

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

MINUTES

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)

Agenda:

1. **Welcome and Call to Order** (President) 2:03pm
 - 1.1 **Board role call** (note taker)
 - 1.2 **Review and Adoption of agenda**

*Motion Moved by **J EASTERLY**, seconded by **L GOOD***

THE RSA NFP BOARD OF DIRECTORS AGENDA WITH AMENDMENT TO 4.2 FOR 31 OCTOBER 31 2023 BE APPROVED.

Motion carried by unanimous vote

- 1.3 **Review and Approval of minutes from previous meeting: 1 August 23**

*Motion Moved by **B DUTTLINGER**, seconded by **R YOUNG***

THE RSA NFP BOARD OF DIRECTORS MINUTES FROM 1 AUGUST 2023 BE APPROVED.

Motion carried by unanimous vote

2. **Financial Overview & Executive Director's Report** (RSA ED)
 - 2.1 **Quarterly financial review**
 - No questions.
 - 2.2 **ED Report review and questions**
 - No questions.

- Sidenote: Peoria Notre Dame has completely withdrawn from RSA and also RAILS.
- Southeastern CUSD also withdrew.
- Discussion of how RAILS handles staff anniversaries.
- Will RSA be going back to the office full time? In short, no. MS & Systems are in on Tuesdays, Cataloging on Thursdays. Space is not suited to full staff in one room.

3. FY23 Audit Final Documents Review

3.1 Motion & Accept the audit report for FY23

- Need to consider hiring this auditor to be on hand for the next years to help with transition into Ill and to do an intergovernmental audit.
- Need an engagement letter.

Motion Moved by G BUHR , seconded by R YOUNG

THE RSA NFP AUDIT REPORT FOR FY23 BE ACCEPTED.

Motion carried by unanimous vote

4. Executive Committee / RSA Independence Project (RIP) Meeting(s) Recap & Discussion

4.1 Review of Sep 5th meeting topics not covered below

- Budget, Bylaws, IGA, Fee Structure all discussed. Minutes went out in board packet.

4.2 Anna Amanda Standerfer Consulting update

- November 2nd meeting with Amanda and RAILS.

4.3 Fee Structure decisions

- \$3200 minimum fee in FY29.
- Grant funding from RAILS will be assigned specifically to schools so as to not damage publics.
- Libraries that would be going down will stay flat until the increase.
- Large libraries will freeze until fee structure catches up to them.

5. Draft FY25 Budget

5.1 RAILS LLSAP Support Grant and RAILS staff/support costs unknown

- RAILS LLSAP grant award letter should be coming today (10/31/23).
- Need to be aware of budget being FOIA'able.
- Budget is based on greater of \$150 or 3% fee increase for FY25.

5.2 Motion & Approve FY25 Fee Increase – Recommend greater of \$150 or 3%

Motion Moved by A WILLIAMS, seconded by J SEVIER

THE RSA NFP FY25 FEE INCREASE OF GREAT OF \$150 OR 3% BE APPROVED.

Motion carried by Aye vote

6. Governance Structures Discussion

6.1 Motion & Approve converting to Ill

*Motion Moved by **G BUHR**, seconded by **B DUTTLINGER***

THE RSA NFP COVERSTION TO AN ILLINOIS INTERGOVERNMENTAL INSTRUMENTALITY BE APPROVED.

Motion carried by unanimous vote

6.2 Approve & forward draft IGA

- Once 51% of libraries have signed, IGA is approved.
- RSA will spend April, May and June contacting libraries who have not signed.
- Anyone not signed by 1 July will be turned off.
- Final draft will go to UG in February. Deadline for IGA, Budget and Bylaws is end of February.

6.3 Discuss, comment, modify, and forwarding draft Bylaws

- Dennis (our lawyer) wrote up bylaws and IGA.
- Executive committee has seen first draft.
- Discussed changes and comments to bylaws, section by section (included in board packet).
- Added regional map as an amendment to the bylaws so that to change them, bylaws will have to be amended.
- Quorum must meet in person, then read document to approve people online to attend.
- Compensation to serving Board members is legal. Would like lawyer to draft a document for compensation.
- Need an ethics document and some sort of payment policy for late payments.
- Made some adjustments to the enforcement procedures/disputes sections.

Took a 5-minute break

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

- Could we do a special election to elect sitting Board Members for FY25 to bridge the gap?
- Most transparent way is to have everyone run and then do staggered terms.

- Is it legal to move the board over?
- Waive the bonus for the first extension? Bonus elected under III?
- Region chart and seat breakout are in the bylaws, so will hold this document until after we hear from the lawyer.

6.5 Review and forward draft Service Regions map

- No objections.

6.6 Discuss, comment, modify, and forward the RSA Decision-Making Breakout

- Added policy/standard/procedure line and a solves member disputes line.
- No objections.

7. New Fee Structure Updates

7.1 RSA Fee History 2005 – 2025

- Included in board packet, has original fee and increases per year.
- Some years had no increase or a decrease.

7.2 Review Functionality by Membership Level Overview from 25 Oct 2023

- Originally from 2016. Due to technology basic and full online libraries essentially receive the same things.

7.3 Review, discuss, and modify fee spreadsheet (A DETER)

- Updated to \$3200 and separated out the RAILS Grant.
- Added in the Great of \$150 or 3% increase and the freeze of the libraries who qualify for the reduction.
- What is the pain point? 88 libraries experiencing 100% increase.
- Bottom line we need revenue to operate.
- Need to use set data to make this as fair as possible, then explain and sell what we've come up with.
- This is the most logical time to make these changes.
- Data points in model are sound. 80/20 split towards publics. School and special libraries bring in \$268,000 in grant money.
- RAILS grant money has a 5-year minimum commitment. Nothing says we can't also do this.
- Do we factor in Operating Budget?
 - Can be added to spreadsheet as an informational data point, but not added as a variable to cost.
- The first round of informational meetings will be just an introduction with basic converting information. Another round of meetings will in Feb. to discuss fee structure, etc.

RSA Independence Visits:

11/14 Genna & Jenny @ Normal PL

11/15 Beth @ Toulon

11/16 Alissa & Beth @ Chillicothe

11/20 Richard @ Four Star

11/21 Beth & Larissa @ WCPL

8. Updated New RSA Logo Discussion & Direction (A DETER)

- New logo discussion shelved until next board meeting.

9. Closed Session *if needed* – Treasurer/Secretary notetaker

- N/A

**10. President’s Time, Other Board Business, Discussions, Adjournment
President) 4:40pm****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.

Minutes compiled by:
Sara Naslund
RSA Member Services Coordinator