

Society of American Archivists
COUNCIL MEETING MINUTES
February 7 – 10, 2008
Washington, DC

President Mark Greene called the meeting to order at 6:00 pm on Thursday, February 7. Present were Treasurer Ann Russell; Executive Committee member Carla Summers; Council members Bruce Ambacher, Rebecca Hankins, Leon Miller, Ben Primer, Margery Sly, Diane Vogt-O'Connor, and Sheryl Williams; and SAA Executive Director Nancy Beaumont; Publishing Director Teresa Brinati; Education Director Solveig DeSutter; Member and Technical Services Director Brian Doyle; and Finance/Administration Director Tom Jurczak. Vice President/President-Elect Frank Boles was not present for the Thursday evening session, but joined the group on Friday morning. Nancy Lenoil was not present for the Council meeting.

THURSDAY, FEBRUARY 7

I. COUNCIL BUSINESS

A. Adoption of the Agenda

Williams moved and Primer seconded adoption of the agenda. PASSED.

B. Approval of the August 2007 Minutes

Greene noted that the minutes had been adopted by the Council in October 2007 and posted immediately.

C. Review of the August 2007 "To-Do List"

Council members reviewed the items listed on the August 2007 "To-Do List" and provided updates on completed and incomplete items.

II. REPORTS

A. Report of the Executive Committee

Summers reported on a number of items that the Executive Committee had addressed on behalf of the Council since the August 2007 Council meeting, including the following:

- Approved a Greene letter to Senators Harry Reid and Mitch McConnell encouraging consideration of a bill to overturn Executive Order 13233 (September 2007).
- Approved Greene travel to the ICA/CITRA meeting in Quebec using Norton funds (September 2007).
- Reviewed "Protocols for Native American Archival Materials" and recommended that the document be discussed by the full Council. (See Agenda Item III.A.)
- Provided feedback to Greene on a draft charge for the Joint ALA/SAA Committee on Access Statement (September 2007).
- Provided feedback to Greene on a draft charge for the Minority Graduate Education Scholarship Task Force (September 2007).
- Provided feedback to Greene and Boles on the review process and materials to accompany the call for comment on the *Protocols for Native American Archival Materials* (September 2007).
- Reviewed an Intellectual Property Working Group request to negotiate for outside financial resources from RLG for a meeting at which the group would develop and document a series of best practices for investigating the status of orphaned works. The meeting is scheduled for March 2008. (September 2007).
- Provided feedback to Beaumont on a draft lease agreement and floor plan for SAA's new office space at 17 North State Street (October 2007).
- At the recommendation of SAA member and ICA representative Trudy Peterson, approved a letter to the Hong Kong Chief Executive regarding passage of an archives law (October 2007).
- At the recommendation of the Intellectual Property Working Group, agreed to sign on to an *amicus* brief (with the Association of Research Libraries and others) on the matter of *Greenberg v. National Geographic Society* (October 2007).

- Reviewed signing on to the European Convention on Access to Official Documents, but decided that there was insufficient time to gather appropriate information and did not sign on. (October 2007).
- Discussed two issues that were raised at the Annual Membership Meeting in August: 1) Are individuals designated by an Institutional member as the “primary contact” for that member eligible for Fellowship, and 2) may an Institutional member’s primary contact cast two ballots if that individual is also an Individual member of SAA? (November 2007) The Executive Committee obtained feedback from the Fellows Steering Committee on the first question. These two issues are raised on the Council action agenda for this meeting.
- Agreed that SAA would sign on to a letter (sent on behalf of 31 organizations) to senators in support of S. 886, the Presidential Records Act Amendments of 2007 (December 2007).
- Agreed to sign on to a letter drafted by OpenTheGovernment.org about a recent Smithsonian Directive on access to its records (January 2008).

B. President’s Report

Greene reported on a variety of items not included in the Executive Committee report, such as the following:

- His travel on behalf of SAA to the International Council on Archives Section on Professional Associations meeting in Madrid in October 2007 and to the International Conference of the Round Table on Archives (CITRA) meeting in Quebec in November.
- His attendance, with Boles and Beaumont, at the American Society of Association Executives Leadership Symposium for Chief Elected and Chief Staff Officers in Baltimore in November.
- Responded to a request for comments from the US Department of Health and Human Services concerning expedited review of oral history projects under the Institutional Review Board protocols. Following consultation with the SAA Oral History Section, he determined that SAA should not endorse expedited review because it mitigates the real goal of exempting oral histories from IRB oversight.
- Following consultation with SAA’s Science, Technology, and Health Care Section, the American Association for the History of Medicine, and the Archivists and Librarians in the History of the Health Sciences, drafted a statement on the Health Information Protection and Security Act (HIPSA) that was sent to all members of the US Senate’s Health, Education, Labor, and Pensions Committee arguing against proposals that would impose drastic restrictions on health information past, present, and future.
- Negotiated a memorandum of understanding with ARMA International concerning joint standards work.
- Finalized the agreement between the University of North Carolina at Chapel Hill and Miami University of Ohio for the transfer of the Archives and Archivists List archives.
- Made appointments to the Minority Scholarship Task Force, the Native American Protocols Review Task Force, the Web Working Group, the Joint SAA/ALA Committee on Access to Research Materials, and the Fellows Steering Committee.
- Sent a letter to Archivist of the United States Allen Weinstein regarding his official stance on whether the Central Intelligence Agency and the Executive Office of the President were in violation of the Federal Records Act when they destroyed interrogation tapes and pre-2003 White House email messages, respectively.
- Made an informal query with David McMillen of the NARA staff to determine whether NARA has a role in or information on the alienation or destruction of Iraqi national government records (ie, those records that will be sent to the Hoover Institution or the records that apparently are still in the hands of the Department of Defense).
- Sent a letter to the Senate Judiciary Committee supporting legislation that would limit the Executive Branch’s ability to block evidence in civil trials by claiming national security without judicial review.
- Sent an inquiry to National Coalition for History Executive Director Lee White regarding the best course of action now that another senator (Jeff Sessions of Alabama) has put a personal hold on the Presidential Records Act legislation that SAA favors.
- Signed on to an OpentheGovernment.org letter opposing a recent Smithsonian Institution directive that would permit excessive restrictions on access to records.
- Joined in a petition calling for public release of the transcripts of the Rosenberg grand jury.

C. Vice President’s Report

Boles reported on the status of appointments for 2008-2009, noted that much of his volunteer time on behalf of SAA had been spent compiling the comments received by the Task Force to Review the *Protocols for Native American Archival Materials* (see Agenda Item IIIA), and reported on his attendance in October at the “Guardians of Language, Memory, and Lifeways: Tribal Archives, Libraries, and Museums” conference in Oklahoma City.

D. Treasurer's Report

Russell presented a financial review of SAA's performance from July 1 to December 31, 2007, and walked the Council members through the recently completed draft audit for FY2007 (ie, year ending June 30, 2007).

