Board of Directors Meeting - FY24, Q3 #2
Tuesday, 27 Feb 2024, 10 AM - Noon

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, Sara Naslund (minutes)

Agenda:
1. Welcome and Call to Order (President) 10:04AM
    1.1 Board role call (note taker)
    1.2 Review, **MOTION & APPROVE** agenda

Motion Moved by B DUTTLINGER , seconded by R SEABORN

THE RSA NFP BOARD OF DIRECTORS AGENDA FOR 27 FEBRUARY 2024 BE APPROVED.

Motion carried by unanimous vote

1.3 ~~Review, **MOTION & APPROVE** minutes from 30 Jan 2024~~ –
* Not completed. No motion.

2. Review, Discuss, Approve Final Documents for Members (new or non-trivial changes in red)
    2.1 Todo – Overview Files Index - Memorandum regarding transition of RSA NFP to an III
        * What are we supposed to be doing?
        * Sign lilac page and send back in attached envelope.
        * Everything else is support documentation.
    2.2 Public Individualized RSA Fee Structure – Fees memo
    2.3 Non-Public Individualized RSA Fee Structure – Fees memo
    2.4 Memo RAILS Support of RSA and the RSA Independence Project February 2024
        * Everyone will get 2.1, either 2.2/2.3 and 2.4 with lilac signing page.
        * We are mailing ALL documents to all libraries. Publics will go in delivery and schools will be mailed to specific person required to sign.
        * Includes one sheet per library with fee breakout and rollout schedule.

    2.5 Governance Files Index (with document descriptions)
    2.6 IGA

2.8 IGA Exhibit A (membership listing)
2.8 Bylaws (modified $1,000 rebate to a check rather than on invoice per finance)
- Only suggestion was from Finance about check vs. rebate. Documents discussing this have been edited to reflect change.

2.9 RSA Decision-Making Breakout
2.10 RSA Membership Regions as of 1 July 2024
2.11 RSA Board of Directors Makeup (modified $1,000 to check)
2.12 RSA Board of Directors Roles and Responsibilities
2.13 Ethics and behavior expected of RSA Board Representatives

2.14 Communications Package Files Index (with document descriptions)
- Fixing typos and fleshing out descriptors.

2.15 Executive Overview of Current and Future RSA
2.16 A Brief History of RSA
2.17 What, Why, and When of the RSA Independence Project (RIP)
2.18 RAILS and RSA – What are the differences?
2.19 RAILS Member Library Map 2019 - RSA Libraries in Green
2.20 RSA Functionality Overview with 2007 & early 2024 Basic Online Functionality
2.21 Value of RSA Membership
2.22 What to do if your library may withdraw from RSA

2.23 Fee Structure Files Index (with document descriptions)
2.24 History of RSA Fees from 2005 through 2025
2.25 Rebate from Reserves to RSA Members in FY25-FY29
2.26 New FY26-FY29 Fee Model Methodology
2.27 New Fee Model Publics – Fee Only
2.28 New Fee Model Non-Publics – Fee Only
2.29 Fee Structure and Member Ranking Spreadsheets Overview
2.30 New Fee Model Publics – brief data
2.31 New Fee Model Publics – full data
2.32 Rankings Publics
2.33 New Fee Model Non-Publics – brief data
2.34 New Fee Model Non-Publics – full data
2.35 Rankings Non-Publics

- Not printing all 6 fee structure spreadsheets. They are downloadable on the website and Independence page. Packets will include everything from 2.1-2.29.
- FAQ on RSA Independence page: document worked up by consultant that asks questions and links to documents that answer.

2.36 **MOTION & APPROVE** forwarding all documents to the membership on 1 March 2024

Motion Moved by B DUTTLINGER, seconded by G BUHR

TO FORWARD ALL DOCUMENTATION TO RSA NFP MEMBERSHIP ON 1 MARCH 2024.

Motion carried by unanimous vote

3. Documentation Rollout & Contact Effort
- Documents will be printed today and tomorrow. They will be added to envelopes and hopefully Thursday they will go out in delivery.
- Friday an email will go out on ListServe that lets everyone know what is coming in delivery, information about website page and please contact if you have any questions. We are willing to come out/call Board or Admin if necessary.
- Were able to discuss with Henderson County and Pontiac (hardest hit) in person about changes coming with fee structure. Everyone seems to understand why these changes are coming.
- Is RSA helping us gather more money? Passed along to Joe Fillapek. RAILS has been in contact with people to create a class on how to raise money.
- It's hard to get a handle on schools. Will be a little more difficult for directors who are new to the position. Independence meetings seemed to be pretty positive overall.

4. Continued discussion of building costs, hybrid work schedules, & using building 5 days a week
- Alissa raised the question of this last meeting.
- This building is most likely the most cost effect solution.
- Big picture: this is the first large Board of Directors decision.
- Space is not ideal to having everyone here all 5 days week.
- We would be less effective if we had 8 people in the staff room every single day. Having 4 people in the staff room 5 days is doable.
- There are workable workstations in the co-lab rooms. The staff room is very noisy.
- Will need to develop a full personnel policy starting July 1st.
- 12 total staff. 8 people (non-supervisors) share a staff space. 4 catalogers, 3 member services, 1 systems. Member services and systems will be combined and become the Operations department.
- Going forward, where are the work gaps? HR, payroll, etc. We may need to reinterview people to make sure they fit into the new job descriptions.

5. ~~Closed Session *if needed* – Treasurer/Secretary notetaker~~

6. President's Time, Other Board Business, Discussions, Adjournment (President)
- RSA Cat app is "working" with a few minor bugs involving searching. But for the most part is working for both Android and iOS.

Adjourned 11:13AM.

Upcoming Board Meeting Dates:
    Quarterly Board meetings for FY24
- 30 April - 2 - 4 PM

Full Board Holding Dates, if needed. *Otherwise, these are Executive Committee dates*
- ~~12 March - 10 AM – Noon (updated time)~~ canceled
- 2 April - 2 - 4 PM
  - Promote to full board meeting
  - Day before PLA starts
  - Updates on IGAs and new board process
- 4 June - 2 - 4 PM
- 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