

TRUSTEE DUTIES AND RESPONSIBILITIES

“Trustee/board members owe allegiance to the institution and must act in good faith with the best interest of the institution in mind. The conduct of a trustee/board member must, at all times, further the institution's goals...”

Statement on the Governance Role of a Trustee or Board Member, New York State Board of Regents

A trustee is a person to whom property is legally committed in trust. A library trustee's commitment is to both the physical property and resources of the library and the services it provides. The library board has the final responsibility to see that its library provides the best possible service to its community.

The New York State Board of Regents, the institution responsible for the chartering and oversight of education corporations in New York, describes the duties of trustees as those of *“Care, Loyalty and Obedience.”* All actions must be taken with these principles in mind.

Duty of Care

A trustee or board member must act in good faith and exercise the degree of diligence, care and skill that an ordinary prudent individual would use under similar circumstances in a like position.

Duty of Loyalty/Conflicts of Interest

Trustees/board members owe allegiance to the institution and must act in good faith with the best interest of the organization in mind. The conduct of a trustee/board member must, at all times, further the institution's goals and not the member's personal or business interests...A trustee/board member should avoid even the appearance of impropriety.... Acts of self-dealing constitute a breach of fiduciary responsibility that could result in personal liability and removal from the board.

Duty of Obedience

A trustee/board member has a responsibility to insure that the institution's resources are dedicated to the fulfillment of its mission. The member also has a duty to ensure that the institution complies with all applicable laws and does not engage in any unauthorized activities.

In addition, the Regents charge the Trustee to “*ensure that financial resources are being used efficiently and effectively toward meeting the institution's goals*”; and to “*hire a CEO to manage the operation of the institution and evaluate his/her overall performance*”.

(All excerpts from: Statement on the Governance Role of a Trustee or Board Member; New York State Board of Regents, http://regents.nysed.gov/about/statement_governance)

The responsibilities of trustees are few in number but broad in scope. They are:

- Create and develop the mission of the library;
- Regularly plan and evaluate the library's service program based on community needs;
- Select, hire and regularly evaluate a qualified library director;
- Secure adequate funding for the library's service program;
- Exercise fiduciary responsibility for the use of public and private funds;
- Adopt policies and rules regarding library governance and use;
- Maintain a facility that meets the library's and community's needs;
- Promote the library in the local community and in society in general;
- Conduct the business of the library in an open and ethical manner in compliance with all applicable laws and regulations and with respect for the institution, staff and public.

Every trustee makes a personal commitment to contribute the time and energy to faithfully carry out these duties. Although the board is legally responsible for all aspects of the library as an institution, it is unreasonable to expect a trustee or the whole board to be an expert on every activity or concern that affects the library. Sometimes the most important thing a board can do is acknowledge that it does not have enough information or resources, and to ask for help.

A trustee must make decisions based on the best information available. It is often wise to consult with your public library system staff or specialists such as lawyers, accountants, architects, insurance professionals, IT professionals and other knowledgeable experts.

Under New York State law, library boards have broad and almost exclusive powers and authority to administer the library. The board should not only be concerned with the internal operations of the organization but also alert to external trends and changes that can affect the library's program of services. Being proactive and open to change is imperative in order to survive and thrive in a world in which change is the only constant.

Checklist for Effective Library Trustees:

- ✓ Be active and informed about library matters in general and of those affecting your library. Ask questions of the director and study the issues.
- ✓ Attend all board meetings and be prepared to participate knowledgeably.
- ✓ Question issues until you understand. Don't be reluctant to vote "No" on a proposal you don't understand or are uncomfortable about.
- ✓ Be a team player and treat your fellow board members with respect.
- ✓ Support board decisions even if you disagree. A democracy works by the rule of the majority. Seek reconsideration in the future if circumstances change.
- ✓ Understand the roles of all involved - the board, director, staff, Friends, and patrons. Respect all opinions; whether you agree or not.
- ✓ Conflicts of interest by any board member are the concern of all members of the board. A trustee or family member may not receive, or appear to receive, any gain, tangible or intangible, in dealing with the library.
- ✓ Advocate for the library in every manner possible.