E. Staff Reports

1. Executive Director: Beaumont's written report provided updates on activities associated with the strategic priorities in the areas of technology, diversity, and public awareness; advocacy efforts; governance matters; and headquarters operations, including an update on the move to new lease space, hiring of a project assistant, and ongoing publication of a biweekly online news update that is sent to all members.

2. Membership: Doyle's written report provided an update on membership statistics, including growth rates by dues category. SAA's total membership was 5,079 as of the end of January 2008, including 4,495 Individual members and 584 Institutional members.

3. Education: De Sutter's written report provided a year-to-date update on workshops (33 face-to-face programs with 923 attendees) as well as plans for professional development offerings through Fall 2008.

4. Publications: Brinati's written report provided an update on the status of books in production:

- *Archival Internships: A Guide for Faculty, Supervisors, and Students*, by Bastian and Webber, is slated for publication in March 2008.
- *Legal Issues in Archives*, by Behrnd-Klodt, is slated for publication in May 2008.
- *College and University Archives: Selected Readings*, edited by Swain and Prom, is slated for availability in May 2008.

She noted that the following materials had been "published" on SAA's website:

- *Access to Archives: The Japanese and American Practices*, nine papers from the "Access to Archives" conference held in Tokyo in May 2007.
- *New Skills for the Digital Era*, the proceedings of a colloquium held in Washington, DC, in May 2006.
- *Effective Management of University Digital Records: Case Studies*, which provides examples of work underway on various campuses where archivists are addressing the challenges of administering records born and stored in digital form.
- The complete report and results of the *Archival Census and Education Needs Survey in the United States (A*CENSUS)*.

In addition, *Describing Archives: A Content Standard (DACS)* was added to the Library of Congress's Cataloger's Desktop in November 2007.

Brinati also noted that some issues of *The American Archivist* will be available in full text online beginning in late February 2008.

5. Annual Meeting: Beaumont provided a draft schedule for ARCHIVES 2008 in San Francisco, August 24-31. She noted that, because of the many requirements for meetings and events associated with the conference, the Council meeting has been scheduled for Monday, August 25; committee meetings have been scheduled for Tuesday, August 26; and three slots for Roundtables have been scheduled for Wednesday, August 27, beginning at 1:00 pm.

6. SAA Website Development: Doyle's written report provided an update on the work of the Website Working Group, which was charged in August 2007 "to investigate, evaluate, and recommend strategies for the effective management of online content created and/or maintained by the Society." The Working Group's final report in May 2008 will provide results of a survey to determine members' needs and recommendations for development of Web applications to support them.

F. American Archivist Editor

American Archivist Editor Mary Jo Pugh noted in a written report that the Editorial Board is proceeding with plans to issue a request for proposal for vendors to digitize the back run of the Journal in order that it may be available online along with current issues; that she had met with various groups at the 2007 Annual Meeting to encourage submission of manuscripts; and that, from August 2007 to January 2008, she had received 26 manuscripts, accepted 3, accepted pending satisfactory revisions 7, and rejected 11. The remaining 16 are still under review.

G. Editor, Print and Electronic Publications

Peter Wosh, Editor, Print and Electronic Publications, reported that proposals had been received in response to a request for proposals for books on public awareness, religious archives, and diversity. *Guidelines for Managing Congressional Papers*, a publication project funded by the National Historical Publications and Records Commission, has been submitted in manuscript form and is under review. The Publications and Editorial boards will meet jointly in March to discuss new directions for electronic publishing.

Pugh and Wosh joined Council members and staff for an informal discussion of their work over lunch.

H. Technology Best Practices Task Force

A report from Task Force Chair Naomi Nelson indicated that the group had received a number of constructive suggestions about the “Managing Electronic Records and Assets: A Bibliography” website, which went live immediately preceding the 2007 Annual Meeting. The task force’s workplan for the next few months includes: more clearly indicating on the website that it is a “work in progress”; continuing to review and revise the site’s content and identifying additional best practices in consultation with a variety of stakeholders (including both SAA and ARMA International members); and making recommendations to the SAA Council about the future of this resource. Greene noted that, in response to concerns raised by the Electronic Records Section, two additional members of that Section have been appointed to the Task Force.

I. Minority Scholarship Task Force

No report was available on the status of the task force.

J. Partnership for the American Historical Record

Primer’s written report as a member of the Joint Task Force on the Partnership for the American Historical Record noted that Congressman Maurice Hinchey (D-NY) had agreed to sponsor the “Preserving the American Historical Record Act” in the House of Representatives, that considerable effort had been expended in recent months to build a coalition within the archives and history communities to support the legislation, and that the critical next steps will be to obtain as many sponsors as possible within both the House and the Senate.

FRIDAY, FEBRUARY 8

The SAA Council met with the Council of State Archivists Board of Directors, the National Association of Government Archives and Records Administrators Board of Directors, Archivist of the United States Allen Weinstein, and several senior staff members of the National Archives and Records Administration for lunch and updates on Friday, February 8, from noon to 3:00 pm, at the National Archives Building.

III. ACTION ITEMS

A. Native American Archives Protocols

Frank Boles, chair of the Task Force to Review *Protocols for Native American Archival Materials*, noted that the 140-page Task Force report included all comments received from respondents to the call for comments issued on November 21.

MOTION 1

THAT the Council resolve into informal consideration to discuss the Native American Protocols Task Force report.

Moved by Summers; seconded by Sly. PASSED.

MOTION 2

THAT the Council convene out of informal consideration.

Moved by Boles; seconded by Miller. PASSED.

MOTION 3

THAT the SAA Council recognizes that the *Protocols for Native American Archival Materials* has raised awareness of significant gaps in our professional literature and practice that should be addressed; and

THAT, although the Council does not endorse the *Protocols* as written for reasons articulated in the Task Force report, it acknowledges that, in a pluralistic society, there is a need for ongoing dialog regarding matters of cultural sensitivity among archivists, stakeholders, and the many and varied cultures represented within archival repositories; and

THAT the SAA Council charges the President to select or create a body within SAA to identify desired outcomes and develop a draft plan to achieve them (including mechanism, group composition, timeline, and fiscal impact) and to report to the Council at its May 2008 meeting.

Support Statement: The *Protocols for Native American Archival Materials* raise significant and powerful issues that require substantive and thoughtful discussion and exploration by the entire archives profession. The SAA Council honors the effort and generous spirit of communication of the *Protocols*' authors. Further dialog is important to ensure mutual understanding. Archivists serve many stakeholders from diverse cultures (records creators, donors, rights holders, users, etc) with whom we should discuss these issues. SAA commits to setting aside time and resources to explore these issues during the next three years, beginning with a Forum to be held at ARCHIVES 2008 in San Francisco, and encourages regional, state, and local archives organizations to do the same. The Council invites all interested stakeholders, including the *Protocols* authors, to join this effort.

