

**Society of American Archivists
Council Meeting
January 25 – 27, 2012
Chicago, Illinois**

**Revise Governance Manual: Briefing Papers
(Prepared by Nancy Beaumont)**

BACKGROUND

A majority of members attending the Annual Business Meeting on August 27, 2011, in Chicago voted to adopt Council-proposed changes in the SAA Constitution and Bylaws that moved votes on Constitution and Bylaws amendments and dues changes to electronic referenda of all voting members. The amendments as adopted may be viewed at:

<http://www2.archivists.org/news/2011/2011-annual-business-meeting-members-adopt-changes-in-voting-methods>.

Among the changes adopted was addition of the following language to the SAA Bylaws [highlight added]:

11. MEMBER REFERENDA

Member dues changes and resolution of motions filed with the Executive Director in accordance with Article IX or Article X of the Constitution shall be determined by member referendum. The Council Executive Committee shall review and approve a briefing paper prior to the constitutional notification date. Copies of proposed amendments and briefing papers, prepared by the proposer(s) and/or by the Executive Director in accordance with Council guidelines, shall be distributed in accordance with Articles IX and X of the Constitution and shall be presented at the business meeting or at a special meeting called by the Council. Notice of the referendum, copies of proposed member dues changes, constitutional amendments and/or bylaws amendments, and briefing papers shall be distributed by the Executive Director according to a method approved by the Council to eligible voting members no more than thirty (30) days after the meeting at which the motion is presented. All members shall be given the opportunity to participate in discussion and debate on items presented for referenda. Ballots shall be distributed to eligible voting members according to a method approved by the Council no fewer than sixty (60) days and no more than ninety (90) days after the meeting. Approval of motions shall be determined by a majority vote for dues changes and by a two-thirds (2/3rds) vote for proposed amendments to the Constitution and Bylaws of those members voting in the referendum, provided that at least ten (10) percent of the eligible voting members shall have voted. A member may obtain the vote count from the Executive Director.

As noted in the support statement accompanying this motion: “The amendment specifies provisions that are necessary for the effective administration of member referenda, including notification, scheduling, quorum requirements, and review, approval, and dissemination of

briefing papers. These provisions are consistent with principles of parliamentary procedure and will facilitate informed voting by the members.”

DISCUSSION

Proposed below are two recommendations whose adoption would support and clarify the concept of briefing papers as now included in the SAA Bylaws. These recommendations originally appeared as Appendix B and Appendix C in the action item prepared by the Council’s Ad Hoc Subcommittee on Voting Methods (0511-III-C-VotingMethods), with notations that they should be taken up at the Council’s August 27 meeting in Chicago. Given the limited time available at that meeting, they were not considered.

RECOMMENDATION 1

THAT Section III, “Executive Committee,” of the SAA Governance Manual be revised as follows [*underline = addition*]:

Section III: Executive Committee

I. Composition

The Society’s bylaws state that the Executive Committee shall be composed of the president, vice president, treasurer, and one third-year Council member who shall be elected annually by the nine (9) Council members for a term of one (1) year.

II. Duties

Per the Society’s bylaws, the duties of the Executive Committee include:

- Act for the Council in conducting the affairs of the Society between meetings of the Council. The president shall chair the Committee and convene its sessions.
- Approve all investments.
- Annually conduct a performance review of the executive director according to procedures mutually agreed to by the Executive Committee and the executive director.
- Review and approve briefing papers, prepared by the proposer(s) and/or by the Executive Director in accordance with Council guidelines, which shall be presented with motions for constitutional and/or bylaws amendments at the annual business meeting or at a special meeting called by the Council.

The Executive Committee also determines the annual level of compensation for the executive office staff within the policy guidelines established by the Council.

Approved by the SAA Council: June 1991, January 2012

Support Statement: The proposed change ensures consistency between the Governance Manual and the Bylaws.

Fiscal Impact: None.

RECOMMENDATION 2

THAT “Guidelines for Preparation of Briefing Papers on Proposed Constitutional and Bylaws Amendments” be adopted and included in the SAA Governance Manual.

Guidelines for Preparation of Briefing Papers on Proposed Constitutional and Bylaws Amendments

INTRODUCTION

Amendments to an organization’s constitution and bylaws have a significant potential to alter the organization’s strategic course. Informed decision making by an assembly is important in all matters, but particularly when considering revisions to charter documents. Therefore, Section 11 of SAA’s Bylaws charges the Executive Committee to “review and approve a briefing paper, prepared by the proposer(s) and/or by the Executive Director in accordance with Council guidelines, which shall be presented with the motion(s) at the business meeting or at a special meeting called by the Council.” The purpose of such briefing papers is to assist voting members in understanding the background, rationale, and ramifications of proposed amendments. Briefing papers should present a balanced view of the issue(s) under consideration.

GUIDELINES

Briefing papers on proposed constitutional and bylaws amendments will be attached as exhibits to a motion and will contain supplementary information that facilitates informed deliberation and decision-making.

Authors

The proposer(s) are encouraged to submit a draft briefing paper upon filing a motion with the Executive Director. The executive office will provide information and other assistance as needed, provided that the requisite number of eligible voting members, as specified in the Constitution, have signed onto the motion. If a briefing paper is not submitted or if the briefing paper is incomplete, the Executive Committee will charge the Executive Director to prepare one, in whole or in part. In doing so, the Executive Director will make reasonable efforts to solicit and incorporate input from the proposer(s), who will be entitled to review and submit comments to inform the Executive Committee’s review.

Content

The briefing paper should contain the following sections:

1. Motion

The main motion is the means by which a substantive proposal may be presented to the members for consideration and action. It should be concise, clear, and stated in the affirmative. In the case of constitutional and bylaws amendments, the motion typically is phrased, “THAT the SAA Constitution/Bylaws be amended as follows,” followed by the verbatim language of the revisions, marked with strikethroughs for deletions and underlining for additions.

2. Support Statement

A summary of the findings presented in the Discussion/Analysis section. The support statement briefly articulates the rationale for the motion. Generally the Support Statement “travels with” the adopted motion in minutes and elsewhere and serves to explain the rationale for the action taken.

3. Proposed By

The names of the proposer and seconder. In the case of an amendment proposed by a group of members, primary and secondary contacts should be identified to enable communication among the proposers, the Executive Committee, and the Executive Director. A complete list of petitioners may be attached as an appendix.

4. Background

A brief description of prior events and/or discussions that helps explain why the motion is being presented. What problem will it solve? What issue will it resolve?

5. Discussion/Analysis

A detailed discussion/analysis that presents a fair and balanced review of the “pros” and “cons” of adoption of the motion. If applicable, some or all of the following questions should be addressed:

- a. Is the proposal consistent with SAA’s strategic objectives, as articulated in Article II of the Constitution?
- b. Is the proposal consistent with SAA’s legal and financial interests?
- c. Does the proposal benefit SAA’s members as a whole?
- d. Does the proposal correct an error or omission or add clarification to existing policies?

Criteria for Review

The Executive Committee will assess the briefing paper on its clarity and capacity to inform voter deliberation and will provide feedback to the proposer and/or Executive Director.

Approved by the SAA Council: January 2012.

Support Statement: The guidelines provide guidance on preparation of briefing papers, whose purpose is to assist voting members in understanding the background, rationale, and ramifications of proposed amendments to the Society’s Constitution and/or Bylaws.

Fiscal Impact: None.