

# Westchester Library System (WLS) Board of Trustee Job Responsibilities

Updated 3/1/2021

WLS Board Trustees have overall responsibility for the management of WLS. Fundamental responsibilities include providing sound governance, fiduciary oversight, and strategic direction. The board oversees the organization, ensuring that the public's trust is upheld, the mission addresses community needs, practices are ethical, and legal requirements are met. The board is responsible for assuring the financial integrity and solvency of the organization and establishing procedures to safeguard the organization from fraud and risk.

## **Collectively, the WLS Board of trustees should represent:**

- A passion for libraries and their growth as seen by strategic thinking and desire to work on progressing the WLS vision and best practices.
- A diversity and balance of interests, age, race, gender, orientation, and socioeconomic levels.
- A variety of occupational and personal backgrounds.
- A respect for the position.
  - ✓ Be on time
  - ✓ Alert others to your anticipated absence (Executive Director, Executive Assistant, and/or Board President)
  - ✓ Be respectful to all in attendance
  - ✓ Be prepared - read materials, highlight or research questions
    - Understand and commit to the mission, goals, and objectives of the organization.
    - Understand the roles and responsibilities of the Board.
    - Understand the roles and responsibilities of the staff.
    - Understand the day-to-day activities of the organization.
    - Provide reports, materials, and other items associated with Board responsibilities and activities in a timely manner.
    - Inform the Board of all actual and potential conflicts of interest relating to the general purposes and activities of the organization and to specific issues before the board.

## **Length of Term**

- 5 years, with a maximum of 2 complete terms

### **Meetings and Time Commitment**

- Once a month board meetings and occasional additional meetings. Usually no meetings in July, August and December.
- Annual meeting (a morning in the fall)
- Fundraiser
- Board members are encouraged to sit on committees.

### **Legal Responsibilities**

- Take and carry out the oath of office.
- Select and hire the Executive Director.
- Develop and adhere to WLS Board approved policies and bylaws,
- Maintain open records and hold open meetings.
- Provide fiduciary oversight.
- Understand and follow duty of care, loyalty and obedience (see Appendix A).

### **Fiduciary Responsibilities**

- Obey federal, state, county and local laws as they relate to public library systems.
- Approve a budget that allows for allocation of funds and expenditures to support system activities and manage all system assets wisely.
- Recognize that the system's best interests must prevail over a member library's or individual's interests.
- Attend board meetings regularly, participate actively, and ensure adequate record keeping, documentation and transparency.

### **Represent and Promote WLS**

- Act as community stewards representing and promoting WLS:
- Advocate on behalf of WLS and the member libraries at the local, county, state and federal levels.
- Actively participate in WLS Board committees and working groups.
- Attend and/or provide financial support to WLS sponsored special events and activities, especially annual events such as the April fundraiser and the November annual meeting.
- Act as a communication liaison between WLS and the library/libraries in the trustee's district.

# Appendix A: Duty of Care, Loyalty, and Obedience

**Duty of Care** requires board members to discharge duties in good faith, and with the care that an ordinarily prudent person would exercise in a like position and under similar circumstances. It requires board members to exercise care in all activities related to their role as board members and commits them to participate in the work of the board. Duty of Care is carried out by:

- Attending board and committee meetings.
- Carefully preparing for meetings in advance.
- Reviewing financial reports and other critical information regularly.
- Exercising independent judgment.
- Requesting information needed for decision making.
- Making sure federal, state, and specific industry filing requirements are met.
- Acting in good faith when decision making
- Delegating day to day business duties.

**Duty of Loyalty** requires board members to act in the interests of WLS rather than their own personal interests or the interests of some other person/organization. Duty of Loyalty is carried out by:

- Adhering to the Code of Ethics and Conflict of Interest policy.
- Disclosing all conflicts.
- Avoiding the use of the organization's opportunities for personal gain.
- Maintaining confidentiality of information held by the organization.
- Understanding potential conflicts due to competing needs of WLS and a library in your district, and, if applicable, abstaining from decision-making.

**Duty of Obedience** requires board members to make decisions in accordance with the mission of the organization, to uphold its bylaws, policies, and functions, and to not act in a way that is inconsistent with the central goals of the nonprofit. Duty of Obedience is carried out by:

- Ensuring compliance with all reporting requirements.
- Examining all legal and governing documents.
- Making decisions within the scope of the mission and the law.

# Appendix B: Examples of Duties

- Support and maintain the mission, vision and strategy that serves WLS and its member libraries.
  - ✓ Ensure that programs are consistent with the organization's mission, that services provided are according to best practices, and that they are regularly evaluated and monitored for greater effectiveness.
- Develop a plan of service which adheres to the WLS strategy/vision and meshes with the Director's goals to implement this strategy.
- Identify, train, support and annually evaluate the Executive Director.
- Monitor the organization's adherence to all laws and regulations.
  - ✓ Adopt policies and procedures to create a culture of legal and ethical standards that guide every aspect of the organization and establish bylaws and policies for effective governance and fiscal oversight.
- Provide strong financial oversight to safeguard the organization's tax-exempt status and ensure the nonprofit is accountable to its donors and the public.
  - ✓ Ensure financial controls are in place, and monitors and evaluates the financial success of all programs and fundraising activities.
    - Fully review all financial statements and follow a documented process of review by the board of IRS Form 990.
    - Monitor all financial assets to insure prudent management, safekeeping, and protection.
- Engage in budget planning and adopt an annual budget which supports the goals and objectives established.
- Contribute annually to the organization.
- Designate a Board President, Vice-President, Treasurer and Secretary.
- Create comprehensive written policies and processes for the ongoing identification and recruitment of board members whose skills, attributes, and backgrounds match the identified needs and priorities of the board.
  - ✓ Provide orientation to train and engage new board members.