Moved by Primer; seconded by Williams. PASSED. (10 in favor, Lenoil not present)

Primer and Williams formally commended the Task Force for its efforts. Council members expressed the following formal comments about the *Protocols for Native American Archival Materials* and the Task Force report:

Primer: I think the *Protocols* raise a much broader issue about cultural property that calls for more universal policies. The chief reservation that I have relates to process – not enough time to evaluate and not enough stakeholders involved – and the kinds of precedents this document would create in terms of access, ownership, and custody. The western traditions of academic freedom and equal access are not principles that I believe can be sacrificed, even on the altar of cultural guilt.

Hankins: The motion is a good faith effort on our part to acknowledge the extensive work of the *Protocols* authors and their generosity in sharing this with the Council, seeking our input. The outstanding work of the Task Force deconstructing and providing commentary was exceptional. Their work helped to inform me of the issues, bringing to the forefront those other stakeholders and concerns I had not considered. The Task Force report and the *Protocols* authors should be commended.

Boles: For reasons that are expressed most fully in the comments section of the Task Force report, I am saddened that the Council, in its wisdom, did not more fully embrace the *Protocols*. Although we failed to take what I believe was the important step of endorsing the spirit of the document, nevertheless the resolution moved is significant, positive, and I hope the beginning of a meaningful dialog on truly historic issues. For that reason, I support the resolution, look forward to its adoption, and plan to work diligently in its implementation.

Sly: I'm grateful that the *Protocols* authors and the Native American Archives Roundtable have reminded us of these vital issues and the need to address them. In the next few years, I hope that we can learn together and move closer together toward mutual understanding.

Williams: I think the issues brought forward by the Roundtable and *Protocols* authors represent significant issues that we need to address. I think that the Council's motion, while not an endorsement of the *Protocols*, is an important next step for needed discussion and exploration, and I welcome the opportunity.

Summers: As liaison to the Native American Archives Roundtable, I hope they will provide leadership in this discussion and ask them to come to Mark Greene, Frank Boles, and myself to ask about the Council's review of the *Protocols*.

Ambacher: I look forward to airing these issues and the parties educating each other on our positions.

Vogt-O'Connor: Since 1492, this country has needed a nuanced discussion of the issues raised by the *Protocols*. The dialog that should result from the gathering of archival stakeholders will increase understanding among groups, enhance appropriate access, and improve the way we operate as a profession with full respect and collegiality towards all cultures and professions. My deepest thanks to the *Protocols* authors for raising these crucial questions so we can think about the best possible answers to balance the rights, equities, and interests of all individuals who have a legitimate stake in our collections. The *Protocols* authors have raised a powerful call to remind us that subjects have a voice as well as creators, donors, managers, and users.

Miller: Council benefited from an excellent Task Force report. The discussion was very helpful; the fact that we arrived at a reasonable consensus was a tribute to Mark Greene's leadership skills; and I'm pleased to be able to support the motion.

Russell: I was glad that the Council was able to come to a consensus on this important issue, and I look forward to a discussion of finding common ground among archivists whose cultural points of view differ profoundly.

B. SAA Participation in Sunshine Week

Council members reviewed a report prepared by Beaumont that summarizes the goals of Sunshine Week, an initiative sponsored by the American Society of Newspaper Editors to stimulate conversation about open government.

MOTION 4

THAT the SAA Council endorse the Society's participation in Sunshine Week, and that the nature of that participation be based on an assessment of SAA's priorities and resources from year to year.

Support Statement: SAA participation in Sunshine Week could provide an opportunity to expand the Society's efforts to advocate for open access to government records at the same time that it could connect SAA with others who have similar interests.

Fiscal Impact: Minimal if participation is limited to using the SAA website and existing periodicals to encourage member involvement. More significant if SAA were to commit to funding attendance at Sunshine Week events in Washington, DC, and elsewhere or to other levels of support. This is an annual event, and level of participation and resource allocation could be determined annually as part of the budgeting process.

Moved by Summers; seconded by Sly. PASSED.

C. Archives and Archivists List Liaisons

At its September 1, 2007, meeting the Council acted to create the positions of Council Liaisons to the Archives and Archivists (A&A) List and to charge them with drafting their own charge as well as to recommend a mechanism for reviewing and revising the A&A List Terms of Participation. The Liaisons were charged also to begin monitoring of List content and to forward to Council members items for their knowledge, attention, or response. Liaisons Rebecca Hankins and Margery Sly prepared the following motions for Council action.

MOTION 5

THAT the SAA Council adopt the following charge and guidelines for the Council Liaisons to the Archives and Archivists (A&A) List:

Purpose

The Council Liaisons to the Archives and Archivists (A&A) List monitor the List regularly for issues of potential interest or concern to the Council. Issues may include SAA business, the content of messages, technical concerns, or other matters.

Selection, Size, and Length of Terms

The incoming SAA President shall appoint two Council members annually – one serving in his/her second year and one serving in his/her third year on the Council – to serve as Liaisons to the A&A List.

Duties and Responsibilities

The Liaisons monitor the Archives and Archivists List on a regular basis sufficient to identify in a timely manner issues of potential interest or concern to the Council. Issues are referred to the President for forwarding to the Council as appropriate.

Should the President or the Council agree that a response is necessary and appropriate, the Council Liaisons are responsible for drafting a response for posting to the List.

Reporting Procedures

As appropriate, the Liaisons may refer matters to the SAA President, the SAA Executive Committee, and/or the SAA staff.

Support Statement: Periodically issues arise via the Archives and Archivists List that require Council and/or staff attention, such as inflammatory language, failure to follow the published Terms of Participation, or professional or organizational

issues. Although several Council members and staff may monitor or participate in the List, it is important to have in place procedures for monitoring the List so that the Council and staff are aware of issues being discussed and so that a consistent and expedient response is delivered as necessary and appropriate.

Fiscal Impact: None.

Moved by Williams; seconded by Vogt-O'Connor. PASSED.

MOTION 6

THAT the SAA President be charged by the Council to appoint a Task Force that will accomplish the following:

- **Review, and recommend revisions to, the Archives and Archivists (A&A) List Terms of Participation**(http://www.archivists.org/listservs/arch_listserv_terms.asp), **including developing a definition of “inappropriate content” and a schedule for periodic review of the Terms;**
- **Recommend policies regarding 1) removal from the A&A List of posts at the posters’ request and 2) determining when participants may be banned from the List;**
- **Recommend procedures to be followed in those cases in which a participant 1) posts a “flame” on the List or 2) is banned from the List; and**
- **Develop a bibliography of resources that will assist the Council Liaisons in monitoring the A&A List and implementing Council-adopted policies and procedures;**

THAT the Task Force comprise 1) one of the two Council List Liaisons; 2) three SAA members who are active participants on the List, who represent relevant sections or roundtables, and/or who have relevant experience in list management; and 3) SAA’s Director of Member and Technical Services, who will provide staff support to the Task Force and serve as an *ex officio* member of it; and

THAT the Task Force prepare a final report for consideration at the August 2008 Council meeting.

Support Statement: The proposed task force work will assist the Council in ensuring that policies and procedures for the A&A List are updated to deal with the sorts of situations that have occurred and are reviewed regularly.

