Board of Directors, Executive Committee
Tuesday, 3 October 2023, 2:00 – 4:00 PM

MINUTES

Committee Membership:
- **Voting:** Alissa Williams, Jenny Sevier, Genna Buhr, Beth Duttlinger, Richard Young (not in attendance)
- **Non-voting:** Kendal Orrison, Antony Deter, Tony Hahn (minutes)

Agenda:
Called to order 2:01 PM
1. Welcome and Call to Order (A. Williams)
    1.1 Review and adoption of agenda – Jenny motion, Genna seconded. Agenda was adopted.

*Motion Moved by **J SEVIER**, seconded by **G BUHR***

THE RSA NFP BOARD OF DIRECTORS, EXECUTIVE COMMITTEE AGENDA FOR 3 OCTOBER 2023 BE APPROVED.

Motion carried by unanimous vote.

    1.2 Review and approve minutes from 5 Sep 2023

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

THE RSA NFP BOARD OF DIRECTORS, EXECUTIVE COMMITTEE MINUTES FROM SEPTEMBER 2023 BE APPROVED.

Motion carried by unanimous vote.

2. Review of current state of the RIP
    2.1 RAILS / Amanda Standerfer Update?
RAILS are awaiting her response.
    2.2 RSA Staff outreach (letters, handouts, emails & direct mailers, surveys)
First letters were received. There are plans to be more. The first draft of the IGA/Bylaws will be sent close to final draft.
        2.2.1 Ideas for additional direct mailing contents and timing?
No one additional ideas for mailers, so far.
        2.2.2 Regional Events x5 in Nov. Do any Board Members wish to attend? Any direct thoughts on meeting content? Focused on info sharing and Q&A.
These are a chance to talk in person to members about the new IGA and Bylaws that will be presented and shared at Users Group.

2.3 Pursue contract with Cordelia Anderson

We are looking for a planner to help us with type of communications, cadence, and ordering/timeline of things.

3. III Discussion Potpourri

3.1 Updated Draft Intergovernmental Agreement

Location where to litigate if needed was decided to be 10th circuit court of Tazewell county. The number of libraries needed to approve the new IGA and make conversion to III happen revised to 51% of our libraries. It is at the final draft stage and about ready to be shared when appropriate.

3.2 Draft Bylaws for review

Last reviewed in 2018. Based new draft on select parts of PrairieCat, CCS, and SWAN bylaws. Went page by page reviewing several areas. Discussed specifics of elections and nominations. Nominating committee to balance representation with regions, size and type among candidates. Voting and number of board members also discussed. OMA in person meetings with RSA's dispersed membership is difficult but is required. Not certain if special dispensation for online meetings possible because of RSA's size. This will be asked of RSA's lawyer. Genna's board: if you had a 12 member board like RSA does, then with 7 people in the room, could potentially have someone attend electronically, if it was for one of the 4 legal reasons. Other question for lawyer was to see if legal to give service fee discount as a part of serving on the RSA board of directors. Improved the language around president's succession by the vice president when they vacate the position. Board President wording changed to "executive officer of the RSA board" as they are in charge of decisions RSA director can't make. A short discussion around treasurer and secretary and the safe custody of funds with their oversight. Will ask how other consortia do this in practice and how it works in audits. Agreed on 4 year board terms and 2 year officer terms. Still max of 8 years as RSA board member. Slight adjustments made to the cost amount needed to get board approval in the contracts and expenditures section. Revisions to the policy made to assessing late fees for libraries late on service fee payments by 75 days. Ethics ordinance is needed because we will be a III. Board members and administration will also need to submit statements of economic interest. Article 13 disputes: these are for the scenarios if two libraries are disputing or if a library disputes with RSA. Director's advisory committee an option for a pseudo-neutral party to work with before coming to the board with a resolution.

3.3 Bylaws appendix: Draft Board make-up & representation regions

Typo was corrected.

3.4 Bylaws appendix: Draft Decision-making Breakout

Two small changes here.

3.5 Bylaws appendix: Draft Governance Responsibilities document

No other changes not already covered above.

4. Fee Structure Discussions

This section isn't due until January, unlike the other documents which go to the User's Group in November. Membership isn't getting these revisions until January.

4.1 Updated FY29 Best Guess at Worst Case costs

4.1.1 Updated from FY30 Projected costs & staffing vs projected expenses

Forecast moved to FY 29 when calculating "best guess" for what budget the fees need to add up to. The rate increases by year for each line varied between 2%-5%

depending on category. It's only a forecast and doesn't reflect how things will really be. Forecast downsizes current budget before adding percent increases each year. The number arrived at was $2.178 million of expenditures for FY29. If we can't get the fee structure to meet this, then revisions can be made to make budget fit. This includes current staff with payroll and benefits going up 5%/year for next 5 years.

4.2 Latest fee structure draft formulas

Screen share of two versions of the revised fee structure. Still working from a base fee of $3,200 and a building fee of $1000 per building beyond the first. Will share how much RAILS grants are going to help along with the fees. On average, schools are bringing more from LLSAP grants than publics. "Higher budget" libraries get less of a grant. Important to break school money apart from the public money – so even if many schools pull out, can account for imbalance of lost grant money.

4.2.1 Anything missing from formula we need to consider?

Libraries can afford a cost freeze if rates would have decreased. Independence requires raising fees, so some getting a cut doesn't make sense. Will keep revising top-level fee amount depending on if the board thinks it is a number we can get to and still work for membership. Be prepared for libraries dropping out and grant money going away. There will be using of savings to make the transition work.

4.3 Factors to consider 'ranking' libraries in. Patrons, items, titles, col budget, etc.

Limit number of factors when ranking. Use to clarify libraries payments compared to similar RAILS libraries. Deciding factors is still a work-in-progress.

4.4 Sales pitch ideas? History of RSA fees?

Say to membership, "we haven't been raising RSA fees, and now we are. We've saved you as much money over time as we possibly could."

5. Chair's Time, Discussions, Adjournment (A. Williams)
Meeting time for Jan 9th March 12th were moved to morning 10a-12pm.

Upcoming Meeting Dates: 2 – 4 PM on Zoom unless otherwise noted.
- 5 December
- 9 January (week later due to holiday)
- 12 March (week later due to COSUG conference)
- 2 April
- 4 June
- Note: Additional meetings scheduled as workload requires

Adjourned at 4:32

Minutes compiled by:
Tony Hahn
RSA Member Services User Experience Coordinator