

**Society of American Archivists
COUNCIL MEETING MINUTES
August 10 and August 15, 2009
Austin, Texas**

MONDAY, AUGUST 10, 2009

President Frank Boles called the Monday, August 10, 2009, session to order at 8:34 a.m. Present were Vice President/President-Elect Peter Gottlieb; Treasurer Ann Russell; Executive Committee member Leon Miller; Council members Bruce Ambacher, Rebecca Hankins, Sue Hodson, Tom Hyry, Nancy Lenoil, Margery Sly, Rosalye Settles, and Diane Vogt-O'Connor; Vice President-Elect Helen Tibbo; Treasurer-Elect Aimee Felker; Council member-elects Scott Cline, Tom Frusciano, Brenda Lawson, and Deborra Richardson; and SAA Executive Director Nancy Beaumont, Publishing Director Teresa Brinati, Education Director Solveig De Sutter, Member and Technical Services Director Brian Doyle, Finance/Administration Director Tom Jurczak, and Project Assistant René Mueller. *American Archivist* Editor Mary Jo Pugh and Print and Electronic Publications Editor Peter Wosh attended a working lunch.

I. COUNCIL BUSINESS

A. Adoption of the Agenda

Vogt O'Connor moved and Sly seconded adoption of the agenda. PASSED.

B. Minutes of May 2009 Meeting (Adopted in June 2009)

Boles noted that the minutes were adopted by the Council in June 2009 and posted on the SAA website immediately. SAA members were notified of availability of the minutes via *In the Loop* and the website.

C. Review of May – August 2009 “To Do” List

Council members reviewed the items listed on the May 2009 “To-Do List” and provided updates on completed and pending action items.

II. ACTION ITEMS

A. Standards Committee “Re-Missioning”

As Council liaison to the Standards Committee, Sly addressed Council members' questions about the re-missioning proposal. Sly agreed to work with the Committee to adjust the recommendations per the Council's suggested changes and to submit revised recommendations for electronic vote by September 15.

B. A&A List Terms of Participation Review and Revision

In fulfilling its charge to review and recommend revisions to the A&A List Terms of Participation, the Task Force on the A&A List Terms of Participation compiled background information on past SAA practice, examined terms of participation for similar professional lists, and developed an online survey to solicit comment from list subscribers.

According to the Task Force report, examination of the terms of participation of similar professional lists revealed no significant differences from SAA's existing Terms of Participation; in fact, SAA's existing Terms were more descriptive than those of many other lists. Survey results indicated a “fairly high rate of satisfaction” with the current terms. The “far greater concern” – expressed in messages to the Task Force email list and in informal conversations – was with the conduct of the list members. The most significant addition in the Task Force’s revision of the Terms is a more explicit stating of the rules of “netiquette,” with key rules summarized.

MOTION 1

THAT the following revision of the existing A&A List Terms of Participation be adopted [striketthrough = deletion, underline = insertion];

THAT the Terms be reviewed on a regular three-year cycle (i.e., in 2012, 2015, etc.); and

THAT the SAA office, working with the List administrators, implement more consistent use of off-list and occasional on-list warnings for violations of the Terms, including breaches of “netiquette.”

Archives & Archivists List Terms of Participation

(Revised August 10, 2009)

Background and Mission

The Archives and Archivists (A&A) List was established in 1989 by Donna Harlan and John Harlan as an open forum for all topics relating to archival theory and practice. Over the years, A&A has had various homes. In late 1993, the list was migrated to Miami University. In 1998, the Society of American Archivists (SAA) assumed sponsorship of the list as a service to the archives profession. It remained hosted at Miami University under the stewardship of Robert M. Schmidt until September 2006, at which time SAA assumed full ownership of the list and responsibility for its ongoing maintenance.

Audience

The principal audiences include archivists, archival educators, and students enrolled in graduate archival education courses and programs. The list is open to all individuals with an interest in the archives profession and in the preservation and promotion of archival materials. SAA membership is not required for participation in the list. Participants are required, however, to “register” with the Society of American Archivists. Please see “Responsibilities of Participants” below.

