

Board of Directors Meeting - FY24, Q2
Tuesday, 31 October 2023, 2 – 4 PM

Zoom: <https://railslibraries.zoom.us/j/99508099627?pwd=S2svRHcxSWx6MXZoT21ISTcwQThpZz09>

AGENDA

Governance:

Voting: Alissa Williams (Board President), Jenny Sevier (Board Vice President), Genna Buhr (Board Treasurer/Secretary), Mary Aylmer, Jeff Brooks, Jane Easterly, Larissa Good, Bobbi Mock, Rebecca Seaborn, Elizabeth Wild, Beth Duttlinger (Users Group Chair), Richard Young (Users Group Vice Chair)

Tie-Breaking Vote Only: Kendal Orrison (RSA Executive Director)

RSA Staff (non-voting): Antony Deter, Erica Laughlin, James Campbell, Sara Naslund (minutes), other RSA staff as needed

Agenda:

1. Welcome and Call to Order (President)
 - 1.1 Board role call (note taker)
 - 1.2 Review and Adoption of agenda
 - 1.3 Review and Approval of minutes from previous meeting: 1 August 23
2. Financial Overview & Executive Director's Report (RSA ED)
 - 2.1 Quarterly financials review
 - 2.2 ED Report review and questions
3. FY23 Audit Final Documents Review
 - 3.1 Motion & Accept the audit report for FY23
4. Executive Committee / RSA Independence Project (RIP) Meeting(s) Recap & Discussion
 - 4.1 Review of Sep 5th meeting topics not covered below
 - 4.2 Anna Standerfer Consulting update
 - 4.3 Fee Structure decisions
5. Draft FY25 Budget
 - 5.1 RAILS LLSAP Support Grant and RAILS staff/support costs unknown
 - 5.2 Motion & Approve FY25 Fee Increase – Recommend greater of \$150 or 3%
6. Governance Structures Discussion
 - 6.1 Motion & Approve converting to III
 - 6.2 Approve & forward draft IGA
 - 6.3 Discuss, comment, modify, and forwarding draft Bylaws
 - 6.4 Discuss, comment, modify, and forward Board Makeup Document
 - 6.4.1 Discussion and possibly approve election or no election in May/June 24
 - 6.5 Review and forward draft Service Regions map
 - 6.6 Discuss, comment, modify, and forward the RSA Decision-Making Breakout
7. New Fee Structure Updates
 - 7.1 RSA Fee History 2005 – 2025
 - 7.2 Review Functionality by Membership Level Overview from 25 Oct 2023

- 7.3 Review, discuss, and modify fee spreadsheet
8. Updated New RSA Logo Discussion & Direction
9. Closed Session *if needed* – Treasurer/Secretary notetaker
10. President’s Time, Other Board Business, Discussions, Adjournment (President)

Upcoming Board Meeting Dates: 2 - 4 PM on Zoom unless otherwise noted.

Quarterly Board meetings for FY24

- 30 January
- 30 April

Full Board Holding Dates, if needed. Otherwise, these are the Exec Comm dates

- 5 December
- 9 January - 10 AM – Noon (updated time)
- 12 March - 10 AM – Noon (updated time)
- 2 April
- 4 June
- Note: Additional meetings scheduled as workload or approval votes are required

FINAL VOTE OR ACTION MAY BE TAKEN AT THE MEETING ON ANY AGENDA ITEM SUBJECT MATTER LISTED ABOVE, UNLESS THE AGENDA LINE ITEM SPECIFICALLY STATES OTHERWISE.