

**Board of Directors, Executive Committee  
Tuesday, 5 December 2023, 2:00 – 4:00 PM  
Zoom**

**Minutes**

**Committee Membership:**

- **Voting:** Alissa Williams, Jenny Sevier, Genna Buhr, Beth Duttlinger, Richard Young
- **Non-voting:** Kendal Orrison, Antony Deter, Tony Hahn (minutes)

**Agenda:**

**1. Welcome and Call to Order (A. Williams)**

Called to order at 2:00 PM

**1.1 Review and adoption of agenda**

*Motion Moved by G BUHR, seconded by R YOUNG*

*THE RSA NFP BOARD OF DIRECTORS, EXECUTIVE COMMITTEE AGENDA  
FOR 5 DECEMBER 2023 BE APPROVED.*

***Motion carried by unanimous vote.***

**1.2 Review and approve minutes from 3 Oct 2023**

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

*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 Communications Plan Discussion**

RAILS hiring Amanda and Kristen (consultant and specialist in marketing) on behalf of RSA, to help us with best possible packet to send out to libraries. Members want material to sell their board of directors and school admins on new IGA contract, what we do, and why price is going up. Group reviewed timeline and methodology. Review will continue outside of this meeting. RAILS staff were in attendance for the first part: Monica Harris, Dan Bostrom, Joe Filapek.

**2.1.1 Review & Discuss Comm Plan Draft (in package)**

A communications strategy focused on time between now and July 2024. Main goals: to ensure members are aware, understand changes, engage stakeholders about changes and sign intergovernmental agreements by July '24. The project plan

shows deliverables that begin in January: 1. Letter/email, 2. A one sheet overview 3. FAQs with links to supplemental documents. There was some talk about who would be responsible for drafting. (A google doc link is in the unrevised version.) Exec. Group was welcome to make edits and add thoughts on who will be drafting which items.

Framing: Upbeat, optimistic, empowering

Suggestion: Add a brief history of how RSA has changed forms in the past.

During end February, RSA will do in-person meetings once again. All documents completed by March 1, so that we have the four months to get documents signed.

There's about 10 hours left in Amanda's contract. They can't draft all the documents we need with time we have with them on contract.

We lack anyone with school library knowledge of how to appeal to that audience.

We may need assistance. What is RAILS versus RSA services – many of our libraries/board don't have great knowledge of this.

Branding needs to remove NFP. Resource Sharing Alliance will have same tagline in our branding. None of the plans for these docs will hinge on logo or brand redesign.

Beth: We really need help to distill the message down to a single effective sheet.

She asks if this is direction things are going? Amanda agrees that this is one of first 3 things they'll work on. A simple sheet will link out to rest of the info.

RAILS requested RSA to go independent. It was from 2019 when RSA was given directions and timeline, and that's why independence is happening now. RSA asked for a written directive from RAILS (so it's official) by late February. Kendal asked if this could be included as piece given by directors to their boards. A draft will be given to RSA by either Jan 9 or 30. They'll include it with the RAILS side of a side-by-side comparison document (but lacking the RSA side.)

What is standard response for RSA Independence related questions? RAILS typically sends these to Kendal or Antony. How much is too much info? RAILS would like to know talking points to help reinforce reasoning elsewhere they may be asked.

#### **2.1.1 Outreach for December?**

Members care about the Fee Structure revisions, so no additional outreach needed before fee info is available.

### **2.2 Review findings and comments from the 5 Independence In-Person Meetups**

#### **2.2.1 Written compilation of visits (in package)**

No further comments here.

#### **2.2.2 Compilation of possible document ideas (in package)**

Visualization, what comes from fees then VS now .

#### **2.2.4 Survey Directors and School Librarians to see what they'll need?**

Will ask in an email survey.

### **2.3 RSA Staff outreach for December? (letters, handouts, emails & direct mailers, surveys)**

Survey of members is planned.

## **3. III Discussion Potpourri**

### **3.1 Draft Intergovernmental Agreement – 'finished?' - no updates**

This is done.

### **3.2 Draft Bylaws – awaiting lawyer comments – newest version (in package)**

These are same questions from before.

### **3.3 Draft Board Make-up – minor updates (in package)**

#### **3.3.1 Recommend full board election to ensure Board feels fair to all**

Q: so this spring do we elect 12 new board members?

A: Yes, because it's a new organization. Kendal planned to run the election with layout of new bylaws. 3 person election committee to be made for the upcoming election. Interest in board service may be higher if rebate is allowed.

Small libraries generally can't close library to step away from desk. Rebate may allow hire of temp library worker to fill that staff hour so library doesn't have to close while a board person is away. RSA still pays mileage and lunch on board day.