Scope of the List

Subjects that are appropriate to the list include all aspects of the theory and practice of the archives profession. ~~In order to maintain a highly informative and focused professional forum, SAA strongly encourages list participants to use the following labels at the beginning of all subject lines. This will allow others to filter list messages via mail rules and automatically select those types of information according to their individual needs and preferences.~~

- ~~“Calls:” (Calls for papers, survey participation, etc.)~~
- ~~“Disc:” (Discussion on various topics)~~
- ~~“Event:” (Conference, seminar, workshop announcements, etc.)~~
- ~~“FF:” (“Friday funnies,” see below)~~
- ~~“FYI:” (General announcements and information)~~
- ~~“Job:” (Job announcements)~~
- ~~“Media:” (Links to archives and archivists in the news)~~
- ~~“Qs:” (Questions)~~
- ~~“Pubs:” (Announcements re: books, chapters, papers, dissertations, and reviews)~~

Messages that are unrelated to the archives profession are off topic and are prohibited. Other off-topic subjects include:

- Unsolicited commercial advertisements for goods and/or services (a.k.a. spam).* (Commercial vendors are not prohibited from posting *responses* to list messages, but such postings should contribute in a useful way to an existing discussion or line of inquiry.);
- Messages directed to specific individuals (please contact them directly);
- Flames (~~i.e.~~, personal attacks);
- Political speech unrelated to archival issues, including but not limited to endorsing or attacking a particular political candidate or party, or the views of any candidate or party;
- Virus warnings (generally, such messages are hoaxes);
- General humor (see below).

* Excluding those nonprofit archives and allied associations listed online at <http://www.archivists.org/assoc-orgs>.

Regarding humor: The posting of humorous anecdotes (a.k.a. “Friday Funnies”), especially as they pertain to archives and/or a current thread, has a long tradition on the A&A List. General humor, however, is off topic. Participants are especially encouraged to label Friday Funnies for the benefit of colleagues who may wish to filter these messages and to be mindful of the professional nature of the A&A List at all times.

Netiquette

Participants are ~~strongly encouraged~~ expected to follow the core rules of netiquette. See [an](#)

excerpted version from the book *Netiquette* by Virginia Shea at <http://www.albion.com/netiquette/corerules.html>. Some key points are summarized below ⁽¹⁾:

- Messages should trigger discussion through a question or observation, or should further a discussion by adding something new.
- Participants should remember that other readers receive messages in a different context from the author.
- Messages, especially responses, should be long enough to be understandable, including enough of the original message (by quoting or paraphrasing) to provide context. When replying to a message, avoid including the full text of long messages.
- Avoid inflammatory remarks of a personal nature. Similarly, when reading a message, be slow to take offense. In general, assume that an individual had good intentions when posting a message, but the rapidity of the medium, the lack of visual cues, and other factors may make an otherwise innocent message seem insulting. Countering with insults on the list is considered off topic.
- Participants should consider whether their reply is of interest to the list as a whole or only to the individual making the posting. Do not automatically use the reply key (which usually responds to the whole list). The best and most experienced participants will occasionally make this mistake, which is entirely forgivable.
- Avoid posting styled text (messages formatted with html code) to the list, as many email readers and the digest readers are unable to read these messages easily.

Blog Postings

Due to the high volume of list messages, participants are discouraged from advertising blog postings and other content that is frequently updated elsewhere on the Web. Blogs offer the option of subscription through RSS, which enables those who wish to follow the updates to do so. Similarly, participants should consider the medium when posting frequent updates or long expository messages to the list. A blog may be a more appropriate forum for such content.

