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TO: RAILS Board members

FROM: Deirdre Brennan

RE: Board Diversity

DATE: January 19, 2022

As you will hear in our review of the strategic plan draft at the January 28 meeting, equity, diversity and inclusion are extremely important to our members. It became very clear during the member town halls, focus groups and other meetings that members want RAILS to help them in their efforts to provide more equitable, diverse and inclusive services, and help them find ways to diversify their own staff and boards. They want RAILS to provide leadership and model EDI best practices for libraries.

RAILS staff have already begun looking at ways RAILS can improve our internal culture, as you know, via our Climate Team and EDI training for all staff provided by Biz Lindsay-Ryan ,our consultant.

It is important that we start at the top and work to increase the diversity of the RAILS board. I am suggesting that we overhaul our recruitment, nomination and election process as a first step.

Currently, we have a Nominating Committee that does not really function as a typical nominating committee. The existing process depends on individuals in member libraries – staff or trustees – to self-nominate. RAILS is responsible for communicating which seats are open – specific to library type, trustee or at large – accepting nominations, creating and posting an online ballot and then tabulating the results.

To diversify the board, we will have to be intentional in seeking out diverse candidates from under-represented communities and organizing the election process so that all under-represented communities have an equal chance to be elected to the board.

One possible model is the ILA Executive Board model, where individual candidates run against one another, not against the entire field of candidates. For example, two library trustees are nominated by the committee (not self-nominated) and compete directly against each other for the most votes. The same is true for each other designated seat on the ILA board. This ensures that there will be equitable representation and diversity across the entire ILA board.

I do not know if this is the best model for RAILS, I only describe it as an alternative.

I am proposing that we spend the next several months re-designing our election process, to take effect in 2023. We have some ideas about how we can make incremental progress this year, but we don't have enough time to put such a major change into place by the spring of this year.

As a first step, we recommend that we use our current vacancy as an opportunity to create appropriate criteria and recruit candidates among under-represented populations, from whom the Executive Committee will select an individual to fill out the term of Patricia Smith (an at large term, 2022 is the second year of the term).

The Board Policy Committee would oversee the development of the new policy and procedures and our Bylaws will be revised accordingly. In past meetings, we have discussed ways to publicize the role of the board and to increase election participation – candidate forums being one example - I think we can implement some of these suggestions during this year's election.

I have included an article about board diversity for your information.

I look forward to discussing this with you in more detail at the January meeting.

6 Steps to Increase Board Diversity at Your Nonprofit

[Organizational Management](#)

By Tatiana Morand

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If you're concerned about your board's diversity, you're not alone.

[Statistics Canada conducted a survey between December 4, 2020 and January 18, 2021](#), surveying over 6,000 nonprofit board members and confirming that lack of diversity on nonprofit boards remains an issue.

The survey revealed that of the participating board members, only 11% identified as a visible minority, 8% as LGBTQ2+ individuals and 6% had a disability. These numbers differ drastically from how these groups are represented in the Canadian population.

Moreover, the same survey showed that only 30% of the participants said their organization had a board diversity policy. 23% did not know.

A [BoardSource study from 2018](#) shows similar findings in the United States. The diversity of nonprofit boards in their dataset was far from representative of the growing diversity of the U.S. population. For example, 4.2% of the surveyed board members identified as Hispanic, while the Hispanic population in the U.S. was nearly 18% of the total population at the time.

What this tells us is that there's still more work to be done. Nonprofit organizations across North America need to create and live out policies that ensure that the people on their board of directors are representative of their country's overall population.

Why is Board Diversity Important?

Nonprofit boards of directors oversee the strategic plan and make important financial and operational decisions for their organization. They have a lot of influence in how the nonprofit is run, its goals, programs and outcomes.

More often than not, the nonprofit sector serves people in need, people seeking equity and people in marginalized communities. Doesn't it make sense then, that the people in charge should be able to understand the needs of the people their organization serves?

A diverse nonprofit board that includes people of all genders, races, ages, sexual orientations, cultural backgrounds and levels of ability, will consider a variety of perspectives and ultimately make more informed decisions.

Organizations who lack a diverse board of directors lack those perspectives and are often at odds with the very mission they set out to accomplish.

If you're reading this post, that probably means you want to help create positive change – and you've come to the right place.

Is lack of diversity on nonprofit boards something that will change overnight? No.

However, there are many things your organization can do to combat prejudice and start thinking more about inclusivity.

Below, I've listed the six steps you can take if you want to start building a more diverse board. For each step, I've also added an action item you can take today.