Fiscal Impact: None.

Moved by Sly; seconded by Hankins. PASSED.

SATURDAY, FEBRUARY 9

Boles moved and Hankins seconded adjournment of the Council meeting into the Society of American Archivists Foundation Board of Directors meeting at 8:00 am on Saturday, February 9. The motion passed. For minutes of that meeting, see below. Primer moved and Williams seconded adjournment of the SAA Foundation Board meeting at 8:45 am. The Council meeting was reconvened at 8:45 am.

D. Fellows and Institutional Membership

At the Annual Membership Meeting in August 2007, a question was raised from the floor regarding how the establishment of the Institutional member primary contact person would affect eligibility for election to Fellow. Specifically, would the primary contact person, who can now vote and hold office, also be eligible for Fellowship if s/he met the other criteria for election?

MOTION 7

THAT the SAA Council affirm the current Constitutional provision that Fellows must be Individual full members of SAA, and therefore a primary contact of an Institutional member is not eligible to become a Fellow unless that individual is also an Individual full member who meets all other eligibility requirements.

Support Statement: There is no compelling reason to change the Constitution. The Fellows Steering Committee expressed opposition to such a change.

Fiscal Impact: None.

Moved by Miller; seconded by Ambacher. PASSED. (6 in favor, 4 opposed)

E. Votes for Individual Members Who Are Also Primary Contacts of Institutional Members

At the Annual Membership Meeting in August 2007, the membership approved the following enhancement of Institutional member benefits: "Each Institutional member may identify a primary contact person, who is eligible to vote, hold office, and serve on appointed groups." During the discussion of this agenda item at the Membership Meeting, a question was raised from the floor regarding how this new rule will apply if an Individual member (with an Individual member's voting rights) is also the designated primary contact of an Institutional member. That is, will that individual be permitted to cast two votes – one as an Individual member and one on behalf of the Institutional member? Greene handed the gavel to Boles for this discussion.

MOTION 8

THAT an Individual full member who is also designated the primary contact of an Institutional member be permitted to cast one vote to represent each membership; and

THAT this operational policy be included in all appropriate portions of the Council Handbook.

Support Statement: In light of agreement by the general membership that Institutional membership should be enhanced by permitting an Institutional member to vote, it seems most reasonable to grant that right to the primary contact – even if that person is also an Individual member. The system can be controlled via member identification numbers.

Fiscal Impact: None.

Moved by Ambacher; seconded by Sly. PASSED. (6 in favor, 3 opposed; Greene and Williams recused themselves)

F. Council Handbook Task Force

As part of its ongoing review of the Council Handbook to update policies and bring them into alignment with current practice, the Council Handbook Task Force made several recommendations for the Council's consideration.

MOTION 9

THAT the following revision to the Annual Meeting Taping Policy, which assumes permission to record annual meeting sessions but permits individuals to opt out, be approved.

Annual Meeting Taping Policy

The following are criteria considered for the selection of annual meeting sessions to be taped. These criteria are applied by the Executive Director in consultation with the Program Committee:

1. **Session Attendance:** The higher the projected attendance, the more likely the session content will be in demand and therefore taped. Anticipated attendance is measured through the annual meeting attendance sheets, ~~located in the annual meeting program.~~ These projections are returned with registration fees and give an estimated count of a session's expected attendance.
2. **Session Topic:** The broader the topic appeal the more likely it contains widespread appeal and therefore will be taped.
3. **Special Session:** The presentation by a prominent speaker and/or of a special topic.
4. ~~**Presenter Permission:** All presenters submit a signed consent form when granting permission for their session to be taped. SAA must have explicit permission from all presenters before a session can be taped.~~ **Presenter Permission:** All sessions for which unanimous presenter permission exists will be taped. SAA will present notices to all session chairs and speakers stating that their participation in the session implies consent to be recorded. The notice will contain an "opt-out" form with which any chair or presenter can notify SAA that s/he does not wish to be recorded. SAA will not tape any chair or presenter who has opted out.

Approved by the SAA Council: June 14, 1996

Revised: February 2008

Support Statement: Currently the SAA staff follows a practice of asking everyone to indicate their preference to be recorded or not to be recorded. If one panelist opts out the session is not recorded, but very rarely does anyone opt out. By removing the requirement for a signed consent form and providing for an "opt-out" form, the policy will reflect something that is closer to current practice and will simplify the need for SAA staff to manage paperwork associated with the Annual Meeting.

Moved by Miller; seconded by Summers. PASSED.

MOTION 10

THAT the following revision to the SAA Investment Policy, which requires review of the policy every three years (shortened from once every five years), be approved.

Investment Policy

Background

In 1992, SAA Treasurer Bill Maher proposed that SAA explore options for increasing its yield on investments for long-term reserve funds by investing in stocks. The SAA Council approved the concept of hiring a professional money manager to handle SAA's long-term reserve investments. Maher and Executive Director Anne Diffendal completed a questionnaire that helped to identify SAA's investment goals and risk tolerance and interviewed two money managers recommended by Merrill Lynch (SAA's investment broker and advisor). With the Council's approval, they chose Rittenhouse Capitol Management of Radnor, Pennsylvania, to act as SAA's money manager for long-term investments. Merrill Lynch was retained to advise SAA on its operating funds.

At the time, some general investing principles were outlined for SAA's entire investment portfolio, including investment goals and priorities and amounts available to invest. The guidelines provided to Merrill Lynch included the following:

1. Maintain adequate working funds to satisfy fluctuating needs for cash during the year;
2. Provide access to funds to help cover a possible budget deficit in any given year;
3. Provide for real growth of capital: cover inflation rate plus modest increase in capital;
4. Preserve the principal; place an amount equivalent to any federal grant funds in insured funds; and
5. Seek as high a level of current income as is prudent.

Based on this input and on the investor profile determined by SAA's answers to the Merrill Lynch questionnaire, SAA's investment portfolio has been managed based on a balance between fixed income and equity securities.

Although the groundwork laid in 1992 resulted in an improved yield on SAA's investments, continued guidance can and should be given to SAA's advisors and money managers regarding the Society's investments. In 2001, SAA's auditors pointed out the need for a formal investment policy. Legally and ethically, the SAA Council must provide prudent oversight of its investments. This written investment policy is meant to address those concerns, and will help protect SAA from liability should the Society's investments be mismanaged.

Preamble

The SAA Council is responsible for the fiduciary management of the Society. ~~Even SAA's legally unrestricted funds are held by the Council as a steward for the sake of carrying out SAA's mission and purposes. The following investment objectives and directions are judged and understood in light of that overall sense of stewardship.~~

Delegation

The SAA Council has delegated supervisory authority over its financial affairs to the Society's Treasurer, the Executive Director, and the Director of Finance and Administration, hereafter collectively referred to as the finance group. The finance group is responsible for regular and periodic reporting on investments to the Council. In carrying out its responsibilities, the finance group and its agents will act in accordance with this Investment Policy and all applicable laws and regulations. The Council reserves to itself the exclusive right to revise the Policy.

