

TRUSTEE DUTIES AND RESPONSIBILITIES

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Based on Handbook for Library Trustees - 2005 Edition
and
The Mid-Hudson Library System's Across the Board - Roles & Responsibilities - Summer 2008
and
Statement on the Governance Role of a Trustee or Board Member - Revised May 2010

“To act for someone else’s benefit with special responsibilities for the administration, investment of assets that belong to someone else.”-

New York State Not-for-Profit Corporation Law

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 to the services it provides. The library board has the final responsibility to see that its library provides the best possible service to its community. In the words of New York's Not-for-Profit Corporation Law, *“Directors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent men would exercise under similar circumstances in like positions.”*

The duties of trustees are broad in scope. The 12 duties are:

1. Create and develop the mission of the library
2. Select and hire a qualified library director
3. Regularly plan and evaluate the library's service program
4. Secure adequate funding for the library's service program
5. Exercise fiduciary responsibility for the use of public and private funds
6. Adopt policies and rules regarding library governance and use
7. Maintain a facility that meets the library’s and community’s needs
8. Promote the library in the local community and in society in general
9. Conduct the business of the library in an open and ethical manner in compliance with all applicable laws and regulations.
10. Duty of Care
11. Duty of Loyalty/Conflicts of Interest (Nepotism)
12. Duty of Obedience

1. Create and develop the mission of the library

A mission statement helps people understand the overall purpose of the organization. A mission statement should say who you are, what you do, what you stand for and why you do it. When preparing a mission statement the Board should consider the library's collections, services, markets, values, and its public image. An effective mission statement should be able to tell your story in less than 30 seconds. Make sure that everyone in the library is comfortable sharing the mission statement in 30 seconds or less. This is not only good practice but good image building as well. It provides a consistent picture of your library and a purpose for everyone in your organization.

2. Select and hire a qualified library director

One of the most important activities of a board of Trustees is to hire an individual to manage and operate the library on its behalf. The Library Director is the Chief Executive Officer (CEO) of the library. This individual is responsible for the day to day operation of the library, providing the Board of Trustees the information it requires to fulfill their responsibilities and implementing Board policy.

The relationship between the Board and the Director is not a traditional employee-manager relationship, although there are levels of accountability on both sides, as the Board and Director work as a team to move the library forward. It is also essential to recognize that the Board is a “collective authority.” Specific communication with the director should be funneled through the board president. All management issues should go solely to the director. Staff questions should be referred to the director. Directives must come from the collective action of the Board, based on decisions which have been approved by the majority members.

One of the key responsibilities of the Board is to annually evaluate the Director. This evaluation should focus on the Director’s performance in the context of the library’s performance. This is clearly linked to the long range plan of the library.

3. Regularly plan and evaluate the library's service program

Management literature clearly shows that the most successful organizations are those which have a sense of where they are headed. A long range plan, based on the library’s mission, is a “map” outlining the direction an organization will take to achieve its mission. Planning helps to create a shared vision for the board, the director and staff. A long range plan helps the members of the Board in decision making.

Engaging community stakeholders in the planning process helps to get a broader range of input, assists in better understanding how the community perceives the library and to better understand its expectations. A community based planning process also helps to garner support for the library by building a broader base of library advocates. The library’s long range plan will influence budgeting, policy, and the evaluation of the Director.

In order to monitor the library’s progress in achieving its long range objectives it is essential to annually evaluate the plan.

Commissioner’s Regulations (90.2) require libraries to meet the *New York State Minimum Standards for public libraries*. One element the minimum standards is the need for a “board-approved, written long-range plan of service.”

4. Secure adequate funding for the library's service program

The library Director must be full partner in the budget development process. The Director has the insider's perspective on library services and costs. However, it is the trustees’ responsibility to secure adequate funding to allow the library employ sufficient staff, manage and maintain a building, acquire and maintain the collections, technology and other goods and equipment and provide the appropriate programs to meet the needs of the community. Library funding should be linked to the services and programs identified in the long-range plan.

The library's budget can be seen in two parts - operational and fundraising. The primary responsibility of the Board is to find a way to stabilize the library's revenue through a secure source (tax dollars) voted on by the public. A public budget vote helps to ensure buy-in from the voters. The operational component refers to cost of running the library, including such items as paying adequate staff salaries and benefits; upkeep of the facility; utilities; books and other library materials; technology, etc.

Commissioner's Regulations (90.2) require libraries to meet the *New York State Minimum Standards for public libraries*. One element of the minimum standards requires that the Board "presents annually to appropriate funding agencies a written budget which would enable the library to meet or exceed these standards and to carry out its long-range plan of service."

5. Exercise fiduciary responsibility for the use of public and private funds

Trustees have ultimate accountability for the funds secured for the operations of the library. According to the NYS Board of Regents, library trustees must "ensure that assets are properly used, laws and regulations are followed, and the public interest is best served." This is achieved through the actions of the board in developing a budget, establishing policies, developing procedures that insure compliance with laws and regulations and maintaining a system of checks and balances.

The Board should receive, review and understand up-to-date reports on the financial status of the library in relation to the adopted budget. Every library should have an audit or independent financial review done regularly.

Once the budget is passed the Board is authorizing the Director to use the funds within the budget categories it approved. Should there be a requirement for one or more categories to be adjusted, these adjustments must be brought to and approved by Board.

6. Adopt policies and rules regarding library governance and use

A vital responsibility of the Board is to ensure that its actions are accountable, transparent, and consistent in order to protect the reputation of the institution. This is best achieved by adopting clearly written library policies which will guide the operation of the library. Written policies provide consistency for patrons and staff, help to resolve misunderstandings, reduce incidents of conflict, and help to protect the library against litigation.

