

WHAT DOES A LIBRARY TRUSTEE DO?

“Trustees [of municipal public libraries] ... have full power to manage the public library, make bylaws, elect officers, establish a library policy and receive, control and manage property which shall come into the hands of the municipality by gift, purchase, devise or bequest for the use and benefit of the library. The board may appoint a director for the efficient administration and conduct of the library.” (22 VSA §143a) These powers are basic to most trustees, whether their libraries are municipal or incorporated.

Basic trustee responsibilities include:

- Creating by-laws
- Setting library policy
- Hiring and regularly evaluating the library director
- Long range planning, in cooperation with the library director
- Financial management
- Promoting library use
- Serving as a link with the community

You don't need to know a lot about how libraries operate to be a trustee because your job is not to run the library day-to-day. You should be willing to be discreet, fair, open-minded and honest during policy decisions and group discussions. You bring a great deal to trusteeship in addition to your willingness to serve. Your background – education, employment, heritage, family and other ties – will be as useful to you as community contacts and other involvements. Your past experiences as a library user will also serve you well. Be aware of particular biases or opinions that might affect your decision making or the way you view your library's effectiveness. Knowing yourself will help you be a more productive trustee.

There are a number of additional, ongoing duties you will want to attend to:

- Prepare for, attend, and participate in all board meetings
- Be familiar with state and federal laws relating to managing the library, such as those relating to employment, operating a public building, etc.
- Monitor and evaluate the library's overall effectiveness
- Support library services and participate in library programs
- Advocate for library support in the community and statewide
- Learn as much as possible about issues affecting library service

In 1991, attorney Andrew H. Maass of Ryan Smith & Carbine of Rutland said that besides responsibilities outlined in statute, library trustees also have some more general responsibilities that originate in Common Law:

- The Duty of Care or Diligence: Directors and trustees must act with the care that a reasonably prudent person in a similar position would use under similar circumstances. They must perform their duties in good faith and in a manner they reasonably believe to be in the best interests of the organization. Prior to making a business decision, directors and trustees must inform themselves of all material information reasonably available to them.

This duty requires not only reasonable behavior with respect to matters submitted for approval, but also requires reasonable inquiry and monitoring of organizational affairs. Although directors

and trustees are not insurers of the integrity of their employees or of general organization performance, they are required to implement reasonable programs to promote appropriate conduct and to identify improper conduct.

- **Duty of Loyalty:** Directors and trustees are required to refrain from engaging in personal activities which would injure or take advantage of the organization. They are prohibited from using their position of trust and confidence to further their private interests. This duty requires an undivided and unselfish loyalty and demands that there be no conflict between one's duty to the organization and self-interest....
- **Duty of Obedience:** Directors and trustees are required to perform their duties in accordance with applicable statutes and the terms of the organization's charter and by-laws. Trustees may be liable if they authorize an act which is beyond the powers conferred upon an organization by its charter or by the laws of the state.

The Vermont statute relating to general standards for directors and officers of non-profit corporations reflect these duties in 11B VSA § 8.3

What about liability?

As a general proposition, directors, officers and trustees of corporations may be sheltered from liability by the corporate shell. Actions taken by corporate officers and directors within the scope of authority and in good faith should be protected from personal liability. It is the corporation that bears the burden. This applies equally to duly constituted non-profit corporations and municipal corporations. Thus, it is incumbent upon trustees to assure that their library has either been properly incorporated and continuously maintained, or, if municipal, has been properly created or adopted by the municipality.

A further protection may be found in 12 VSA § 5781 which provides immunity from liability for directors, officers and trustees who serve, without compensation, organizations that have IRS recognition as non-profit under Section 501(c)(3) of the Internal Revenue Code. Directors, officers and trustees of organizations that do not have this recognition, even though non-profit, do not have this immunity.

In addition, 12 VSA § 5782 confers immunity on a person employed by a library with or without compensation. This is true, however, concerning the provision of: (1) information contained in any library materials, or (2) library services to library patrons in the course of his or her duties. The provisions of this statute likely afford protection to trustees in their board actions, but this will remain unclear until litigated.

Nonetheless, if a trustee is aware of a problem, it is his/her duty to see that it is taken care of. This includes, but it is not limited to, building deficiencies and staff and patron safety. In addition, it is wise practice to be aware of situations which could become problems in the future. Inspect the building and equipment for fire and safety violations at least annually. Make sure emergency procedures, equipment, and supplies are available and up-to-date. Discuss safety issues with your library director.