Lastly, I've included some resources to help your organization come up with a board diversity policy or improve your existing one.

1. Address what lies under the surface

Bias is ugly. It's real. And it needs to be named to be changed.

[Unconscious bias](#) can shape all aspects of the hiring and recruiting process, from the way openings at your organization are posted to the experience employees or board members have once they're selected.

It also affects the way interviewers evaluate candidates and who is ultimately hired, as well as shaping the organizational climate. This will either allow all types of people to participate comfortably or force them to leave.

To get an inside perspective on this issue, I spoke with Lauren, the director of a professional association helping teachers and other educational leaders to improve special education programs.

“Ensuring diversity has always been a priority for our organization, but it can definitely be challenging because the teaching field is largely female and in our particular region, predominantly white,” she said.

And while race and gender are the most evident forms of diversity, they aren’t the only dimensions you need to consider.

A person’s age, nationality, sexual orientation, educational and professional background, level of ability, and socio-economic status can all shape their contributions to your board – and examining your assumption has around them can lead to the discovery of biases you didn’t know existed.

“We get a lot of interest and engagement from retired teachers who have more time to participate, but I always want to make sure we aren’t just building an echo chamber here,” she continued.

For example, some nonprofits may cite the perceived lack of fundraising power of younger applicants or applicants of colour when considering other candidates – but questioning why those two things are considered mutually exclusive should also be an important part of the conversation.

No one, and no organization, is perfect. However, checking your privilege, whatever form it comes in, is one of the first steps. This means thinking honestly about how your background shapes your current beliefs, and how you benefit from dominant ways of thinking in society – whether it’s as a white person, a straight person, or any of the other many intersections of inequality in society.

A few ideas to promote equity, that people with various kinds of privilege might not think of, include:

- Making your board meetings accessible to people with disabilities
- Acknowledging the Indigenous space your organization is built on
- Having gender-neutral bathrooms available
- Putting a mental health day policy into place

What you can do today:

Run a diversity audit to see how your entire organization, not just your board, stacks up. First, look at the demographic of your board. Then, look at the demographic of your community. Are there any groups that are underrepresented? How does your board (and your organization as a whole) compare to your community? If the two are vastly divergent, it might be time to rethink your recruiting – and ask yourself why there’s such a gap.

2. Get everyone involved

Fostering diversity takes sustained and intentional action. At Lauren’s association, everyone from the board chair to the office assistant knows that recruiting all different types of people is an organizational priority.

Creating an aligned vision will help ensure that all board members are taking steps to invite diverse people from their different networks to join the team. Asking your team and existing board for help also reflects that this isn’t just a one-time effort, but a sustained part of your organization’s mission going forward.

However, increasing diversity within your team can be an uphill battle if you’re initially the lone voice bringing it up – or the only one who thinks it’s important.

However, you might find that once you start speaking up, other people who didn’t feel comfortable bringing it up join in and support you.

Diversity training within your organization can also help you gain support. Making resources available ([such as this style guide for inclusive language](#)) or having workshops with your team to train them on equitable practices is a good step to make sure the space you’re creating is truly inclusive.

What you can do today:

At your next board or team meeting, take this [unconscious bias inventory](#) to begin unearthing assumptions that may be holding you back. Opening the conversation in a non-confrontational way, and showing that everyone has biases they need to overcome, will help you be more effective in the ongoing quest for equity.

3. Be proactive

If you want to build a more diverse board, just accepting referrals from current board members or those already connected with the organization isn’t the best way to do it.

People tend to know people similar to them, and if you're already finding your board is too homogenous, you'll just be adding more of the same.

Instead, consider these ways to expand your recruiting reach:

- Post online on websites like idealists.org or createthegood.org, and take advantage of LinkedIn's targeting options.
- Blast your social media accounts with the open position, and ask your employees and members to share it too.
- Ask local organizations or associations who work with the communities you want to recruit for assistance.
- Identify events that attract the type of people you're looking to recruit, or go to their communities and start providing value, before having authentic, in-person conversations about why their involvement is critical.
- Ask partnering or neighbouring organizations who have more diversity within their organization about their strategies for board recruitment.

You should also be open about your organization's current level of diversity when recruiting. Communicating that your current hiring policies are part of an ongoing initiative to be more diverse will help reassure candidates that they're not just going to be a token.

And don't forget: people want to feel like you're recruiting them because of their passion for your mission, not because they check a demographic box. Focusing on the skills and talents of your ideal candidate, but prioritizing those who are underrepresented in the name of equity, will be much more successful than simply saying "We need a -insert demographic group here-."