RSA board member job description? Officer roles written out in bylaws. Alissa will write job description for board member. It will describe time commitment, number of meetings/year, etc.

Jenny voiced concern that potentially RSA's board might be wholly different from current board. This is a different set of duties of oversight on the board than now.

Beth: board orientation includes what your responsibilities, when they meet, etc.

Board members must be OMA trained. Ancel Glick document will be referenced for what to put on your website for FOIA.

### **3.4 Representation regions**

Map is finished.

### **3.4 Draft Decision-making Breakout – minor updates (in package)**

Two small updates, we needed to add the word "informed" for committees in a few places.

### **3.5 Board Code of Ethics - draft for review (in package)**

No real changes from what was borrowed from SWAN's.

## **4. Fee Structure Discussions**

### **4.1 FY25 Income Breakouts (in package)**

### **4.2 Latest fee structure draft (in progress – coming soon)**

#### **4.2.1 Modified and easier to understand we hope**

New versions shared reflect only publics to rank them against each other. They also show quartiles that RAILS had assigned libraries. A pie chart shows that the largest quartile pays about over half of fees in current models. Ranking sheet was also broken out into publics, and schools, etc. A reason membership fees proportionately increase is because LLSAP grant is remaining flat in these calculations. For planning, this seems most likely. Antony built in ways to instantly model effects of large library break (choosing only top 13, for example, and only doing annual increase of 3.0% for inflation.

Two fee structures show income coming from fees versus LLSAP Support Grant income. They take overall of 70/30 (publics to schools ratio) of expected need for revenue, apply grant money separately (since it comes from publics/schools differently), and then determine what is the leftover need.

Genna asked: what is communication around the skew between large's getting 'break' on increases. Kendal: larger libraries have been paying large fees the whole time, RSA can't afford to price them out with a large increase now.

Kendal wants to add percentage of LLSAP fees compared to operating budget that RAILS figures out. Some libraries have bigger increases, but if you look at the

amount of budget going to RSA fees, they're among the libraries with healthier budgets. How does fee model data get updated? The target will move if we change it every year and could be misleading. We're promising "this is what you'll pay in FY29", then in FY30 we rebalance based on then-current figures. More money potentially comes in from RAILS but that shouldn't be our assumption. Even if we lose some school grants, the number publics pay shouldn't have to change much at all.

Kendal and Antony need a little longer to come up with unified fee structure. Model will be made simpler. Feedback with worries? Public directors have all been saying it will be worth it. No-one wants to stop their automation with RSA. For bigger increases, should be ready to explain why. For libraries that were Basic Online, we can point to the specific services that they were getting (and are now included.) Fee structure will be transparent and reproducible, a member library can download their circ numbers and plug it into a calculator. Some aren't bothered by what it costs, they just need help to ensure board is ready to weather the increases because the alternative is bleak (manual paper checkouts, etc.)

Alissa would like to move forward to approve the fee model. Genna wants to ensure we can explain it. Both of today's fee structures currently end up at the same small deficit around \$37k in the FY29. Getting member libraries judged by same criteria is the goal. Send feedback to Kendal and Antony. Deadline is the Exec. Committee meeting on the 9<sup>th</sup> of January so it can be approved by the board on the 30<sup>th</sup> January. Alissa: think carefully about different libraries getting any kind of large increase and how RSA does work with them. 15 libraries have a 199% or more percent increase. Many of the basics going up drastically are currently getting much more than they were paying for. Alissa wants this on agenda for January; included with a chat about rebates for high increases.

#### **4.3 Sales pitch or visual breakout helper ideas?**

##### **4.3.1 History of RSA fees 2005 – 2025 (in package)**

This was already discussed.

##### **4.3.2 Do we need a list of fee assumptions?**

FY29 has a minimum of \$3,200. No one will pay less. You will be able to reasonably figure your own fees based on a few data points relating to your library size and type. Antony has a document started and can add to it the boards assumptions.

##### **4.3.3 Should we include RAILS LLSAP Grant 'earned' per library? Or average it out by type? Or just include what's on the Grant Breakout?**

This was already discussed above as part of Fee Structure.

#### **5. Chair's Time, Discussions, Adjournment (A. Williams)**

No one in publics said they're quitting because of raising fees.

**Adjourned 4:14 PM**

**Upcoming Meeting Dates: 2 – 4 PM on Zoom unless otherwise noted.**

- 9 January (week later due to holiday) - 10 AM – Noon
- 12 March (week later due to COSUG conference) - 10 AM – Noon
- 2 April

Resource Sharing Alliance NFP

- 4 June
- Note: Additional meetings scheduled as workload requires

*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.*