

NEOS GOVERNANCE CHARTER

November 2008

Purpose: The purpose of the NEOS Governance Charter is to provide Member Library Directors with guidance in the discharge of their duty to oversee the affairs of the NEOS Library Consortium for the benefit of their clients and member institutions. The Member Library Directors have approved the Governance Charter and have designated committees to assist in the operation of the Consortium.

Definitions:

- a) Assigned Designate – means the person, other than the Library Director, who either:
 - o Is appointed by the Member Library, for not less than two (2) years, to represent the Member within NEOS and to act with full authority on their behalf in regard to all NEOS matters;
 - o Due to an extended absence of the Library Director, becomes Acting Library Director and, in that role, serves as the institutional representative to NEOS
- b) Chair – means the Chair, from time to time, of the Executive Committee elected in accordance with provisions of the Charter
- c) Charter – means the NEOS Governance Charter
- d) The Consortium – means the NEOS Library Consortium
- e) Ex-officio – means membership on a committee by virtue of a particular office or position held
- f) Executive Committee – means the committee of the NEOS Library Consortium constituted in accordance with the provisions of the Charter
- g) Executive Members – means the members of the Executive Committee
- h) ILS – means the integrated library automation system currently in place
- i) Library Director – means the person appointed by the Member to represent the Member within NEOS, and to act with full authority on their behalf in all NEOS matters
- j) MOU – means the whole of the Memorandum of Understanding signed by NEOS Members
- k) Member Library(ies) - means the specific libraries listed in the MOU, as amended from time to time
- l) Members – legal entities which own and operate the Member Libraries of NEOS
- m) NEOS – means the registered mark of the University of Alberta which has been licensed to the Members for use in connection with the NEOS Library Consortium
- n) NEOS Governance Charter – means the roles, responsibilities and authority of the various levels of governance of the NEOS Library Consortium
- o) NEOS Library Consortium – means a consortium of libraries that signed an agreement – Memorandum of Understanding – to provide shared access to information in a cost effective manner. The Member Libraries develop policies in support of that agreement

- p) NEOS Manager – means the person employed as such by the University
- q) University – means the Governors of the University of Alberta

1.0 Member Libraries

1.1 Mandate: To provide direction to and establish policy for NEOS.

1.2 Membership:

The Library Director or assigned designate who represents each Member Library.

1.3 Terms of Reference:

- 1.3.1 Fulfill the provisions as outlined in the *Obligations of NEOS Membership* document.
 - In exceptional circumstances, an application for exemption from an obligation may be considered by the Executive Committee. Any request must be directed to the Executive Committee, in writing, and accompanied by the rationale
- 1.3.2 Establish and regularly review the Vision, Mission, Values, Strategic Plan and governing documents of NEOS.
- 1.3.3 Establish the policies of NEOS including finances, obligations of membership, programs and advocacy.
- 1.3.4 Elect an Executive Committee, including Chair, and assign to it such duties as are necessary to conduct the business of the Consortium.
- 1.3.5 Any Committee or Library Director may request a reconsideration of NEOS policy by following procedures outlined in the *Policy on NEOS Policies – Reconsideration of NEOS Policy*.

1.4 Meetings of Member Libraries:

- 1.4.1 The Chair calls at least two business meetings of Member Libraries per year. Annual Committee reports and financial statements are presented, and elections for the Executive Committee held, during the Spring business meeting as required by the *Memorandum of Understanding*. Financial matters, including budgeting for the following year are considered at the Fall business meeting. Library Directors are expected to attend every business meeting.
- 1.4.2 In addition to regularly scheduled meetings, the Executive Committee may by a majority vote, call a special meeting of the Member Libraries.
- 1.4.3 The Executive Committee shall, at the request of more than fifty (50%) percent of the Library Directors, direct the Chair to convene a meeting of the Member Libraries to deal with the matter(s) identified in the request.
- 1.4.4 The NEOS Manager shall provide each Library Director with at least ten (10) working days notice of meetings. A confirmation of attendance is required. If a Library Director is unable to attend, the NEOS Manager shall request the name of a proxy from the Library

Director. The proxy must have full authority to act on behalf of the Library Director and written notice of the proxy must be sent to the NEOS Manager.

