



RSA Board of Directors Governance Policy

Last updated: DRAFT

RSA Board of Directors Roles and Responsibilities

- Attend board meetings; regular in-person attendance is expected to ensure quorum.
- Communicate with the Board President and Executive Director when unable to attend or on occasions where in-person attendance is not possible.
- Gather input from members and bring input to the Board when relevant; be alert to member concerns that can be addressed by RSA's mission, objectives, and programs.
- Reach out to new directors and welcome them to RSA and answer questions.
- Communicate information to members; support the decisions of the Board when communicating with members.
- Set RSA policies for implementation by Executive Director and staff.
- Oversee fiscal operations of the consortium; review annual budget and make recommendations on the budget and capital expenditures to Executive Director.
- Assist in the evaluation of vendors, contractors, and products.
- Create and oversee the consortium's long range and strategic planning with input from members, the Executive Director, and staff.
- Receive and approve recommendations from the Directors Advisory Committee and Membership Groups.
- Participate in hiring, evaluation, and setting salary for the Executive Director.
- Complete Open Meetings Act training and submit certificate to RSA Administration.

Time Commitment

- Board terms are four years in length. Initial 2024 election terms may be shorter.
- The Board will meet not less than 8 times per year. Meetings are conducted in person for a quorum required by the Open Meetings Act. Meetings last approximately two hours and do not include the time required to travel to different meeting locations. Meetings are held on a rotating basis in each of the five RSA member regions.
- Prepare for meetings by reading the packet, asking for clarification in advance when possible, and bringing communications to the meeting.

Compensation

- Board members will receive mileage reimbursement for travel to and from their library for attending Board Meetings.
- Board members will receive lunch when meetings fall during lunchtime.

- There is an annual rebate for Board service for those libraries with staff serving on the RSA Board. These libraries will receive a \$1,000 rebate check at the end of each service year to cover the other expenses required to allow service on the RSA Board.

RSA Board of Directors Makeup

Starting 1 July 2024, the RSA Board of Directors will consist of twelve seats apportioned as outlined below. Candidates for the Board must be the Director of a Member Library or hold a supervisor level position and be nominated by their Library Director, or be a School, Academic, or Special Librarian. The Board shall appoint a 3-person nominating committee to actively recruit a slate of candidates starting in February of each year. The full election slate will be released prior to the voting.

Each Member Library has one vote and votes for all open seats in each election. Elections shall be held by electronic ballot.

All Board Members serve a 4-year elected term with a maximum continuous total of 9 years' service on the Board. The years of service start accruing as of 1 July 2024. Annual elections take place in May/June each year. Board members with more than 9 years of maximum continuous service on the Board must take one year off prior to serving again. Newly elected Board Members begin their term effective July 1st, except in the case where there is an appointment to fill an open term. Any open position with more than 9 months remaining will result in a special election with the elected member being seated immediately after the results are tabulated and released.

The initial Board of Directors election for the new Illinois Intergovernmental Instrumentality RSA will take place in June 2024. All twelve positions on the Board will be filled in this election to serve a partial or full term as outlined below.

The Board has four elected positions: President, Vice President, Treasurer, Secretary. Any Board member may fill any of these elected roles. President and Secretary positions are filled by a Board vote at the July meeting in even numbered Fiscal Years. Vice President and Treasurer positions are filled by a Board vote the July meeting in odd numbered Fiscal Years except for the July 2024 meeting where all four positions will be filled.

All Board of Directors meetings require an in-person quorum. Meetings will rotate between the 5 RSA regions. Board members will be reimbursed for gas and provided food at each meeting. Libraries with staff serving on the Board will receive a \$1,000 rebate check to cover the time and expenses required to serve on the RSA Board of Directors. The rebate check will be issued following each year of service. The rebate will be pro-rated for libraries who have staff join or leave the Board for any reason mid-term.

RSA Governance Decision-Making Breakout

	Board of Directors	Directors Advisory Committee	Executive Director	Membership Groups via Staff Liaisons
Executive Director's Supervision, Employment, Compensation	Approves		Suggests	
RSA Staff Supervision, Employment, Compensation	Informed (where appropriate)		Approves	
Strategic Planning	Approves	Recommends	Recommends	Recommends
Membership: Changes, Withdrawals, New Members	Approves		Recommends	Informed
Resolve Member Disputes	Reviews/ Adjudicates		Reviews / Recommends	
Review, Modify, Rescind Bylaws	Approves	Recommends	Recommends	Informed
Create, Modify, or Rescind Policies	Approves	Recommends	Recommends	Recommends
Create, Modify, or Rescind Standards, Procedures, Cheat Sheets, Guides	Recommends	Recommends	Approves	Recommends
Financial Review, Approval, Check Signing	Approves		Recommends	
Develop Annual Budget	Approves	Informed	Recommends	
Budgeted Spending & Contract Renewals	Informed		Approves	
Budget Line-Item Transfers, Non-Budgeted Spending or New Contracts				
\$0 - \$10,000	Informed of new contracts		Approves	
\$10,001+	Approves		Recommends	

Ethics and behavior expected of RSA Board Directors

1. We provide the highest level of service to all RSA library users through appropriate and usefully organized resources; equitable service policies; equitable access; and accurate, unbiased, and courteous responses to all requests.
2. We protect each RSA library user's right to privacy and confidentiality with respect to information sought or received and resources consulted, borrowed, acquired, or transmitted.
3. We believe that the values of diversity, equity, and inclusion form the foundation of the library profession, our professional associations, and our interactions with each other and our members.
4. We respect intellectual property rights and advocate balance between the interests of information users and rights holders.
5. We treat co-workers and other colleagues with respect, fairness, and good faith, and advocate conditions of employment that safeguard the rights and welfare of all employees of our institutions.
6. We do not advance private interests at the expense of RSA library users, colleagues, or our employing institutions.
7. We shall not engage in financial transactions using nonpublic Library information or allow the improper use of such information to further any private interest.
8. We are entrusted with fiscal responsibility as described in the Bylaws of the Resource Sharing Alliance and are responsible for setting a tone within their functional area of responsibility for ethical conduct and integrity.
9. We exercise prudence and integrity in the management of funds in our custody and in all fiscal transactions in which we participate.

Approved by the RSA Board of Directors July 17, 2024

Amended and approved by the RSA Board of Directors August 6, 2026