What you can do today:

Include a statement of inclusivity on your next job post or board posting – and make sure you mean it.

Plus, remember that giving requirements can be a barrier for some groups. If you're primarily serving lower-income demographics, or want them to be represented, you'll need to be aware of this (and consider scrapping it).

4. Make diversity a part of your mission – not just your mission statement

If you find the people who are drawn to your organization are homogenous, it's time to consider whether something about your message isn't accessible or resonant for a more diverse population.

An explicit commitment to diversity made readily available on your website and materials (particularly anything related to hiring) could help attract those you are looking for. Amending your bylaws to state that a certain percentage of your board must come from the population you serve can also help reinforce your commitment. This suggests a commitment to action, rather than just giving lip service to the idea of diversity.

Some statements that you can use as inspiration and to support you as you write your own are:

- [Environmental Defence Fund \(EDF\)](#)
- [Young Nonprofit Professionals Network \(YNPN\)](#)
- [Americans for the Arts](#)

What you can do today:

Read the statements above as well as your own to see how you can work on it to make it more inclusive and reflect your pledge to diversity.

Reaching Across Illinois Library System (RAILS)

Bylaws

Revision Control

These bylaws were adopted by the individual System Boards (Alliance Library System, DuPage Library System, Metropolitan Library System, North Suburban Library System, Prairie Area Library System) as Appendix B of the Intergovernmental Agreement in February 2011.

- RAILS Bylaws – APPROVED by System Boards February 2011
- RAILS Bylaws – ADOPTED by the Merger Transition Board on March 10, 2011
- RAILS Bylaws – RATIFIED by RAILS Board on July 1, 2011
- RAILS Bylaws – REVISION APPROVED by RAILS BOARD October 21, 2011 (Article 6, Section D)
- RAILS Bylaws – REVISION APPROVED by RAILS Board December 19, 2011 (Article 4, Section B; Article 5, Section N)
- RAILS Bylaws – REVISION APPROVED by RAILS Board February 22, 2013 (Article 5E; Article 5K; Article 5O)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 22, 2015 (Article 5C and E)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 22, 2015 (Article 5, Section N)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 22, 2015 (Article 6, Section A)
- RAILS Bylaws – REVISION APPROVED by RAILS Board June 19, 2015 (Article 1; Article 5B, C & D; Article 8)
- RAILS Bylaws – REVISION APPROVED by RAILS Board July 24, 2015 (Article 6; Section D)
- RAILS Bylaws – REVISION APPROVED by RAILS Board October 30, 2015 (Article 6; Section B)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 28, 2021 (Article 2; Article 5C, Article 6A)

Article 1 Name and Definitions

- The name of the organization shall be Reaching Across Illinois Library System (RAILS) hereinafter known as the System.
- A “Member,” or “the Membership,” refers to the library organizations that have chosen to join, been approved, and receive services from the System.
- “Directors” are individuals serving on the System Board of Directors.
- “Eligible electors” are individuals who are eligible to register to vote within the territory of the System. Each Member library will designate an individual who will cast the organization’s vote in the election of Directors to the System Board.

Article 2 Purpose

RAILS is a multi-type regional library system that fosters collaboration and resource sharing among libraries to empower them to better serve their clientele or library users.

Article 3 Authority

The System derives its authority from the Library Systems Act (75 ILCS 10/1 et seq.). This statute states that it is the policy of the State of Illinois in promoting public education, and in serving all levels of the educational process, to encourage the improvement of free public libraries and the cooperation among all types of libraries in the sharing of library resources.

Article 4 Membership in the System

A. Eligibility

The statutes and administrative rules of the State of Illinois and the Membership Criteria of the System govern Membership in the System. Any Public, School, Academic or Special library, within the service area, is eligible to apply for Membership. Participating libraries will hereinafter be known as Members. Acceptance is subject to the approval of the Board of Directors of the System and the State Librarian and implies agreement by the applying library to applicable State statutes and rules and to the System's Bylaws, policies and Plan of Service. Members agree to comply with policies, rules and regulations required for maintaining Membership.

B. Suspension

Any Member library may be suspended from Membership if not in compliance with State Statutes, Administrative Rules or System Requirements. Members will remain in good standing as long as they meet System and State Membership criteria. Specific information about Suspension can be found in the Administrative Rules (3030.115).

Article 5 Governance

A. The Governing Board

The Governing Board shall be the System Board of Directors composed of fifteen (15) individuals hereinafter referred to as "The System Board."

B. Number and Qualifications

While all Directors are expected to represent the entire System, the Board of Directors will be made up of the following types of individuals.