- 1.4.5 The meeting package must be distributed to Library Directors at least five (5) working days prior to the meeting.
- 1.4.6 The NEOS Manager is responsible for the Minutes of meetings of Member Libraries. *(Policy on NEOS Manager Responsibilities)*
- 1.4.7 Approved meeting Minutes are distributed to Library Directors.
- 1.4.8 A quorum for meetings of Member Libraries shall consist of at least two-thirds (2/3) of the Library Directors or their proxies. If a quorum is not attained within one-half (1/2) hour following the scheduled start of any meeting, such meeting shall be adjourned for a period of up to thirty (30) days to such location and time as determined by the Executive Committee and notice of this shall be given to all Member Libraries by the NEOS Manager.

2.0 Executive Committee

2.1 Mandate:

The Executive Committee receives direction from the Library Directors, and is responsible for recommending a strategic plan and policies that are aligned with the NEOS Vision and Mission. The Executive Committee oversees the efficient and effective operation of NEOS on behalf of the Library Directors, in alignment with available resources.

2.2 Membership:

- 2.2.1 Chair of Executive Committee - is elected by the Library Directors for a two-year renewable term. A Chair who has served more than half a term in office is considered to have served a full term. Outgoing Chairs are not eligible for nomination to Executive Committee until they have been off the Executive Committee for two years. The Chair shall have prior experience as an Executive Member.
- 2.2.2 NEOS Manager - is employed by the U of A to manage the operations of NEOS, is ex-officio on the Executive Committee, and does not vote. The NEOS Manager serves as the Executive liaison for the Communications and Promotions Committee and the Continuing Education Committee.
- 2.2.3 Four Library Directors with portfolio responsibilities regarding policy issues.
 - Three members are elected by Library Directors – Technology Liaison to the University of Alberta, Technical Services Committee Liaison, and Governance Policy Committee Liaison
 - One member is appointed by the U of A Chief Librarian – Access Services Committee Liaison
- 2.2.4 Executive Members are elected for a two-year term, and may be nominated to a second two-year term. They are eligible again for nomination after two years off the Executive Committee. Executive Members who have served more than half a term in office are considered to have served a full term.
 - An elected Executive Committee position is not transferable.
 - Assigned Designates are eligible to be nominated for the Executive provided they can complete a full two year term.

- The Executive Committee may declare a position vacant and appoint a replacement for any elected Executive Member who is unable to complete the term or who has more than two consecutive unexcused absences.

2.3 Terms of Reference:

- 2.3.1 Reports to the Library Directors through the Chair.
- 2.3.2 Oversees the work of the NEOS Manager.
- 2.3.3 Reviews policy issues and recommended changes brought forward by Executive Committee liaisons.
- 2.3.4 Develops and presents the Strategic Plan to the Library Directors for approval. Upon approval, oversees and implements the Plan, reports on progress and recommends modifications to the Library Directors.
- 2.3.5 Develops and manages an annual budget.
 - Pays all expenses and other financial commitments promptly;
 - Discloses all financial information about NEOS to Members on an annual basis and as requested;
 - Reviews the assessment structure annually and revises as required.
 - Limits unbudgeted contract expenditures to \$10,000 in any single year.
- 2.3.6 Annually strikes a Nominating Committee for the purpose of replacing Executive Committee Members whose terms have expired.
- 2.3.7 Directs the development and review of policies for recommendation to the Library Directors for approval.
- 2.3.8 Authorizes and establishes NEOS committees, task forces and working groups..
- 2.3.9 Receives and assesses new applications for membership.
- 2.3.10 Accepts new members in accordance with established policies and procedures.
- 2.3.11 Negotiates alliances with other consortia and libraries.
- 2.3.12 Receives notification and assesses the impact of changes in organizational status of Member Libraries, with regard to the Members' continuing status within NEOS.
- 2.3.13 Ensures that Member Libraries comply with the *Obligations of Membership in the NEOS Library Consortium*.
- 2.3.14 Receives, considers and makes decisions on any application for exemption to the *Obligations of Membership in the NEOS Library Consortium* document and informs Member Libraries of decisions.
- 2.3.15 Ensures that membership benefits take effect after fees have been paid and the MOU and the ILLSA agreement have been signed.
- 2.3.16 Provides a forum for discussion and resolution of problems arising from NEOS operations.

- 2.3.17 Resolves disputes between parties if requested, in writing, by those parties. (*NEOS Memorandum of Understanding, Article 16: Dispute Resolution*)
- May appoint a person/persons to consult with the parties involved and attempt to find a resolution to the dispute within a mutually agreed upon time frame.
- 2.3.18 Develops and ensures the implementation of strategies for promoting NEOS.
- 2.3.19 Ensures appropriate communication with Member Libraries, committees, partners, Service providers and the greater library community.

