

TRUSTEE DUTIES AND RESPONSIBILITIES

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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.

Remember, as far as the public is concerned, even the appearance of a potential conflict involving a Board member undermines their trust in the entire library as a valued and cherished community institution.

- ✓ 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
- NYS Office of the Attorney General: Right From the Start: Responsibilities of Directors of Not-For-Profit Corporations <https://www.charitiesnys.com/pdfs/Right-From-the-Start.pdf>