The Council and its finance group are authorized to retain one or more financial consultants to assume the role of managing investment funds and assets owned or administered by SAA. In discharging this authority, the finance group may act in the place of the Council and may receive reports from, pay compensation to, and enter into agreements with such financial consultants. The Council may also grant exceptions to the Investment Policy when appropriate.

Objectives

The primary investment objective of the organization is to earn a total return on its investments (defined as dividends and interest, plus capital gains or minus capital losses, minus expenses) appropriate to the Society's time horizon, liquidity needs, and risk tolerance. The finance group will review these factors with the financial consultants in Fiscal Year 2003, then once every three years starting in Fiscal Year 2008. ~~the second year of each Treasurer's term.~~

Asset Mix

To accomplish the Society's investment objectives, the financial consultants are authorized to utilize portfolios of equity securities (common stocks and convertible securities), fixed-income securities, and short-term (cash) investments. As a guide to accomplishing these objectives, the financial consultants shall remain within the following ranges:

1. **Operating Expenses:** SAA's operating funds will be managed for liquidity and preservation of principal. No more than 50% of SAA's operating funds are to be invested in fixed-income securities (such as U.S. and corporate funds or prime rate funds), with the remaining funds kept in cash and equivalents (such as money market funds and CDs).
2. **Long-Term Investments:** SAA's endowment and reserve funds (including the Awards Funds, Endowment Funds, Publications Fund, and Deferred Income Fund) are to be managed with a longer time horizon in mind (ie, three to five years). As such, between 50% and 80% should be invested in equity securities (such as stocks or mutual funds), 15% to 50% should be invested in fixed-income securities, and 5% to 20% should be invested in cash and equivalents.

The finance group may modify these ranges from time to time with approval by the Council. The actual investment targets shall be set within those limits by the financial consultants in conjunction with SAA's designated financial officer.

Asset Standards

Common stocks: The financial consultants responsible for managing the funds for SAA's endowment and reserve funds may invest in any unrestricted, publicly traded common stock that is listed on a major exchange or a national, over-the-counter market that is appropriate for the portfolio objectives, asset class, and/or investment style defined in this policy. This investment may be made in the form of direct investment in the stock market or indirect investment via mutual funds.

Convertible preferred stock and convertible bonds: The financial consultants may use convertible preferred stocks and bonds as equity investments. The quality rating of convertible preferred stock and convertible bonds generally should be BBB or better (as rated by Standard & Poor's) or Baa or better (as rated by Moody's). The common stock into which both may be converted must satisfy the standard specified for common stocks.

Fixed-income securities: The quality rating of bonds and notes must be "A" or better (as rated by Standard & Poor's or Moody's). The portfolio may consist of only traditional principal and interest obligations (no derivatives) with maturities of seven years or less.

Prime rate funds: Any investments in prime rate funds should include a 90-day liquidity.

Cash/cash equivalents: The quality rating of commercial paper must be A-1 (as rated by Standard & Poor's), P-1 (as rated by Moody's), or better. The assets of any money market mutual funds must comply with this standard and/or the quality provisions for fixed-income securities.

Asset Diversification

As a general policy, the financial consultants will maintain a reasonable diversification at all times. The financial consultants responsible for long-term investments may not allow the investments in the equity securities of any one company to exceed 5 percent of the portfolio nor the total securities position (debt and equity) in any one company to exceed 10 percent of the portfolio. The financial consultants shall also maintain reasonable sector allocations and diversification. In that regard, no more than 25 percent of the entire portfolio may be invested in the securities of any one sector.

Custody and Securities Brokerage

The finance group will establish such custodial and brokerage relationships as are necessary for the efficient management of the Society's funds. Whenever the finance group has not designated a brokerage relationship, then the financial consultants shall execute transactions wherever they can obtain best price and execution.

Transactions

All purchases of securities will be for cash and there will be no margin transactions, short selling, or commodity transactions.

Reporting Requirements

Monthly: The financial consultants will provide the finance group with a monthly written statement containing all pertinent transaction details for SAA's investment portfolio, including:

1. The name and quantity of each security purchased or sold, with the price and transaction date;
2. An analysis for each security of its description, percentage of total portfolio, purchase date, quantity, average cost basis, current market value, unrealized gain or loss, and indicated annual income and yield (%) at market; and
3. An analysis for the entire portfolio of the current asset allocation by investment category (equities, fixed-income securities, and cash reserves).

Periodically: The financial consultants shall provide the finance group with detailed information about 1) asset allocation, 2) investment performance, 3) future investment strategies, and 4) any other matters of interest to the finance group.

Annually: The financial consultants shall provide to the Council an annual summary of all transactions in each fiscal year, together with a report of investment performance for the year. The Council will also receive a “snapshot” listing of current investments.

Cash Flow Requirements

SAA will be responsible for advising the financial consultants in a timely manner of the Society’s cash distribution requirements from any managed account. The financial consultants are responsible for providing adequate liquidity to meet SAA’s cash flow requirements in accordance with the Council’s policy.

Adopted by the SAA Council: August 2002

Revised: February 2008

Support Statement: It is important for every SAA Treasurer to read and understand the Investment Policy, and requiring a review once every three years will facilitate such a goal.

Moved by Miller; seconded by Summers. PASSED.

MOTION 11

THAT the Child Care Services for Registrants at SAA Annual Meetings policy be revised as follows to reflect current practice.

Child Care Services for Registrants at SAA Annual Meetings

~~SAA will subsidize childcare for registrants at the annual meeting through a per registrant assessment as originally approved at the 1984 business meeting and reaffirmed at the January 1985 and January 1993 Council meetings.~~

~~The amount of the per registrant assessment should be adjusted annually to inflation in the Consumer Price Index (CPI).~~

~~The SAA office will prepare a budget for childcare services as part of its annual meeting planning. The budget will summarize projected costs and income from the indexed per registrant assessment.~~

~~Any costs of childcare services not covered by the CPI indexed per registrant assessment will be charged to parents using the service through a fee set by the SAA office.~~

~~The SAA office should use conservative budget planning in estimating the likely meeting registration (and thus the income from the assessment) and in calculating the fee charged to parents.~~

~~Appropriate expenses for the childcare services budget include: service fees for the agency, snacks, and light entertainment (e.g., videotape player and cassette rental). If there are costs for the room in which childcare is held, these expenses should be part of the childcare budget. If the childcare room is shared by other meeting functions, those other functions, including general administration, should share in the expenses of the room. When negotiating with hotels, SAA office staff should endeavor to obtain free rooms which can serve both the needs of childcare as well as other meeting functions.~~

~~Upon request, SAA will put annual meeting registrants in contact with child care service providers. SAA will subsidize the cost for child care and will plan an appropriate amount in each year’s annual meeting budget.~~

~~The meeting registration material should clearly indicate that a small portion of each registration fee is used to cover the costs of child care services, pursuant to actions of the 1984 business meeting and January 1985 and 1993 Council meetings.~~

Adopted by the SAA Council: January 1993

Revised: February 2008

Support Statement: The policy as currently published does not reflect actual practice, and adds unnecessary complexity to the process of providing child care services.