2.4 Meetings of the Executive Committee

- 2.4.1 The Executive Committee meets approximately once per month.
- 2.4.2 A meeting of the Executive Committee may take place by telephone conference call or by other similar means, provided that during any such meeting all comments of the Executive Members can be heard by other Executive Members.
- 2.4.3 The meeting package is to be sent to Executive Committee members at least five (5) working days in advance of the meeting. Any Executive member who is unable to attend a meeting shall notify the Executive Chair.
- 2.4.4 Notice of the meeting, including the meeting Agenda, is to be posted to NEOS-dir at least two (2) working days in advance of the meeting.
- 2.4.5 The Chair shall, at the request of three (3) or more Executive Members convene a special meeting of the Executive Committee to deal with the matter identified in such request.
- 2.4.6 The Chair shall, at the request of more than one-third (1/3) of the Member Libraries, convene a special meeting of the Executive Committee to deal with the matter identified in such request.
- 2.4.7 The NEOS Manager is responsible for the Minutes of the Executive Committee. (*Policy on NEOS Manager Responsibilities*)
- 2.4.8 Approved Minutes are distributed to Library Directors.
- 2.4.9 A quorum for meetings of the Executive Committee shall consist of a majority of voting members. If a quorum is not attained within one-half (1/2) hour following the scheduled start of any meeting, such meeting shall be adjourned for a period of up to thirty (30) days to such location and time as determined by the Executive Chair, and notice shall be given to all Executive Members by the NEOS Manager.

3.0 Chair of the Executive Committee

3.1 Mandate:

Facilitates the work of the Executive Committee and provides leadership to NEOS

3.2 Terms of Reference:

- 3.2.1 Chairs all meetings of the Executive Committee and of Library Directors.
- 3.2.2 The Chair calls meetings approximately once a month September through June, and as necessary in the summer. Members may participate by teleconference.
- 3.2.3 Prepares the Agendas for Executive Committee meetings and distributes them to members of Executive Committee five (5) days in advance of the meeting; and posts them on NEOS-dir listserv a minimum of two (2) days in advance of the meeting.
- 3.2.4 In collaboration with the NEOS Manager, prepares the Agenda for meetings of Library Directors. The Agenda is approved by the Executive Committee.
- 3.2.5 Designates an Alternate Chair from the Executive Committee in cases where the Chair cannot attend a meeting of the Executive Committee or Library Directors.
- 3.2.6 Ensures the timely execution of any decision made by the Executive Committee or Library Directors.
- 3.2.7 Provides a written report to each meeting of Library Directors.
- 3.2.8 Carries out such public relations and additional duties as the Executive Committee shall designate from time to time.

4.0 NEOS Manager

- 4.1 The NEOS Manager is an ex-officio, non-voting member of the Executive Committee and other NEOS committees. The mandate, terms of reference and authority of the NEOS Manager are defined in the *NEOS Policy on Manager Responsibilities*.

5.0 NEOS Committees

- 5.1 The Executive Committee authorizes and establishes NEOS committees, task forces and working groups, and develops specific mandates and terms of reference for each. Sub-committees may be formed within existing committees to perform specific tasks. They report and are responsible to the committees that form them.
- 5.2 Executive Committee Members have assigned portfolio responsibilities and liaise with their respective committees. They take any policy issues or recommended changes back to Executive Committee, and communicate Executive direction back to the committee.
- 5.3 The following apply generally to all NEOS committees:
 - a) NEOS committees report to the Executive Committee, through their designated liaison committee member.
 - a. Written reports are submitted to each Library Directors meeting.

- b. Committee Chairs may attend an Executive Committee meeting annually in October to review strategic direction for the year and to discuss any budget requirements.
- b) Appointment is in accordance with the terms of reference for each committee.
 - a. Chairs of NEOS committees are selected in accordance with the terms of reference for each committee.
 - b. The existing Chair may let his/her name stand for re-appointment for one renewal.
 - c. Incoming Chairs assume their duties effective June 1.
 - d. Committee Chairs maintain a current member list.
 - e. Outgoing Chairs provide the current member list and all pertinent committee documents to the incoming Chair.
- c) New Chairs receive an orientation from the NEOS Manager.
- d) NEOS committees are required to maintain official Minutes.
- e) Where voting occurs, each committee member is entitled to one vote.
- f) No Committee member may assign their vote to another committee member.

6.0 Parliamentary Procedure

- 6.1 Unless otherwise noted in this document, NEOS shall be governed by parliamentary procedure as outlined in Robert's Rules of Order.