

## 20. TRUSTEE RESPONSIBILITIES

Approved: 11/07/2022

Trustees' responsibilities include determining the goals and objectives of the library, establishing library policies, choosing the library director, and approving the annual budget. See Attachment A for a more extensive description, showing alignment of responsibilities between the Board of Trustees and the Library Director. Consult **The Handbook for Library Trustees of New York State** and Finger Lakes Library System website (Resources-Library Management-Trustee Resources) for more detailed information. Consult the library website for library policies.

In carrying out these responsibilities, trustees have three overarching duties:

- **Duty of care.** The duty of care requires trustees to be familiar with the financial position of the library and to act prudently in using and protecting its assets. Exercising good judgment in making decisions is part of this responsibility.
- **Duty of loyalty.** The duty of loyalty requires trustees to understand and advance the mission of the library. It includes supporting the majority decisions of the board, identifying and disclosing conflicts of interest, and ensuring that decisions are made in the best interests of the library rather than the individual.
- **Duty of obedience.** The trustee's role is to make sure that the library is in compliance with rules and regulations, including applicable laws and regulations as well as its own internal governance documents. It includes keeping the library focused on its mission.

Based on Patricia A. Johnson, "A Refresher on Not-for-Profit Board Governance", The CPA Journal, April 2019, p. 16

### **Highlights of Trustee Responsibilities with Respect to Duties**

#### **Duty of Care**

**Tax-exempt status.** Stewart B Lang Memorial Library is a tax-exempt organization under Internal Revenue Code 501(c) (3). Trustees must not take any action that would jeopardize that status. A public charity is prohibited from allowing more than an insubstantial accrual of private benefit to individuals or organizations. The Library must not engage in any political campaign. It must file an annual Form 990 report to IRS. Failure to file Form 990 for three consecutive years results in automatic revocation of tax-exempt status. See IRS Compliance Guide for 501(c) (3) Public Charities for more details.

**Meeting Attendance.** Trustees are expected to attend Board Meetings, unless excused by the President. New York State Education Law § 226 (4) states that "If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, (they) shall be deemed to have resigned..."

**Continuing Education.** Chapter 468, NYS Education Law 260-d, requires trustees complete a minimum of two hours of trustee education annually, starting in 2023.

#### **Duty of Loyalty**

**Conflict of Interest.** The Library has a Conflict of Interest Policy. Trustees must comply with this policy and sign a certificate of compliance annually. A new trustee must sign a certificate of compliance upon joining the Board.

Whistleblower Policy. Trustees must comply with the Library’s Whistleblower Policy, which requires that any concern about actual or potential fraudulent or dishonest conduct be reported to either the Director or a Trustee. The Policy further requires that the Library use its best efforts to protect Whistleblowers against retaliation.

**Duty of Obedience**

Sexual Harassment Prevention. The Library strives to maintain a workplace free of sexual harassment and all other forms of harassment. See Library’s Sexual Harassment Policy for more details. Trustees are required to complete annual New York State Sexual Harassment Prevention Training. The Director notifies trustees about required trainings and maintains records of completion of training.

**Removal of Trustees**

The Board reserves the right to remove a trustee from board service if it determines that the trustee has engaged in conduct that is in conflict with best interests of the library. Reasons for removal include: undisclosed or unresolved conflict of interest; dishonesty or fraud; sexual or other forms of harassment; frequent absence from, or non-participation in, board meetings or activities; failure to complete required training; and other conduct deemed contrary to the best interests of the library.

**Directors & Officers Legal Liability Insurance**

Although the Library strives to operate in a low risk environment, directors (trustees) and officers are open to lawsuit as a result of their service to the library. To cover potential legal costs and judgments, the Library shall carry Directors & Officers Legal Liability Insurance for a minimum of \$1,000,000.

**ATTACHMENT A** provides a detailed comparison of trustee and library director roles and responsibilities. This material has been copied from the Handbook for New Public Library Directors in New York State dated 2010, as permitted by the authors’ copyright.

Revision History:

Approved: 11/07/2022

## 20. Trustee Responsibilities - Attachment A

Handbook for New Public Library Directors in New York State

The chart below, adapted from the Louisiana Library Association Public Library Section's *Handbook for Library Directors* shows the division and overlap of responsibilities:

<b>Planning</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>• Determines the goals and objectives of the library and methods of evaluating progress toward meeting them.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>• Provides assistance and direction to the board in setting goals and objectives and determining methods of evaluation.</li> </ul>
<b>Policy Making</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>• Considers what policies are needed to carry forward the library's plan most effectively.</li> <li>• Officially adopts library policy.</li> <li>• Establishes policies dealing with material selection, print and non-print.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>• Recommends policies as needed. Advises board on merit of decisions it is considering.</li> <li>• Administers library in accordance with adopted policies. Interprets policies to staff and public.</li> <li>• Selects and orders all books and other library materials, print and non-print.</li> </ul>
<b>Administration of the Library</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>• Has indirect responsibility through the employment of a library director and the adoption of plans, policy and budget.</li> <li>• Keeps in touch with library's progress and problems through director's reports, personal use of the library, and feedback from the public.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>• Has direct responsibility for administration of the library within the framework of the board's plan, policies and budget.</li> <li>• Reports at each board meeting and in other ways keeps the board informed of library's progress and problems.</li> </ul>
<b>Personnel</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>• Employs library director and confirms staff appointments.</li> <li>• Sees that personnel policies provide fringe benefits, such as vacation, sick leave, and compatible working conditions. (Insurance plans are recommended but not mandated. Opportunities for professional growth should be considered.)</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>• Employs and supervises staff.</li> <li>• Recommends needed improvement in working conditions, fringe benefits, and salary scale.</li> </ul>