Copyright and License Agreement

Participants retain copyright to their individual postings (“the Work”). By posting a message to the list, participants grant to the Society of American Archivists and its agents a ~~worldwide nonexclusive~~, royalty-free, ~~non-exclusive~~ irrevocable, perpetual, worldwide, and fully sub-licensable license to ~~copy, use, reproduce, modify, adapt, publish, translate, create derivative works from, incorporate into other works, distribute, publicly perform, publicly display, perform, prepare derivatives, or otherwise use the Work~~ and otherwise exploit such content, in whole or in part, in any ~~manner that would contribute to the advancement~~ form, media, or technology now known or later developed for the benefit of the archives profession. Nothing in this license is intended to reduce, limit, or restrict any rights arising from fair use, first sale, or other limitations on the exclusive rights of the copyright owner under copyright law or other applicable laws.

Posted messages are retained in the list archives and are publically accessible. SAA will delete messages from the list archives in cases of copyright infringement. Otherwise, SAA’s general practice is to decline requests to remove messages from the list archives.

Copyright Infringements

¹ Taken from the SAA Visual Materials Section list Terms of Participation.

As a professional association concerned with protecting intellectual property rights of authors whose works are held in archival repositories, SAA expects participants to set a high standard of respect for copyright. Copyrighted material beyond brief quotations should not be posted to the A&A List without appropriate permissions. Participants wishing to direct others to copyrighted text are encouraged to post a link to the copyrighted materials on the Web as long as: a) such links do not circumvent any fees charged by the site and b) the URL is not to a site that is itself in violation of copyright.

PARTICIPANTS ASSUME RESPONSIBILITY FOR ALL MATERIALS THEY POST TO THE ARCHIVES & ARCHIVISTS LIST.

It is SAA's policy to respond to notices of alleged copyright infringement that comply with the Digital Millennium Copyright Act (DMCA). The agent designated to respond to reports alleging copyright infringements, in accordance with the Digital Millennium Copyright Act, is the SAA Executive Director.

The Digital ~~Millenium~~ Millennium Copyright Act specifies that all infringement claims must be in writing (either electronic mail or paper letter) and must include the following elements:

1. A physical or electronic signature,
2. Identification of the infringed work,
3. Identification of the infringed material,
4. Contact information for the complainant, e.g., address, telephone number, electronic mail address,
5. A statement that the complaining party has a good-faith belief that use of the material in the manner complained of is not authorized by the copyright owner or the law, and
6. A statement that the information contained in the notification is accurate, and under penalty of perjury, that the complaining party is authorized to act on behalf of the copyright owner.

DMCA Agent Contact Information

Nancy Beaumont, Executive Director
Society of American Archivists
~~527 South Wells Street, 5th Floor~~ 17 North State Street, Suite 1425
Chicago, IL 606072
Email: nbeaumont@archivists.org
Phone: 312/922-0140-606-0722
Fax: 312/347-1452 606-0728

On receipt of a conformant complaint of copyright infringement, SAA's response may include removing or disabling access to material claimed to be the subject of infringing activity and/or terminating the participation of the infringer. If material is removed or access is disabled in response to a DMCA notice, SAA will make a good-faith attempt to contact the participant who posted the content so that he/she will be able to make a counter notification pursuant to sections 512(g)(2) and (3) of that Act. It is our policy to document all notices of alleged infringement on which we act.

Responsibility of Participants

Participants agree to restrict their messages to the scope of the list; to follow generally accepted principles of netiquette; to respect the interests and rights of other participants and of the Society of American Archivists; and to respect the law. The A&A List is an un-moderated forum. Participants are solely responsible for their postings.

Due to certain technical requirements, subscriber information for all SAA-hosted discussion forums must be stored in SAA's central database of member and nonmember contacts. Therefore, by subscribing to the A&A List, participants also grant SAA permission to record essential contact information (e.g., name and email address) in its central database. Personal contact information will be administered in strict accordance with SAA's Privacy and Confidentiality Policy (<http://www.archivists.org/privacy.asp>).

