library for the Blind. The Charter is based on the South African Library for the Blind Act No.91 of 1998.

### 2 ROLE & FUNCTION OF BOARD MEMBERS

The role & function of Board Members is to represent Government, users and the community to ensure that a successful library service is rendered in support of achieving the vision of the Library.

The Board is ultimately accountable and responsible to the National Minister of Arts & Culture for the performance and affairs of the Library. The Board must therefore retain full and effective control over the Library and give strategic direction to the management of the Library. The Board is also responsible for ensuring compliance with all relevant laws, regulations and generally accepted ethical codes.

Ultimately, the Board has a responsibility to the broader stakeholders which include the present and potential beneficiaries of the Library products and services, users, service providers and employees, to achieve sustainable Library service focusing on the needs of blind and visually impaired people.

### 3 SELECTION AND COMPOSITION OF THE BOARD

Board Members shall be selected and appointed or removed by the Minister, in accordance with the South African Library for the Blind Act, 1998, clause 6.

### 4 COMMITTEES OF THE BOARD

The Board may establish interim committees consisting of Board Members and members of staff. Such committees may take independent professional advice with the consent of the Chairperson at the Library' expense as and when necessary. Expenditure will be according to available budget as planned for in the Strategic Plan of the Library. These committees should report regularly to the Board on their activities. The committee structure, membership and mandates should be reviewed regularly in accordance with the objective/s set for the committee. A committee will be disbanding once the Board is satisfied that it has achieved its objective or if it does not serve any purpose.

### 5 BOARD CHAIRPERSON

The Minister will appoint the chairperson of the Board after consultation with Board members as provided in the Act, clause 8.

## **6 ORIENTATION OF NEW BOARD MEMBERS**

Board Members have a responsibility to acquaint themselves with their fiduciary duties, and responsibilities, as well as with the issues pertaining to the operations and business environment of the Library so that they are able to fulfil their duties. To assist them, the Director of the Library will present an orientation programme for new Board Members, which includes background material, meeting staff and senior management and an orientation tour of the library's facilities.

Further, briefings on relevant matters that may influence the function of the Board and or the Library in general will be done on the discretion of the Board.

## **7 CONFLICTS OF INTEREST**

7.1 A Board Member is disqualified from the Board if he/she is contracting directly or indirectly with the Library.

7.2 Full disclosure of the nature of a Board Member's direct or indirect interest on any matter relating to the South African Library of the Blind is required.

7.3 A Board Member may not vote on any matter in which they have an interest. Additionally, they should be recused from any meeting when such matters are discussed.

7.4 A register of declarations of interest should be kept.

7.5 A Board Member who applies for a management position within the organisation must first resign as a Board Member before doing so. In the event that the application is unsuccessful, such a Board Member may not be re-appointed to the Board.

7.6 Board Members must distinguish between their role as Board Member, i.e. strategic, policy and budget level and that of manager which concerns itself with operations and logistical matters.

7.7 The chairperson may for good reason request any member of the Board to leave the Board room for any part of the Board meeting. This is especially so during deliberations relating to performance or remuneration.

## **8. SEGREGATION OF ROLES**

In the execution of its fiduciary obligation the Board will ensure a segregation of roles between itself (policy) and management (implementation) without abdicating its accountability role as imposed on it by applicable legislation.

## **9. FIDUCIARY RESPONSIBILITY**

All Board Members of the Library carry full fiduciary responsibility in terms of the binding Acts under which the Library is managed.

## **10. COMMITTEES**

The Board may appoint any committee to advise them on specific matters. The Board should determine the purpose of the committee, lifespan and all other related matters.

Each committee may consist of any number of members of which two should be Board members.

The Board in line with available Library budget should first approve all expenditure related to the performance and function of any committee

## **11. BOARD RELATIONSHIP TO STAFF AND EXTERNAL ADVISORS**

### **11.1 Attendance of non-Board Members at Board meetings**

The chairperson may permit members of the Library staff and outside parties to attend all or part of Board meetings at specific or regular times. The purpose for such attendance is to provide the Board with expert insights to their deliberations or as capacity building for potential Board Members. The Library Director should propose such attendance and should consult the Board before reaching a decision.

