Board of Directors Meeting - FY24, Q1
1 Aug 2023, Tuesday, 2 – 4 PM

Minutes

Governance:

Officers (voting): Alissa Williams (President), Jenny Sevier (Vice President), Genna Buhr (Treasurer/Secretary)
Other Elected Members (voting): Mary Aylmer, Jeff Brooks, Jane Easterly, Larissa Good, Bobbi Mock, Rebecca Seaborn, Elizabeth Wild,
RSA Users Group Officers (voting): Beth Duttlinger (Chair), Richard Young (Vice Chair)
RSA Executive Director (tie-breaking vote): Kendal Orrison
RSA Staff (non-voting): Antony Deter, James Campbell, Sara Naslund (minutes)

Agenda:

1. Welcome and Call to Order (President) 2:01pm
    1.1 Board role call (note taker)
    1.2 Review and Adoption of agenda

*Motion Moved by **J EASTERLY**, seconded by **B DUTTLINGER***

THE RSA NFP BOARD OF DIRECTORS AGENDA FOR 2 MAY 2023 BE APPROVED.

Motion carried by unanimous vote

1.3 Review and Approval of minutes from previous meeting: 2 May 23

*Motion Moved by **M AYLMER**, seconded by **L GOOD***

THE RSA NFP BOARD OF DIRECTORS MINUTES FROM 2 MAY 2023 BE APPROVED.

Motion carried by unanimous vote

2. Board Elections!
    2.1 President: Alissa Williams**, Vice President:** Jenny Sevier**, Treasurer/Secretary:** Genna Buhr
    Motion carried by unanimous vote

3. RAILS Guests (Monica Harris, Anne Slaughter)
    3.1 RAILS RIP Support
- Timeline seems attainable. RAILS wants it to be sustainable and if RSA needs to adjust based on documented needs that would be acceptable to RAILS.

- Conveying the difference in membership in a III with OMA responsibilities to member libraries is important. The RSA board is striking a balance between a sustainable funding model for the future vs affordability for member libraries.
- Need assistance in "selling" the idea to libraries this year.
  - Monica will reach out to Amanda S. to help with this.
- Is there an expectation of what current RAILS employees will be wanting as they become RSA employees?

4. Financial Overview & Executive Director's Report (RSA ED)
4.1 Quarterly Financials
No specific questions about financials in the packet. Hoping to have audit finished by November meeting.
4.2 ED Report Quick Review and Questions
- Will be covered extensively in UG meeting.
  - The big date is 1 July 2024 – libraries will need to approve new IGA or libraries won't be members of RSA any longer.
- No new libraries until fee structure is set.
- Mason Memorial is cataloging.
- Peoria Notre Dame is shadowed.
- Will be moving to a monthly newsletter instead of quarterly to keep everyone more up to date.

5. Executive Committee / RSA Independence Project (RIP) Meeting(s) Recap & Discussion
5.1 New fee structure ideas, start date, target amount?
- Antony created a fee structure document for committee. It will be modified some and additional fee structure ideas will be added.
- Fee structure should be ready to go with sign a new IGA with RSA paperwork to let libraries know what coming fee will be.
- This will be done by 1 July 2024. New fee would not be live until 1 July 2025 with a 3-5 year phase in to meet that cost.

6. Governance Structures Discussion
6.1 Review other Consortia Governance Structures
Reviewed other consortia governance structures included in the packet.
6.2 Discuss draft Governance Structure Roles & Responsibilities
6.3 Discuss draft RSA Decision-making Breakout
Discussion of chart in board packet. Polices/procedures/standards/guides
6.4 Discuss Board committees (OMA) vs advisory groups (non-OMA)
- Discussion of info in the board packet.
  - Should Exec Comm be daily running of RSA?
  - Break down into smaller committees? (Finance, HR, strategy, etc.)?
  - Start as committees as the whole and then update bylaws in 2 years if needed?
  - Board doesn't need to be involved in managing day to day tasks of staff. Board manages ED and ED manages staff.
  - Who gets to be on the board? Skip membership categories – shoehorns people to run. Do it by region?

7. New RSA logo ideas for post III? Need to drop NFP anyway.
Logo has to change. Antony suggested company that designs logo for a fair price. Move forward with new logo project.

8. Discuss Post-Independence RSA vision statement
What Amanda helped us come up with from previous strategic plan: "Engaged, effective, and efficient resource sharing to empower strong libraries." <u>Change strong libraries to member libraries.</u>

9. Other Board Business, Feedback, President's Time, & Agenda Building (President)
Jenny will be doing UG report because Alissa will be gone. UG will be focusing on everything that is not OMA. Exec Committee meets 5 Sept. Full board meeting on 31 Oct.

10. Adjournment (President) 3:59pm.

Upcoming Board / Exec Comm Dates:
Quarterly Board meetings, 2 PM, Tuesday the week prior to UG
- 31 October
- 30 January
- 30 April

Monthly Exec Comm (or Full Board if needed), 2 PM, 1st Tuesday of non-UG months
- 5 September
- 3 October
- 5 December

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.

Minutes compiled by:
Sara Naslund
RSA Member Services Coordinator