

**MEMBERSHIP OF BOARD COMMITTEES, ETC**

**CONTENTS**

1. BOARD AUDIT COMMITTEE
2. REMUNERATION COMMITTEE
3. 'WHISTLEBLOWER'
4. CAPITAL PROJECTS COMMITTEE
5. INVESTMENT COMMITTEE

## 1. BOARD AUDIT COMMITTEE

### STATUS

The Board Audit Committee is a main committee of the British Library Board, without executive powers, comprising at least three non-executive members of the Board, one of whom acts as Chairman of the Committee *and a Quorum shall consist of at least two members*. The Chairman and members of the committee are appointed by the Board (on the recommendation of the Nomination Committee in consultation with the Chair of the Board Audit Committee), being Board members independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgement as committee members.

The Secretary of the Board shall also be Secretary to the Audit Committee.

### MEMBERSHIP/ATTENDANCE PROCESS:

The current members of the Audit Committee are:

Sir Kenneth Calman (Chairman)  
Lord Fellowes  
Eileen Mackay

At the request of the Chairman of the Audit Committee, the financial and other executive directors and further executives of the Library will be in attendance at committee meetings or for selected agenda items; and representatives of the Library's internal and external auditors may also be invited. The current participants in the Committee's meetings are :

Lynne Brindley	Chief Executive
Steve Morris	Director of Finance & Corporate Services
Andy Stephens	Board Secretary (Secretary)
Mike Roe	Head, Financial Operations
Ian Wallace	Internal Audit (RSM Bentley Jennison)
Sue Turner	Internal Audit (RSM Bentley Jennison)
Damien Brewitt	National Audit Office
Paula Jones	National Audit Office
Andy Hamer	National Audit Office

The Committee is able to obtain outside professional advice and, if necessary, to invite outsiders with relevant experience to attend its meetings.

The Secretary will make the minutes of the Audit Committee available to Board members who are not members of the Audit Committee, who shall also have the right of attendance at meetings of the Committee.

The Committee will meet as necessary, but at least three times a year.

### RESPONSIBILITIES:

The Committee's purview extends to all the operations within the British Library, including the preparation of the Library's financial accounts and its systems of management control and internal audit.

The Audit Committee's detailed responsibilities are:

- To review the Library's internal and external financial statements and reports in the light of best practice;
- To review the effectiveness of the Library's internal control system in ensuring that the aims, objectives and key performance targets of the organisation are achieved in the most economic and effective manner;

- To review and advise the Board on the content of the corporate governance report and the statement of internal control in the Library's Annual Report and Accounts;
- To review and advise the Board on the Library's risk assessment and risk management process;
- To review the Library's internal audit service in the light of the standards specified in the Government Internal Audit Manual and agreed levels of service;
- To review the scope and nature of the work of the internal audit function which shall be in accordance with The Standards for the Professional Practice of Internal Auditing of The Institute of Internal Auditors;
- To recommend the appointment and termination of employment of the internal auditors who shall have a right of access to the Chairman of the Committee at all times; to recommend to whom it should report; to receive and review reports from the internal auditors; and on occasion to recommend audit assignments to be conducted on the Committee's behalf;
- To consider and advise the Board on the Library's annual and long term internal audit programme;
- To consider internal audit reports, including value-for-money reports, and the arrangements for their implementation including the adequacy of the management responses to issues identified by audit activity;
- To discuss with the external auditors the nature and scope of each audit and to promote the fullest co-operation of the Library's management and staff with the external auditors;
- To consider all relevant reports by the external auditor, including reports on the Library's accounts, achievement of value for money, and the response to any management letters;
- To ensure that arrangements exist for effective co-operation between the internal and external auditors in line with HM Treasury Guidance;
- To review the operation of the Library's Code of Practice for Board Members and Code of Conduct for staff;
- To consider any other matters where requested to do so by the Board;
- To report at least once a year to the Board on the discharge of the above duties.

The Audit Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Training requirements for members of the Board Audit Committee will be identified and incorporated within a formal framework of training provision.

The Audit Committee shall, at least once a year, meet with the External Auditors without the Internal Auditors or Management present. Likewise the Audit Committee shall meet with the Internal Auditors at least once a year.

Approved November 2004 (BLB 04/83)

Secretariat contact: Board Secretary

Frequency of meetings: 4 per annum  
Despatch of papers: 1 week in advance of meeting

## **2. REMUNERATION COMMITTEE**

[BLB 04/71 Approved SEPTEMBER 2004]

### **Terms of Reference**

1. The Remuneration Committee is a main committee of the Board without executive powers, comprising three non-executive Board members and chaired by an independent non-executive Board member. The Committee reports to the Board.
2. Members of the Committee are appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Remuneration Committee, being independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgement as Committee members.
3. The Director of Human Resources acts as Secretary to the Committee.
4. At the request of the Chairman of the Committee, the Chief Executive and other Executives of the Library may be in attendance at meetings of the Committee, or for selected agenda items. No Executive of the Library will be in attendance or play any part in discussions and decisions about their own remuneration.
5. The Committee is able to obtain external professional advice and, if necessary, to invite external advisors to its meetings.
6. The Committee normally meets twice a year.
7. The quorum necessary for the transaction of business shall be 2.
8. Minutes of committee meetings will be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.
9. The Committee fulfils the following responsibilities:
  - (i) to keep under continuous review the terms and conditions of the Chief Executive
  - (ii) to undertake an annual review of the Chief Executive's salary and performance bonus and make recommendations to the Board
  - (iii) to consider the recommendations of the Chief Executive in relation to the annual review of the salary and performance bonuses of the Executive Team and similarly for any other equivalent paid senior staff
  - (iv) to represent the Board in relation to considerations relating to [delete: the negotiations of] the terms and conditions of all other Library employees
  - (v) to carry out any other review, and make any other recommendation, which in its opinion, or at the request of the Chief Executive, it believes to be relevant to the Board's statutory responsibilities in relation to the terms and conditions of the Library's employees.
10. The Committee will, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. The current members of the Remuneration Committee are:

Sheila Forbes (Chair)  
Professor Bob Burgess  
Sir Colin Lucas  
Dawn Airey

In attendance:  
Mary Canavan (Secretary), Director of HR

Secretariat contact: Mary Canavan  
Frequency of meetings: as and when required  
Despatch of papers: 1 week in advance of meeting

### **3. 'WHISTLEBLOWER'**

The background to the establishment of this confidential avenue for staff to raise issues of concern about impropriety in addition to the established procedures within the management line is contained in BLB 96/107, considered by the Board in October 1996.

Nominated by the Board to investigate any staff concerns of this nature: Vacancy

### **4. CAPITAL PROJECTS COMMITTEE**

#### **TERMS OF REFERENCE**

##### **Introduction**

At its meeting on 17 May 2005, the British Library Board determined that it wished to receive necessary assurances about the management of the Library's two current multi-£m capital construction projects - the British Library Centre for Conservation and the Additional Storage Programme – and therefore it agreed to establish a Board Capital Projects Committee with the following Terms of Reference.

##### **Role and Responsibilities**

The role of the Capital Projects Committee is to assist the Board of the British Library to satisfy itself as to the adequacy and effectiveness of the arrangements for project management of a) the British Library Centre for Conservation project and b) the Additional Storage Programme project.

The initial task of the Committee will be:

- \* to challenge, and obtain necessary assurances from the Executive and from the Library's contractors in respect of:
  - o project financials;
  - o monitoring and reporting arrangements;
  - o project management and governance;
  - o contingency planning and provisions;
  - o risk assessment and risk management processes; and
  - o other areas of assurances identified by the Committee taking account of the existing OGC Gateway review process; and
  
- \* to advise the Board on the above matters prior to submission of the projects to the Board for final approval, between or at formal Board meetings, and make recommendations as appropriate.

Following final approval of the projects, the task of the Committee will be:

- \* to continue to assist the Board in its oversight of the progress of the projects, for example by advising on the frequency of regular reports to the Board and by reviewing these and other reports in advance, advising the Board accordingly.

### **Status**

The Capital Projects Committee is a limited-life committee of the British Library Board, without executive powers, comprising at least two non-executive members of the Board, one of whom acts as Chair of the Committee, and the Chief Executive. Two non-executive members shall constitute a quorum. The Committee's existence does not detract from the responsibilities of the Senior Responsible Officers nor of others with formal responsibilities for the project nor from those of the Chief Executive as Accounting Officer.

### **Membership / Attendance / Process**

The current members of the Capital Projects Committee are:

Eileen Mackay (Chair)  
Lynne Brindley  
Robin Broadhurst  
Paul Goffin, Deputy Director of Estates, University of Leicester

At the request of the Chair, executives of the Library will be in attendance at committee meetings or for selected agenda items, and representatives of the Library's internal support team and/or contractors may also be invited. The current regular participants in the Committee's meetings are:

Steve Morris	SRO, Additional Storage Programme
Chris Fletcher	Head of Programme, Additional Storage Programme

The Committee is able to obtain outside professional advice and, if necessary, those external advisers may be invited to attend its meetings.

The Secretary of the Board acts as Secretary to the Capital Projects Committee. The Secretary will make the minutes of the Capital Projects Committee available to Board members who are not members of the Committee. The Secretary is also responsible for presenting the Committee's advice to the Board.

The Committee will meet as necessary. Meeting papers will normally be despatched 1 week in advance of meetings.

## **5. INVESTMENT COMMITTEE**

APPROVED JULY 2006

### **Terms of Reference**

1. The Investment Committee is a main committee of the Board without executive powers, comprising at least three members of the Board, one of whom acts as Chairman of the Committee. The Committee reports to the Board.
2. The Chairman and Members of the Committee are appointed by the Board being independent of management and free of any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgement as Committee members.
3. The Director of Finance & Corporate Services acts as Secretary to the Committee.

4. At the request of the Chairman of the Committee, other Executives of the Library may be in attendance at meetings of the Committee, or for selected agenda items.
5. The Committee is able to obtain external professional advice and to invite external advisors to its meetings.
6. The Committee is able to co-opt one external (i.e. non-Board) member with particular experience and expertise in finance and investment matters.
7. The quorum necessary for the transaction of business shall be two, both of whom shall be members of the BL Board.

8. The current members of the Committee are:

Prof Sir Colin Lucas (Chair)  
Robin Broadhurst  
Eileen Mackay  
Lynne Brindley  
Danny Truell (Wellcome Trust)

The current participants in the Committee's meetings are:

Steve Morris	Director of Finance and Corporate Services (Secretary)
Mike Roe	Head of Financial Operations
Adam Walker	Barnett Waddingham

9. The Committee normally meets once a year.
10. Minutes of Committee meetings will be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.
11. The Committee fulfils the following responsibilities:
  - (vi) to receive reports from the Investment Managers and to keep their performance under review
  - (vii) to recommend to the Board the appointment of Investment Managers to undertake the day-to-day investment management of the Board's trust funds in accordance with agreed policy
  - (viii) to formulate and keep under review the investment policy governing the Board's trust funds and to make recommendations to the Board. In discharging this responsibility the Committee will take into account associated areas of risk
  - (ix) to formulate and keep under review the spending policy arrangements governing the Board's trust funds and to make recommendations to the Board.
12. The Committee will review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Corporate Secretariat  
Last updated: January 2008