1. Eight (8) seats will be held by Board members of Member Public Libraries.
2. One (1) seat will be held by an individual who is currently employed by a School Library.
3. One (1) seat will be held by an individual employed by an Academic Library.
4. One (1) seat will be held by an individual employed by a Special Library.
5. The remaining four (4) seats will be filled by individuals elected at large and currently employed by or current members of the governing board of libraries of any types: public, academic, school and special, and without regard to type of library.
6. All Directors must be eligible electors in the geographical area of the System.

C. Nominations

1. Each year, the President of the System Board will appoint a Nominating Committee that selects and confirms candidates for election to the System Board. The committee shall be comprised of no less than five individuals. Of these individuals, no more than the Chair of the Committee and one other Director shall be appointed to the committee from the sitting Board. All other committee members shall be appointed from general RAILS membership. No Nominating Committee Member may be slated for election to the System Board.
2. The Nominating Committee shall make every effort to recruit a diverse, equitable and inclusive roster of candidates for the RAILS board so that the board will truly represent, as much as

possible, the diverse membership of RAILS libraries and their communities. The call for nominations will be publicized to the Members of the System and any Member may propose names for the Nominating Committee's consideration

3. Further nomination may be made upon written petitions of ten (10) Member Libraries represented by the type of seat on the System Board to be filled. Such petitions, accompanied by written acceptance of the nominee, must be filed with the System Board Secretary, who will convey the nominations to the Chair of the Nominating Committee. Timing of such petition will be appropriately publicized.
4. No individual may be a candidate for more than one Board seat in a specific election. No individual may hold two RAILS board seats simultaneously.
5. An individual may not serve on the RAILS board if the individual's election or appointment to the board would result in there being on the board at the same time two individuals who are employed by and/or on the governing board of the same member library. If two candidates from the same member library both receive enough votes to be seated on the board in the same election, the candidate with the lowest number of votes between the two candidates will be disqualified and the candidate with the highest number of votes between the two candidates will be seated on the board.

D. Election of Directors

1. The Nominating Committee will determine the design and the timetable for the distribution and return of ballots.
2. Each Member library shall receive one ballot with all the names of the candidates with instructions for casting the ballot. The individual designated by the Member will cast the ballot.
3. When the votes are tallied, the candidate(s) receiving the highest number of votes in his/her category is elected to the vacant seat(s). In case of a tie, the seat holder will be decided by a flip of the coin.

E. Term

The term of office of Directors shall be three years, but no Director shall serve more than a total of six years unless two years have elapsed since his/her sixth year of service. The terms of office of one-third of the Directors shall expire each year. The term of office begins with the first Board meeting after the start of the fiscal year.

F. Vacancies

Should a vacancy occur between elections, The System Board will appoint an individual with the qualifications to fill the specific type of vacant seat as described in Article 5, Section B 1-6.

G. Disqualifications

Directors are expected to fulfill the duties required of them by the nature of their office. The System Board by a Majority vote may, with a quorum present, declare a System Board position vacant if a Director fails to attend two (2) unexcused Board meetings during the System year.

Should a Director no longer be an eligible elector within the geographic area of the system, or leave the local position by virtue of which he/she was eligible, nominated and elected, the seat shall be declared vacant. This shall not apply when the Director changes positions within the local entity or is still otherwise qualified to represent the type of seat for which the Director was elected.

H. Meetings

The System Board shall meet a minimum of nine (9) times a year. Directors may attend meetings electronically consistent with established Board policy and the Open Meetings Act. A simple majority of the Directors will constitute a quorum.

Special meetings of the Board of Directors may be called by the President or upon the request of three Directors upon five days written notice, for the transaction of such business as may be stated in such notice.

I. Powers and Duties of the Board of Directors

The powers and duties of the System Board shall be in accordance with the Illinois Library System Act and the Rules and Regulations promulgated there under.

The Board of Directors will conduct an evaluation of the Executive Director annually at an appropriate time.

J. Officers

The Officers of the Board shall be as follows: President, Vice President, Secretary, and Treasurer. The Officers of the Board shall have the following duties and responsibilities:

1. The President will preside at all meetings of the Board; shall appoint any necessary committees; shall sign official documents; and, shall assume such other powers that meet with the consent of the Board.
2. The Vice President will preside at meetings in the absence of the President; shall in the case of the resignation of the President or the inability of the President to perform the duties of the office assume the President's responsibilities until the election of a new President; and, shall perform such other duties as the Board may direct.
3. The Secretary will keep minutes of all Board meetings; shall sign documents and correspondence in the name of the Board when so directed by the President and/or the Board; and, shall perform such other duties as the Board may direct.
4. The Treasurer will discharge the responsibilities placed upon that office by law, oversee the fiscal affairs and activities of the System; report regularly to the Board of these matters, and perform such other duties as the Board may direct. Before entering the office, the treasurer is required to give a bond in an amount set by the Board in compliance with law, and the cost of such to be paid by the System.