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<ul style="list-style-type: none"> <li>Provides adequate salary scale for staff and approves salaries for staff.</li> <li>Develops criteria for evaluating library director's effectiveness. Performs periodic performance evaluations of the director.</li> </ul>	<ul style="list-style-type: none"> <li>Utilizes skills and initiative of staff members to the library's advantage. Recommends salaries.</li> <li>Suggests basis for evaluation criteria and provides materials for the board to review. Maintains records of personnel evaluations.</li> </ul>
<b>Budget</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>Responsible for securing adequate funding the library.</li> <li>Scrutinizes preliminary budget submitted by library director, makes necessary changes, officially adopts budget. Explores and considers all ways of increasing library's income.</li> <li>Authorizes expenditures in accordance with the budget.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>Responsible for understanding funding options and educating the board as necessary.</li> <li>Prepares preliminary budget recommendation based on present and anticipated revenues and needs in relation to the board's plan for library growth. Calls board's attention to ways of stretching budget through cooperation with other libraries and agencies.</li> <li>Decides on use of money on the basis of the approved budget.</li> </ul>
<b>Board Meetings</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>Attends and participates in all regular and special meetings.</li> <li>Follows NYS Open Meetings Law.</li> <li>Approves minutes.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>Attends all regular and special board meetings.</li> <li>Gives appropriate public notice of meetings.</li> <li>Facilitates the preparation of the agenda with the board president. Supervises a staff person who takes and prepares the minutes.</li> </ul>
<b>Public Relations</b>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>Establishes and participates in planned program of public relations.</li> <li>Serves as "connecting link" between the library and the community, interpreting the one to the other.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>Maintains an active program of public relations.</li> <li>Interprets board policies to staff and public and involves library in community activities.</li> </ul>

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<ul style="list-style-type: none"> <li>Keeps political fences mended.</li> </ul>	<ul style="list-style-type: none"> <li>Keeps political fences mended.</li> </ul>
<p><b>Advocacy</b></p>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>Participates in regular outreach to local, county, state and federal legislators.</li> <li>Seeks information on state/national funding and legislative issues related to libraries.</li> <li>Participates in New York Library Association Library Lobby Day in Albany.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>Establishes regular outreach to local, county, state and federal legislators.</li> <li>Keeps the board informed about state/national funding and legislative issues related to libraries</li> <li>Participates in New York Library Association Library Lobby Day in Albany.</li> </ul>
<p><b>Continuing Education</b></p>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>Reads board materials and library-related publications.</li> <li>Reads the Handbook for Library Trustees of New York State.</li> <li>Sees that new trustees have planned orientation.</li> <li>Attends county, System, state and national trustee-related meetings.</li> <li>Belongs to the New York Library Association, New York State Association for Library Boards and American Library Association.</li> <li>Budgets accordingly for continuing education for staff and trustees; and payment of appropriate professional affiliation dues.</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>Reads the Handbook for Library Trustees of New York State.</li> <li>Calls significant materials to attention of library board.</li> <li>Attends continuing education offered by their System, the New York Library Association and the American Library Association.</li> <li>Organizes orientation of new trustees.</li> <li>informs trustees of important meetings and workshops for them to attend. Urges travel funds be provided in the budget for trustee and staff education.</li> <li>Belongs to the New York Library Association, New York State Association for Library Boards and American Library Association. Urges payment of dues in budget.</li> </ul>
<p><b>Planning for the Library's Growth</b></p>	
<p>Board of Trustees:</p> <ul style="list-style-type: none"> <li>Analyzes the community and considers library's strengths and weaknesses in relation to it.</li> <li>Sets goals and adopts short and long-range</li> </ul>	<p>Library Director:</p> <ul style="list-style-type: none"> <li>Suggests and provides materials for community analysis. Helps analyze the library's strengths and weaknesses.</li> <li>Recommends plans for library's growth and</li> </ul>

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<p>plans for library's growth.</p> <ul style="list-style-type: none"><li>• Sets priorities and decides on course of action to implement plans.</li><li>• Seeks corresponding budget increases to manage library growth.</li></ul>	<p>means for implementing plans.</p> <ul style="list-style-type: none"><li>• Administers library in terms of plans adopted by the board.</li></ul>
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A key component of the director-board relationship is clear lines of communication.

The board president will have the most direct line of communication with the director. In between monthly board meetings the director and board president may meet or have phone conversations, or communicate electronically to prepare for the next board meeting and to discuss issues important to the Board. Individual trustees can channel communication to the director through the board president in between meetings.

The board is a **collective authority**. Under New York State law, a library board has broad authority to manage the affairs of the library, but it is a collective authority. Individual trustees, regardless of their position on the board, may not speak or act on behalf of the library unless they have been specifically granted that authority by a vote of the board.