### **11.2 Board access to senior staff and the books and records**

Board Members in consultation with the Chairperson, may consult the Library' Senior Managers regarding information about the operations of the Organisation, records, documents and property, which they may require making competent decisions. Such contact should not be distracting to the business operation of the Institution and Consultation will take place with the full knowledge of the Library Director and the Chairperson of the Board.

### **11.3 Board access to external experts**

The Board may consult external professional advisors for advice on any matter deemed necessary relating to the operations and functions of the Library. If such consultation requires funding the Board must first approve the expenditure in line with the library's budget.

## **12 SUCCESSION AND EMERGENCY PLANNING**

The chairperson should determine in consultation with the Library Director, a succession plan for the Library Director and one for executive management. Similarly, acting arrangements for when the Library Director is away or indisposed should be pre-planned. Should the Library Director be indisposed for an extended period or indefinitely, the chairperson should consult with the Board on acting arrangements, before an acting Library Director is appointed.

## **13 BOARD MEETINGS**

13.1 Board meetings shall be held quarterly or as determined by the Board, in accordance with applicable legislation and within available budgets.

13.2 The Board shall make decisions by a majority of votes.

13.3 A record should be kept of the attendance of Board Members at Board meetings.

13.4 The chairperson, with the assistance of the Director, shall establish the agenda for each Board meeting and in doing so should consult with other Board Members where necessary. The chairperson should place any item on the agenda that is proposed in writing by a Board Member.

13.5 The Library Director shall, with the assistance of the Secretariat, ensure that information and data that is important to the Board's understanding of the business to be distributed in writing or in alternative formats before the Board meets. This material should be as brief as possible while still providing the essential information.

13.6 Board documentation should be sent to the Board Members in advance so that the Board's meeting time can be conserved, and the discussion time focused on questions the Board has about the material. On those occasions when the subject matter may in the opinion of the chairperson be too sensitive to record, the presentation will be discussed at the meeting.

13.7 Minutes of all Board meetings shall record the proceedings and decisions taken, the details of which shall remain confidential.

## **14 SECRETARIAL ROLES**

The Board, assisted by the Library Director, is responsible for the selection and appointment of the Secretariat. The Board Secretary is responsible for the delivery of secretarial services and adequate Board meeting logistics for the successful running of the Board's business. The Board Secretary shall attend all Board and Board Committee meetings to record the proceedings and decisions.

## **15 RESERVATION OF POWERS**

Except as reserved for in terms of applicable legislation, the Board has unfettered powers to govern the Organisation. The Board shall adopt a strategic plan for the business. In addition, all material matters reserved for decision by the Minister and the Board, and those powers that have been delegated to management are set out in the LIBRARY Delegated Powers document, 2006.

## **16 RISK MANAGEMENT AND INTERNAL CONTROL**

The Director of the Library must submit an annual risk assessment of the Library to the Board. The Board must ensure that the assessment is complying to prevailing policies and guidelines. The Board must also ensure that it continually reviews and forms its own opinion on the effectiveness of the risk management process.

## **17 MONITORING OF OPERATIONAL PERFORMANCE**

The Board should ensure that procedures are in place for monitoring and evaluating the implementation of its strategies, policies and business plans, as a measure of operational performance and management. This will be done through the Library's Strategic Plan and the quarterly reporting submitted to the Board for review purposes.

## **18 PUBLIC COMMUNICATIONS**

Public communications on the affairs of the organisation should normally be dealt with by management. The Board, may by exception, decide to communicate directly, in which case only the chairperson or his/her deputy should make such communication. An individual Board Member however has fiduciary responsibility to a wide range of stakeholders. Where such Board Member is compromised by a serious matter of conscience and feels compelled to make a public communication, he or she should first

discuss the matter with the chairperson and on the chairperson's advice, with the stakeholder.

## **19 INTEGRATED SUSTAINABILITY REPORTING**

The Library Board should identify, monitor and guide continuously on the nature and extent of the Library's transformation, ethical, safety, health and environmental management policies and practices. The disclosure of this information should be governed by the principles of reliability, relevance, clarity, comparability, timeliness and verifiability.

## **20 CODE OF ETHICS**

The Board should ensure that the Library is rendering its products and service in line with the agreed upon the values of the Library in line with its mission and vision. It should also ensure that principles and standards of ethical business practice in support of such values are adhered to. These principles and standards should be communicated to affected stakeholders in applicable formats, and the Board should assume responsibility and accountability to stakeholders for compliance with these.

Approved: 1 August 2008