- ✓ Support competitive salaries in order to attract and retain qualified staff. Appropriate compensation is a direct measure of the commitment and respect a community has for the institution and its staff.
- ✓ Annually evaluate the board, individually and as a whole. This process has proven to be an effective means to improve intra-board communication and bring focus to the tasks at hand.
- ✓ Understand and respect the role of the director as Chief Executive Officer (CEO) of the library corporation and support the director's administrative decisions.
- ✓ **Lastly, it's about the Library, not about you. Always remember that your primary job is to provide the highest quality library service possible for your community, not the cheapest.**

Resources:

- NYS Board of Regents: Statement on the Governance Role of a Trustee or Board Member http://www.regents.nysed.gov/about/statement_governance
 - Right From the Start: Responsibilities of Directors of Not-For-Profit Corporations [NYS Office of the Attorney General] <http://www.charitiesnys.com/pdfs/Right%20From%20the%20Start%20Final.pdf>
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ORIENTATION OF NEW TRUSTEES

A successful trustee begins with a thorough understanding of libraries and the laws that govern them. A formal orientation with the library director and the Board President is the best way to learn about your organization. This orientation should include a discussion of the library's mission and goals, its role in the community and a review of the critical issues facing the organization. A good orientation will provide trustees with the information they need to carry out their responsibilities effectively and will generate a spirit of ongoing curiosity about the library and its role in the community.

Responsibility for planning and conducting the new trustee orientation is shared among the Board President, other board members and the library director. The specifics will vary depending upon the style of the board and the size and type of library. Regardless, it is essential to have a formal orientation for all new trustees as soon as possible.

All new trustees should receive a tour of the library, an opportunity to meet the staff, and an orientation to the library's website and online resources. It is considered a best practice to provide every library trustee with a specific library e-mail account in order to clearly distinguish library related e-mail correspondence from personal e-mail. Remember, for libraries subject to the Freedom of Information Law (FOIL), e-mails related to library business may be subject to public scrutiny.

In the orientation process, the library director and Board President can provide information on:

- Mission, goals, long-range plans and projects in progress;
- How the library is organized and governed;
- Responsibilities and expectations of trustees;
- Funding sources and how the budget is created and managed;
- Ways the library serves the needs of the community and how it is linked to other organizations and resources;
- Recent accomplishments and challenges;
- Board relationships with the director, staff and volunteers;
- Day-to-day operations.

Every trustee should receive a thorough orientation and packet of essential documents to keep in a notebook of library related materials. It is wise to become familiar with these items before you fully participate in board decisions.

The following information is typically provided in print or on a trustee area of the library's website:

- A brief history of the library;
- Copies of the library's charter documents;
- A map of the library's service area;
- Bylaws of the board of trustees;
- Board membership and contact information;
- Board committee memberships;
- Schedule of board meeting dates;
- Minutes of recent board meetings;
- Information on Open Meetings Law;
- Library policy manuals;
- Long range or strategic plans and master facility plan;
- Current operating budget;
- Recent monthly financial reports and statistics;
- Results of the most current community survey about the library;
- Union contract (if applicable);
- Staff Handbook;
- Staff List & Organization Chart;
- Previous annual audit(s);
- Library service contracts and other key documents pertaining to the library;
- An explanation of the library's public library system, including the services they provide to the library;
- Library newsletters, brochures and annual reports to the community;
- Information on the Friends of the Library (if applicable);
- Handbook for Library Trustees of New York State*;
- Board of Regents *Statement on the Governance Role of a Trustee or Board Member*: http://www.regents.nysed.gov/about/statement_governance;
- Resume or brief biography of the library director;

- Upcoming continuing education and networking opportunities through the local library system, State Library, LTA and NYLA;
- List of local, county, state and federal legislators that represent the library's service area; and
- Compliance calendar that indicates due dates of major reports and events for the organization.

All trustees should keep this notebook up to date by adding to it such documents as minutes and reports that are distributed at board meetings.

Resources:

- *Webinar*: What Every Trustee Should Know: <https://vimeo.com/134973499>
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