The Archives & Archivists List is a professional forum. SAA reserves the right to ban block or permanently remove participants if off-topic or abusive messages threaten to disrupt the functioning of the A&A List list. SAA may also block or remove participants for violating the copyright of others or for any other actions that do not conform to these Terms of Participation. Punitive action is rare and generally follows ~~wanton numerous warnings~~ and/or persistent disregard for these Terms of Participation. In order to ensure due process, punitive action shall take place only after formal notification of an infraction and initiation of a 90-day probation period. Upon additional misconduct within the 90 days, an individual may be banned by approval of the Council. Misconduct after the 90 days will result in a one-year probation. (Upon misconduct within this longer probationary period, an individual may also be banned by approval of the Council.) A banned subscriber may petition the Council for reinstatement after one year. Such appeals must be accompanied by a written and signed statement agreeing to comply with the Terms of Participation.

List Ownership

The Archives & Archivists List is owned by the Society of American Archivists. The SAA Council is charged with setting policy on the list. Two Council members are assigned the responsibility of monitoring the list and making recommendations for responses on behalf of the Council when issues arise. The A&A List Coordinator, reporting to SAA's Director of Member & Technical Services SAA headquarters staff, oversees the daily operations of the list, including assisting participants with their subscriptions.

A&A List Coordinator: Meghan Petersen (mpetersen@archivists.org)

Disclaimer

The opinions expressed on the Archives & Archivists List do not necessarily represent those of SAA and are not endorsed by the Society.

Revised and approved by the SAA Council, August 1, 2006. Updated August 10, 2009.

Support Statement: As the current Terms of Participation are relatively satisfactory (indicated by a survey of List participants and review by a task force assigned to this task), only a minor revision of the text is warranted.

Fiscal Impact: None.

Moved by Hankins; seconded by Ambacher. PASSED.

C. Investment Policy

At its August 25, 2008, meeting the SAA Council charged a newly created Investments Committee to review and recommend revisions to the current Investment Policy that address the duties and responsibilities of the Investments Committee, specific quantified income needs (e.g., income that is at least adequate to cover projected fund expenses), administrative fees, and all other areas that are appropriate for such a policy; and to provide ongoing oversight of SAA's investments program. The Committee reviewed and discussed SAA's existing Investment Policy and agreed unanimously to submit the following recommendation. (Because the Committee also recommended creation of a Finance Committee whose duties include those of the current Investments Committee [see Motion 3], the language incorporated in "SAA Investment Policy" reflects the role of the Finance Committee as adopted in that motion.)

MOTION 2

THAT the following revision of the "SAA Investment Policy" be adopted.
[Strikethrough = deletion; underline = addition]

SAA Investment Policy

(Revised August 10, 2009)

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. 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 filled out a questionnaire that helped identify SAA's investment goals and risk tolerance and interviewed two money managers recommended by Merrill Lynch (SAA's investment broker and advisor). With Council's approval, they chose Rittenhouse Capitol Management of Radnor, Pennsylvania to act as SAA's money manager for long term investments. Merrill Lynch continued to be retained to advise SAA on their 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:~~

In 2001, the Society of American Archivists' independent auditors pointed out the need for a formal investment policy. Both legally and ethically, the SAA Council must provide prudent oversight of the Society's investments. This written investment policy is intended to address those concerns, and its existence will help protect SAA from liability should the Society's investments be mismanaged. The guidelines provided in the initial investment policy included the following:

- Maintain adequate working funds to satisfy fluctuating needs for cash during the year;

- Provide access to funds to help cover a possible budget deficit in any given year;
- Provide for growth of capital net of inflation;
- Preserve the principal; place an amount equivalent to any federal grant funds in insured funds; and
- 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 Merrill Lynch's questionnaire, SAA's investment portfolio has been managed in a balanced way between fixed income and equity securities.~~

~~While the groundwork laid in 1992 has resulted in an improved yield on SAA's investments, much more guidance can and should be given to SAA's advisors and money managers regarding the Society's investments.~~