Moved by Sly; seconded by Williams. PASSED.

G. Conflict of Interest Statement in Investment Policy

At its November 2006 meeting the SAA Council discussed the desirability of having a conflict of interest policy for officers and directors (Council members) as it might apply to SAA's investment policy. Since that time, the desirability of having a conflict of interest policy has arisen in the context of both Council actions and discussions and Society of American Archivists Foundation Board of Directors actions and discussions. Staff explored model conflict of interest policies available from the Internal Revenue Service and various professional associations and created a draft for Council review and adoption.

MOTION 12

THAT the following Conflict of Interest Policy, Procedure for Handling a Conflict of Interest That May Arise During Council Discussion, Procedure for Filing of Disclosure Statement, and Conflict of Interest Disclosure Statement be adopted.

Society of American Archivists Conflict of Interest Policy

In the event that a member of the Society of American Archivists Council has interests that are in conflict with those of SAA, the Duty of Loyalty requires that the Council member be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

A possible conflict of interest exists:

1. When a Council member or a close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant in an organization that could be said in a business context to be "in competition with" SAA by offering one or more products or services similar to a product or service offered by SAA.
2. When a Council member or close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant of an organization that seeks to do business with SAA.
3. When a Council member or a close relative has an interest in an organization that is in competition with a firm seeking to do business with SAA, if the Council member's position gives him or her access to proprietary or other privileged information that could benefit the firm in which he or she has an interest.

Procedure for Handling a Conflict of Interest That May Arise During Council Discussion

A Council member should be sensitive to any interest that he or she may have in a decision to be made by the Council and, insofar as possible, recognize such interest prior to the discussion or presentation of such a matter before the Council. When a Council member has an interest in a transaction being considered by the Council, the Council member should disclose the conflict before the Council takes action on the matter. The Council member shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way. The Council member's presence may not be counted in determining the quorum for any vote with respect to any SAA business transaction in which he or she has a possible conflict of interest.

If the Council member recognizes that the conflict is ongoing and that information discussed by the Council will bear on the conflict, the Council member should not participate in that portion of the discussion and (in the case of a face-to-face meeting) should leave the room. The Council member should bear in mind any conflict of interest when provided minutes of the discussion and should act accordingly.

If a Council member in good faith fails to recognize a conflict, the Council member, when it is recognized, shall report that failure to the SAA President, who shall take appropriate action to prevent continuation of the conflict and mitigate past action to the extent reasonable. The matter shall then be referred to the Executive Committee for review and recommendation.

Filing of Disclosure Statement

Upon assuming office, each Council member shall file annually a Disclosure Statement with the SAA Executive Director and shall retain a copy thereof. The statement shall disclose any foreseeable conflicts that the Council member may recognize, and

shall disclose other information that may be necessary or helpful to administer the Conflict of Interest Policy. Such statement shall be retained by the Executive Director during the period of the Council member's service on the Council. A Council member is responsible for ensuring that the information in his or her Disclosure Statement remains current, and must promptly apprise the Executive Director in writing of any information that materially affects the accuracy or completeness of his or her Disclosure Statement. The Executive Director will review all Disclosure Statements annually and, after each review, shall report to the Executive Committee any matters of concern.

Conflict of Interest Disclosure Statement

I declare that if I have any direct or indirect financial interests, or any personal, family, or other relationships that conflict with (or have the appearance of conflicting with) my duties, responsibilities, and exercise of independent judgment as a member of the SAA Council, I shall voluntarily disclose that a conflict (potential or real) exists and will take other actions as necessary or appropriate to manage the conflict of interest. I have read SAA's "Conflict of Interest Policy" and I agree to comply with its terms.

Do you, or does any member of your immediate family, have a financial interest in, receive any remuneration from, or serve as an officer or director of any business organization with which SAA has substantial business dealings or with which SAA could be said, in a business sense, to be in competition?

_____ No _____ Yes

If your answer is "yes," please supply the following information:

- 1. Name(s) of the business organization(s), any office(s) held, and the approximate dollar amount of business involved with SAA last year:

- 1. Nature and amount of each such financial interest or remuneration:

Were you involved in any other activity during the past year that might be interpreted as a possible conflict of interest?

_____ No _____ Yes

If your answer is "yes," please describe:

Signature: _____

Print Name: _____

SAA Position: _____

Moved by Primer; seconded by Russell. PASSED.

H. Committee on Selection of Fellows

MOTION 13

THAT Linda M. Matthews, Robert S. Martin, and Charles R. Schultz be elected to serve on the 2008 Committee on the Selection of SAA Fellows.

Support Statement: Matthews, Martin, and Schultz are well qualified to serve in this important capacity.

Fiscal Impact: None.

Moved by Russell; seconded by Hankins. PASSED.

I. Petition to Form New Roundtable: Latin American and Caribbean Cultural Heritage Archives

MOTION 14

THAT the petition to form a Latin American and Caribbean Cultural Heritage Archives Roundtable be adopted.

Support Statement: The petitioners have met all requirements to form an SAA roundtable.

Moved by Summers; seconded by Williams. PASSED.

J. Resolution for Yolanda Retter Vargas

MOTION 15

THAT the Council of the Society of American Archivists recognize Yolanda Retter Vargas (1947 – 2007) for her outstanding contributions to the archives profession and to the cultural record and adopt the following resolution in her honor:

**Resolution in Honor of Yolanda Retter Vargas
(1947 – 2007)**

WHEREAS Yolanda Retter Vargas raised the visibility of and importance of documenting the history of people and communities of color, lesbians, and particularly lesbians of color, in the archival community; and

WHEREAS she earned her Master's in Library Science at UCLA (1983) and a Master's in Social Work at UCLA (1987) with a thesis on Latina Lesbian Identity Development; in the early 1990s she moved to New Mexico, where she earned a PhD in American Studies with her dissertation "On the Side of Angels: Lesbian Activism in Los Angeles, 1970-1990"; and she also earned a Post-Master's Certificate in Archival Studies at UCLA in 2006; and

WHEREAS she devoted herself as founding archivist of the Lesbian Legacy Collection at the ONE National Gay & Lesbian Archives (1996-2003), and spent many volunteer hours at the June L. Mazer Lesbian Archives, formerly the West Coast Lesbian Collections; and

WHEREAS she worked as a volunteer in the prison and parole programs of the Gay & Lesbian Community Services Center (GCSC), was manager of GCSC's Liberation House in 1972, was director of the Pasadena Rape Hotline in 1977, and in 1978 co-founded the "Los Angeles Women's Yellow Pages"; and

WHEREAS she was a board member at the founding conference that attempted to create the National Lesbian Feminist Organization, was a member of the National Conference Planning Committee of Lesbians of Color (1978 to 1983), was a founding member of Lesbianas Latinas in 1980, and was later involved in Lesbianas Unidas; and