K. Election of Officers

The Nominating Committee will propose the slate of Officers of the System Board. The election of officers shall be held at the first meeting of the System Board each year. The officers shall be elected for one (1) year, and no officer shall serve more than two (2) consecutive full terms in one office. A term of six (6) months or more shall be considered a full term. The term of office begins with the first Board meeting after the start of the fiscal year.

L. Vacancies in Officers Roles

In the event that the office of President becomes vacant, the Vice-President shall assume the duties of the President, and the System Board shall elect one of the remaining Directors to the office of Vice-President for the remainder of the term. In the event one of the other offices becomes vacant, the System Board shall elect one of the remaining Directors to fill the remainder of the term.

M. Committees

1. Executive Committee

- a. The President, Vice-President, Secretary, and Treasurer together with one additional Director elected by the Board of Directors shall constitute the Executive Committee. The designation of such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law.
- b. The Executive Committee shall have and may exercise the authority of the Board of Directors as specifically and expressly delegated by the action of the Board of Directors.
- c. A majority of the Directors on the Executive Committee shall constitute a quorum.
- d. The President of the Board of Directors shall preside at the meetings of the Executive Committee. In the absence of the President, the Vice-President shall preside.

2. Other committees

- a. Committees of the Board will be appointed where there is a need in the areas of Board operations, Board policy, and activities outside the responsibilities of the Executive Director as chief executive and administrative officer. The Board of Directors may establish ad hoc and advisory committees as it sees fit.

N. Economic Interest

No member of the RAILS Board of Directors may profit personally, either directly or indirectly, for any business connected with the system.

Each member of the RAILS Board of Directors shall file a Statement of Economic Interest as required by the Illinois Governmental Ethics Act.

Each member of the RAILS Board of Directors shall also file a Conflict of Interest Form *annually or within 60 days of assumption of office*, certifying that the member has no prohibited conflict of interest with RAILS and disclosing any personal or business relationships that reasonably could produce a direct or indirect conflict involving RAILS. The Conflict of Interest Form should be filed with the RAILS Executive Director.

The members of the RAILS Board of Directors shall serve without compensation, but their actual and necessary expenses shall be paid or reimbursed by the system.

O. Indemnification

Members of the RAILS Board of Directors shall be indemnified as described in the RAILS Indemnification Policy.

Article 6 System Executive Director

- A. The Board of Directors shall, by resolution, appoint an Executive Director of the System who shall meet any and all requirements, including having a master's degree from an American Library Association-accredited library education program and at least five years postgraduate employment, including at least two years in library administrative experience, as required by the Board and by Illinois law and regulation. (75 ILCS 10/7).

- B. Responsibilities of the Executive Director:
 - 1. General administration of the System.
 - 2. Provision of professional advice to the Board of Directors.
 - 3. Authority and responsibility for staff recruitment, evaluations, promotions, discipline management and terminations as well as all other personnel matters in accordance with System policies, except that the Executive Director's authority to hire, fix the compensation, and terminate employees is subject to the approval of the RAILS Board of Directors.
 - 4. Implementation of policies, objectives, and plans of the Board of Directors.

- C. The Executive Director shall be responsible directly to the Board of Directors.

Article 7 Fiscal Year

The fiscal year for the System shall begin with July 1 and end with June 30, following the applicable rules and regulations of the State of Illinois.

Article 8 Amendments

Proposed Bylaw changes can originate from the System Board or from the Membership of the System. Proposed amendments to the Bylaws must be submitted for consideration by the System Board at a meeting at which notice of the proposed bylaw amendment has been provided or listed on the meeting agenda. A bylaw amendment may not be voted upon until a subsequent meeting of the Board. Changes to the bylaws must be approved by 2/3's vote of the Directors attending the meeting at which they are considered and must be submitted for approval to the Illinois State Library before they shall become effective.

Notwithstanding the above two-step process, the requirement that action on a bylaw amendment be deferred to a second meeting can be waived, and a bylaw amendment approved at the meeting at which it is initiated, if the bylaw amendment (1) is listed on the agenda for action at the first meeting and (2) is approved by all directors attending the first meeting.