

***El Rito Public Library (ERPL)***  
**BOARD MEMBER LETTER OF AGREEMENT**

As a Board member of ERPL, I am fully committed to its mission and have pledged to help carry it out. I understand that my duties and responsibilities include the following:

1. I will be fiscally responsible, with other Board members, for ERPL. I will know what our budget is and take an active part in reviewing, approving, and monitoring the budget.
2. I will take an active part in establishing and overseeing ERPL’s policies and programs. I understand that the Board sets policy, procedures, and direction for ERPL, and Board members are not normally involved in performing day-to-day activities, which are the purview of team leaders. I agree not to involve myself in day-to-day activities unless I am explicitly asked to do so by a team leader, or unless the Board passes a resolution calling for such action.
3. I will act in accordance with the Bylaws and Policies and Procedures Manual (“PPM”), and agree that I am morally and ethically responsible, as member Board member, for the health and well-being of ERPL. I will abide by the standard duties of a Board member (detailed in Appendix I).
4. As a Board member, I am committed to giving of my time, expertise, and/or finances to the highest degree that I can, to serve ERPL.
5. I will at all times act in a professional manner, and will not inhibit or disrupt the functioning of the Board and/or the management team.
6. I will actively participate in fundraising in whatever ways I can. These may include opening doors and cultivating prospective donors, undertaking special events, writing personalized notes on mail appeals, accompanying staff on solicitations, and the like. I am making a good faith agreement to do my best and to help raise as much funding as I can.
7. I will hold confidential, and not share with anyone other than another Board member, those discussions undertaken during Executive Sessions of the Board.
8. I will actively promote ERPL in the community and will encourage and support its staff.
9. I will prepare for and attend as many Board meetings as I am able, but no fewer than 75% of all called Board meetings within a year (attendance via Zoom or other remote platform will be considered an attendance); will be available for phone or email consultation; and will serve on at least one committee, as needed.
10. I will avoid conflicts of interest (as detailed in Appendix I and the PPM) if at all possible. If and when they do arise, I will declare them and follow ERPL policy accordingly.
11. I will vote on Board resolutions when motions are made for them. I will not abstain from a vote unless such abstention is, in my best judgment, in the best interests of ERPL.
12. If I am not able to meet my obligations as a Board member, I will tender my resignation.
13. I will carry out the above to the best of my ability.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_ (Prospective) Board Member

Received by: \_\_\_\_\_ Date: \_\_\_\_\_ Board Chair

## **APPENDIX I**

### **DEFINITIONS OF RESPONSIBILITIES**

#### **Duty of Care**

Each Board member has a legal responsibility to participate actively in making decisions on behalf of ERPL and to exercise their best judgment while doing so.

Plain English: I will research motions to be voted on, decide what is best for ERPL, and will not vote “yes” or “no” just because someone else did so.

#### **Duty of Loyalty**

Each Board member must put the interests of ERPL before their personal and professional interests when acting on behalf of ERPL in a decision-making capacity. ERPL’s needs come first.

Plain English: I won’t pad my pockets at the expense of ERPL.

#### **Duty of Obedience**

Board members bear the legal responsibility of ensuring that the organization complies with all applicable federal, state, and local laws, and adheres to its mission.

Plain English: I will abide by the mission of ERPL, and all U.S., New Mexico, and Rio Arriba County laws and regulations. This includes ensuring that ERPL maintains its 501(c)(3) status.

#### **Conflict of Interest**

A conflict of interest is a set of circumstances that creates a risk that professional judgment or actions regarding a primary interest will be unduly influenced by a secondary interest.

*Primary interest* refers to the principal goals of the profession or activity, such as service to the community, excellence in goods and/or services, and the duties of officers.

*Secondary interest* includes personal benefit and is not limited to only financial gain but also such motives as the desire for professional advancement, or the wish to do favors for family and friends. These secondary interests are not treated as wrong in and of themselves, but become objectionable when they are believed to have greater weight than the primary interests.

-- Adapted from Dennis Thompson, *Understanding Financial Conflicts of Interest*, New England Journal of Medicine, August 19, 1993