WHEREAS she served on the board of the last Lesbian Center in Los Angeles, Connexus/Centro Mujeres and, in 1988, through her job as Director of Women's Programs at GCSC's Lesbian Central, appeared on the "The Oprah Winfrey Show"; and

WHEREAS she ran the Los Angeles Public Library Chicano Resource Collection (1989 to 1991), for which she created the first "Latino Biography" database; and, pursuing her devotion to people of color issues, became a research consultant for such films as the HBO movie "Walk Out," the story of how East L.A. Latino teenagers protested in 1968, and she lent her critical cultural eye as a diversity content consultant to gay and feminist historical books such as *Feminists Who Changed America, 1963-1975*; and

WHEREAS by self-definition Yolanda was "a lesbian history and visibility activist" who worked tirelessly to collect, preserve, and honor overlooked history, who created and maintained the highly respected Lesbian History Project website (1996-2007), a content-rich archive containing important chronology and hundreds of entries celebrating lesbian history and notable lesbians, which was rated by Lycos in the top five percent of websites and is linked to by GLBTQ sites worldwide; and

WHEREAS as the Librarian/Archivist at the Chicano Studies Research Center Library and Archive (2003-2007) at UCLA, she helped expand their holdings focusing on the history and culture of Chicanos and of Mexico via books, films, prints, and journals and over 90 special collections and oversaw the development of the LGBTIQ and Mujeres initiatives, compiled and maintained two other websites: The History of Peruvian Photography, The History of Latin American Photography, as well as developed a Community-based Archives course (now taught at UCLA in her honor); and

WHEREAS she co-edited and contributed to a number of significant books on lesbian/gay culture and history, including the Lambda Literary award-winning *Queers in Space: Communities, Public Places, and Sites of Resistance* (1997) and *Gay and Lesbian Rights in the United States: A Documentary History* (2003), and was a Database Content Consultant for lesbians and people of color for the LGBT LIFE database produced by EBSCO Publishing, as well as wrote and presented widely on lesbians, lesbians of color, and women of color history and archives; and

WHEREAS she received many awards and honors, including a “Lifetime Achievement” award at the USC “Queer Frontiers” conference in 1995, a Monette-Horwitz Award in 2000, a Call Mattachine Scholar Award and Mary Warner Award for her co-authorship of the book, *Gay and Lesbian Rights In America: A Documentary History*, in June of 2007 she received a Rainbow Key Award from the Lesbian and Gay Advisory Board of the West Hollywood City Council for her contributions and dedication to “making lesbian and Latina lesbian history materials widely available to researchers and the writers who tell our stories”; and

WHEREAS she was an inspiring herstorian and mentor for many students and archivists; and

WHEREAS she was a member of the Society of American Archivists and strongly advocated for building archival collections and documenting communities that were missing from the historical record;

THEREFORE BE IT RESOLVED THAT the Council of the Society of American Archivists recognizes Yolanda Retter Vargas for her outstanding contributions to the archives profession and to the cultural record.

Moved by Vogt-O’Connor; seconded by Williams. PASSED.

IV. DISCUSSION ITEMS

A. ARMA/SAA Memorandum of Understanding

Greene reviewed with Council members the text of a “Memorandum of Understanding for Standards Development” between SAA and ARMA International. The two associations will form a leadership oversight committee to ensure that the work conducted under the agreement is well coordinated.

B. Standards Committee

Greene and Sly (who is the Council liaison to the Standards Committee) reviewed recent accomplishments of the Committee and its subgroups (the Technical Subcommittee for Descriptive Standards, the DACS Working Group, and the Encoded Archival Context Working Group).

MOTION 16

THAT the SAA Council remind all SAA units that, prior to entering into any agreement for outside resources, prior approval from the Council or the Executive Committee must be obtained, as per Section VII of the Council Handbook.

Support Statement: The Council and Executive Committee remind units that agreements entered into without approval are not binding and may be invalidated by the Council or the Executive Committee.

Moved by Boles; seconded by Williams. PASSED.

MOTION 17

THAT the Council approve the Standards Committee’s request to undertake a thorough review of the current Standards Committee mission and procedures, with a report to the Council in January 2009.

Support Statement: A subcommittee of the Standards Committee will undertake the review. Because standards work affects the entire profession, the Standards Committee would like to acquire the services of a couple of resource people outside the Committee. The review of the Committee procedures will take into consideration the Memorandum of Understanding with ARMA International with regard to standards development. The goal is to submit draft revised mission and procedures to the Council in January 2009.

Moved by Sly; seconded by Vogt-O'Connor. PASSED.

C. Section/Roundtable Annual Reports

Council members discussed the Section and Roundtable annual reports, with particular attention to the questions raised for Council attention. Beaumont noted that the compiled reports will be posted as soon as possible on the SAA website.

MOTION 18

THAT the SAA staff work with the Preservation Section to identify a three-hour meeting block for the Section meeting at the 2008 Annual Meeting.

Moved by Boles; seconded by Vogt-O'Connor. PASSED. (Hankins, Summers, Sly opposed)

D. Issues and Advocacy Roundtable

Kate Theimer, co-convenor of the Issues and Advocacy Roundtable, had requested that the Council discuss whether the current mission of the Roundtable is useful to the Council as it seeks to identify and respond to advocacy issues and challenges.

E. Washington Office for SAA

The Council discussed ways in which to enhance SAA's presence in Washington: from moving the headquarters office to Washington to establishing an advocacy office in Washington to hiring a part-time lobbyist to increasing support for current coalitions. Also discussed was the need to establish an advocacy agenda for the association in order to gain a better understanding of what support might be needed on an ongoing basis. Primer will propose a charge for a group to define an advocacy agenda and explore options for implementing it.

F. Online Balloting

Primer reviewed the recent history of participation in SAA elections, noting a slight downturn in 2007 when candidates' statements appeared only online and ballots were mailed to eligible voters via first-class mail. He noted that the same procedure will be used in 2008 (the candidates' statements are now available online) even as the Online Balloting Task Force will continue to explore options for SAA to move forward with online elections. In the meantime, Sections and Roundtables might begin immediately to make use of the polling feature available through SAA's new membership database. Doyle will notify SAA leaders of this capability as soon as possible. The Online Balloting Task Force will present to the Council a final report with recommendations in May 2008.

G. Role of Vendors in SAA Education Programs

Greene led a brief discussion of the role of vendors in SAA education programs, noting that SAA recently has worked with instructors who use open-source software in their presentations and has received negative comments from vendors who provide proprietary software that may be competitive with the open-source software. The group agreed to include on its August 2008 meeting agenda consideration of a formal policy on the role of vendors in SAA education programs.

H. Council Schedule at ARCHIVES 2008

Beaumont highlighted changes in the "traditional" Annual Meeting schedule for ARCHIVES 2008 that will extend the meeting by one day for Council members, committee members, and others.