Policies fall into two broad categories:

- (1) **External** (Collection; Public Space; Meeting Room and Exhibit Space; Internet)
- (2) **Internal** (for example: Personnel; Fiscal; Conflict of Interest; Disaster Plan; Confidentiality of Patron Records)

The library Director is responsible for interpreting and carrying out library policies, for keeping the Board informed about issues which may have a policy implication and advising the board in matters of policy making.

The library should carry Directors and Officers insurance to cover trustees and the Director in the event that they are named in a lawsuit against the library, its governing board of trustees, the library director or trustees individually. This is a rider available through the library's insurance carrier.

Commissioner's Regulations (90.2) require libraries to meet the *New York State Minimum Standards for public libraries*. One element of the minimum standards is the need for a "board-approved, written policies for the operation of the library."

7. Maintain a facility that meets the library's and community's needs

In order to provide the community the services and programs outlined in its long range plan the Board must maintain an adequate facility. The facility must have adequate space, for collections, seating, and programs, the location should be easily accessible to everyone in the community, it should be accessible to disabled persons; there must be sufficient lighting, there should be adequate furniture and seating to meet community needs, the building should be properly maintained and cleaned and the general ambiance should be inviting and comfortable. One important and often overlooked issue is that there be adequate workspace for the staff and the furniture and equipment should meet ergonomic requirements.

Commissioner's Regulations (90.2) require libraries to meet the *New York State Minimum Standards for public libraries*. One element the minimum standards is that the Board "maintains a facility to meet community needs, including adequate space, lighting, shelving, seating, and restroom."

8. Promote the library in the local community and in society in general

Trustees should be strong advocates for their local libraries and libraries in general. Advocacy is not only about securing adequate funding and assuring that the legislators and citizens are aware of the fundamental needs of the library, it also involves getting the "word out" – promoting library services and programs. This requires that Trustees keep informed about service and programs, make time to meet with local groups to promote the library, attend local, regional, state and when possible national library conferences to learn about issues and trends which may affect libraries. This responsibility also requires that the Board support the library Director's effort to regularly communicate with the community, through a newsletter, annual report and other promotional materials.

Commissioner's Regulations (90.2) require libraries to meet the *New York State Minimum Standards for public libraries*. Two elements in the minimum standards require that the Board "presents an annual report to the community on the library's progress in meeting its goals and objectives" and "distributes printed information listing the library's hours open, borrowing rules, services, location and phone number."

9. Conduct the business of the library in an open and ethical manner in compliance with all applicable laws and regulations

This responsibility is a part of every action of the Board. It is essential that Trustees are aware of the basic Laws and Regulations which apply to libraries. Library Trustees are not expected to be experts in the law but they must understand some basics. It is essential that the Board have access to a lawyer, when needed, to help them make decision.

The Board, with support from the library Director should be aware of Library law and Regulations and Open Government Laws to assure that it operates in an appropriate manner. The Board should adopt a *Code of Ethics* which emphasizes three key areas: (1) conflicts of interest, (2) personal benefit, and (3) confidentiality of board business.

Trustees should attend all board meetings and be fully prepared to participate in the discussions and decision-making. Each Trustee should come to the Board meetings fully prepared by have read the Board materials which were distributed prior to the meeting. The Board packet should include an agenda, minutes from the previous meeting, financial reports, library director's report, and any other documents that pertain to the business of the meeting.

The 2005 Edition of the Handbook for Library Trustees ends the section on Trustee Duties and Responsibilities with the following two paragraphs.

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 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 specialists such as lawyers, accountants, architects, computer analysts and other experts and to act upon their advice.

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.

10. 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. To conform with this standard, trustees and board members should:

- Regularly attend and participate in board meetings and committee meetings where applicable;
- Read, review, and inquire about materials that involve the institution, especially board minutes, annual reports, other reports, plans, policies, and any literature that involves the institution;
- Have a fiduciary responsibility for the assets, finances, and investments of the institution and exercise due diligence, care, and caution as if handling one's own personal finances; and
- Use one's own judgment in analyzing matters that have an impact on the institution.

11. Duty of Loyalty/Conflicts of Interest/Nepotism

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 and not the member's personal or business interests. Consequently, trustees/board members should not have any personal or business interest that may conflict with their responsibilities to the institution. A trustee/board member should avoid even the appearance of impropriety when conducting the institution's business. Acts of self-dealing constitute a breach of fiduciary responsibility that could result in personal liability and removal from the board.

Inherent in a trustee's/board member's fiduciary duty of loyalty is the responsibility to avoid nepotism in hiring, purchasing and other institutional decisions. Care must be taken at all times to ensure that family and/or personal relationships do not inappropriately influence a trustee's/board member's decision-making.

12. 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.

Checklist for Effective Library Trustees (from Handbook for Library Trustees 2005 Edition):

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 fully 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, patrons, etc.

Conflicts of interest by any board member are the concern of all members of the board. A trustee or family member may not 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.

Understand and respect the role of the director and support the director's administrative decisions.

Always remember that your job is to provide the highest quality library service possible for your community.

A copy of the Handbook for Library Trustees, 2005 Edition can found at:

<http://www.nysl.nysed.gov/libdev/pltrust/handbook/index.html>

A copy of the Handbook (in PDF format) can be downloaded from:

<http://www.nysl.nysed.gov/libdev/pltrust/handbook/handbook.pdf>