I. Executive Session

The Council met briefly with Beaumont in executive session to provide comments on the Council meeting.

V. STRATEGIC PLANNING

A. Discuss Measurement of Strategic Initiatives

Greene led a discussion of the ways in which achievement of SAA's strategic initiatives might be measured and assessed. Does measurement seem like a worthwhile task? Is it sufficiently worthwhile to consider using time during the May or August 2008 Council meetings to bring in a facilitator to focus a discussion and try to develop specific measurements for the strategic initiatives?

B. Internal Strategic Priorities and Desired Outcomes

Council members reviewed and discussed the four issues identified by the Council in August 2007 as the highest ranking “internal” strategic priority issues. They agreed to continue to discuss and refine the issues and to develop desired outcomes for those ranked most highly.

VI. COUNCIL BUSINESS

A. Review of February 2008 “To Do” List

Council members reviewed the draft “To Do” List for the February 2008 meeting.

B. Adjournment

Primer moved and Boles seconded adjournment of the Council meeting. The meeting was adjourned at 4:10 pm on Saturday, February 9.

▲ TOP OF PAGE

Society of American Archivists FOUNDATION BOARD OF DIRECTORS MEETING February 9, 2008 Washington, DC

The meeting of the Special Funds (SAA Foundation) Board of Directors was convened at 8:20 am on Saturday, February 9, 2008.

A. Executive Director’s Report

Beaumont reported briefly on the status of paperwork filed with the Internal Revenue Service to complete conversion of the SAA Special Funds to the SAA Foundation.

B. Conflict of Interest Statement for SAAF Board

At its November 2006 meeting the SAA Council discussed the desirability of having a conflict of interest policy for officers and directors (Council members) as it might apply to SAA’s investment policy. Since that time, the desirability of having a conflict of interest policy has arisen in the context of both Council actions and discussions and Society of American Archivists Foundation Board of Directors actions and discussions. Staff explored model conflict of interest policies available from the Internal Revenue Service and various professional associations and created a draft for Board review and adoption.

MOTION

THAT the following Conflict of Interest Policy, Procedure for Handling a Conflict of Interest That May Arise During Council Discussion, Procedure for Filing of Disclosure Statement, and Conflict of Interest Disclosure Statement be adopted.

Society of American Archivists Foundation Conflict of Interest Policy

In the event that a member of the Society of American Archivists Foundation Board of Directors has interests that are in conflict with those of the SAA Foundation, the Duty of Loyalty requires that the Board member be conscious of the potential for such conflicts and act with candor and care in dealing with such situations.

A possible conflict of interest exists:

1. When a Board member or a close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant in an organization that could be said in a business context to be “in competition with” the SAA Foundation by offering one or more products or services similar to a product or service offered by the Foundation.
2. When a Board member or close relative is an officer, director, employee, proprietor, partner, trustee, or paid consultant of an organization that seeks to do business with the SAA Foundation.

3. When a Board member or a close relative has an interest in an organization that is in competition with a firm seeking to do business with the SAA Foundation, if the Board member's position gives him or her access to proprietary or other privileged information that could benefit the firm in which he or she has an interest.

Procedure for Handling a Conflict of Interest That May Arise During Board Discussion

A Board member should be sensitive to any interest that he or she may have in a decision to be made by the Board and, insofar as possible, recognize such interest prior to the discussion or presentation of such a matter before the Board. When a Board member has an interest in a transaction being considered by the Board, the Board member should disclose the conflict before the Board takes action on the matter. The Board member shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way. The Board member's presence may not be counted in determining the quorum for any vote with respect to any SAA Foundation business transaction in which he or she has a possible conflict of interest.

If the Board member recognizes that the conflict is ongoing and that information discussed by the Board will bear on the conflict, the Board member should not participate in that portion of the discussion and (in the case of a face-to-face meeting) should leave the room. The Board member should bear in mind any conflict of interest when provided minutes of the discussion and should act accordingly.

If a Board member in good faith fails to recognize a conflict, the Board member, when it is recognized, shall report that failure to the SAA Foundation President, who shall take appropriate action to prevent continuation of the conflict and mitigate past action to the extent reasonable. The matter shall then be referred to the Executive Committee for review and recommendation.

Filing of Disclosure Statement

Upon assuming office, each Board member shall file annually a Disclosure Statement with the SAA Foundation Executive Director and shall retain a copy thereof. The statement shall disclose any foreseeable conflicts that the Board member may recognize, and shall disclose other information that may be necessary or helpful to administer the Conflict of Interest Policy. Such statement shall be retained by the Executive Director during the period of the Board member's service on the Board. A Board member is responsible for ensuring that the information in his or her Disclosure Statement remains current, and must promptly apprise the Executive Director in writing of any information that materially affects the accuracy or completeness of his or her Disclosure Statement. The Executive Director will review all Disclosure Statements annually and, after each review, shall report to the Foundation Executive Committee any matters of concern.

Conflict of Interest Disclosure Statement

I declare that if I have any direct or indirect financial interests, or any personal, family, or other relationships that conflict with (or have the appearance of conflicting with) my duties, responsibilities, and exercise of independent judgment as a member of the SAA Foundation Board of Directors, I shall voluntarily disclose that a conflict (potential or real) exists and will take other actions as necessary or appropriate to manage the conflict of interest. I have read the SAA Foundation's "Conflict of Interest Policy" and I agree to comply with its terms.

Do you, or does any member of your immediate family, have a financial interest in, receive any remuneration from, or serve as an officer or director of any business organization with which the SAA Foundation has substantial business dealings or with which the SAA Foundation could be said, in a business sense, to be in competition?

_____ No _____ Yes

If your answer is "yes," please supply the following information:

1. Name(s) of the business organization(s), any office(s) held, and the approximate dollar amount of business involved with the SAA Foundation last year:

B. Nature and amount of each such financial interest or remuneration:

Were you involved in any other activity during the past year that might be interpreted as a possible conflict of interest?

____ No ____ Yes

If your answer is "yes," please describe:

Signature: _____

Print Name: _____

SAA Foundation Position: _____

Moved by Summers; seconded by Williams.

Amendment to split questions A and B and make B a separate document moved by Ambacher, seconded by Vogt-O'Connor. Substitute amendment by Hankins to remove dollar amount fails by a vote of 4 in favor and 6 opposed. PASSED AS AMENDED.

C. Fundraising Committee

Summers, who chairs the Foundation Fundraising Committee, noted that the Committee will meet in April 2008 to draft a communication plan that identifies and ranks potential donors, strategies, messages, and tactics. Although the Committee eventually will consider ways in which to develop and implement a planned giving campaign (beginning in 2008-2009), its initial efforts will focus on solicitation of donations. Committee members intend to survey a small sampling of past donors to inform their discussions.

Primer moved and Williams seconded adjournment of the SAA Foundation Board meeting at 8:45 am. PASSED.

Approved by the SAA Council and the SAA Foundation Board of Directors on March 5, 2008.