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.] to include both legally restricted and unrestricted funds, held by Council as a steward to carry out SAA's mission and purpose.~~ The following investment objectives and directions are to be 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 Finance Committee. ~~Treasurer, Executive Director and Director of Finance and Administration, hereafter collectively referred to as the finance group.~~ Among its several tasks, the Finance Committee is responsible for reporting regularly to the Council on the status of SAA's investments. In carrying out its responsibilities, the Finance Committee and its agents will act in accordance with this Investment Policy and all applicable laws and regulations. The SAA Council reserves to itself the exclusive right to revise the Policy.

The SAA Council and its Finance Committee are authorized to retain one or more Financial Consultant(s) to assume the investment management of funds and assets owned or administered by SAA. In discharging this authority, the Finance Committee can act in the place of Council and may receive reports from, pay compensation to, and enter into agreements with such Financial Consultant(s). The Council may also grant exceptions to the Investment Policy when appropriate. The Finance Committee will maintain regular contact with the Financial Consultant(s) and any investment brokers primarily through the Director of Finance and Administration, the Executive Director, or the Treasurer, all of whom are members of the Committee.

The SAA Council has established the Finance Committee to, among other responsibilities, provide oversight of SAA's investment program, including reviewing specific quantified income needs that are adequate to cover projected fund expenses, investment administrative fees, management performance, a three-year review schedule for the SAA Investment Policy and program, and all other areas that are related and appropriate to SAA investments. The Finance Committee will receive copies of all periodic financial reports. (See Finance Committee [http://saa.archivists.org/Scripts/4Disapi.dll/4DCGI/committees/SAAC-FIN.html?Action=Show_Comm_Detail&CommCode=SAA**C-FIN].)

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 at least once every five years, starting in Fiscal Year 2003.]~~

The Society's primary investment objective is to earn a positive total return on its investments that meets or exceeds the S&P 500. The computed total return considers dividends, interest, and realized and unrealized capital gains and it factors in capital losses and investment expenses. The Investment Policy and portfolio is reviewed by the Finance Committee and Financial Consultant(s) every three years to ensure its compliance with SAA's risk tolerance, liquidity needs, and investment objectives. This review cycle will begin in FY 2010.

Asset Mix

To accomplish the Society's investment objectives, the Financial Consultant(s) 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 Consultant(s) shall remain within the following ranges:

Operating Expenses: SAA's operating funds will be managed for liquidity, preservation of principal, interest, and potential gain. 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 Certificates of Deposit).

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 (three to five years). Thus ~~50% to 80%~~ 40% to 60% of these funds should be invested in equity securities (such as stocks or stock mutual funds), ~~45%~~ 25% to 50% should be invested in fixed-income securities or bond mutual funds, and 5% to 20% should be invested in cash and equivalents.

The Finance Committee can modify these ranges from time to time with the Council's approval. The actual investment targets shall be set within those limits by the Financial Consultant(s) in conjunction with SAA's designated financial officer.

Asset Standards

Common stocks: The Financial Consultant(s) responsible for managing the funds for SAA's endowed 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 can be in the form of direct investment in the stock market or indirect investment via mutual funds. Mutual funds should be considered where they offer additional portfolio diversification; lower purchase, maintenance, and sale costs; and good potential gain.

Convertible preferred stock and convertible bonds: The Financial Consultant(s) 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, notes, and bond mutual funds 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 Consultant(s) will maintain a reasonable diversification at all times. The Financial Consultant(s) responsible for long-term investments may not allow the investments in the equity securities of any one company to exceed 5% of the portfolio nor the total securities position (debt and equity) in any one company to exceed 10% of the portfolio. The Financial Consultant(s) shall also maintain reasonable sector allocations and diversification. In that regard, no more than 25% of the entire portfolio may be invested in the securities of any one sector.

Custody and Securities Brokerage

The Finance Committee will establish such custodial and brokerage relationships as are necessary for the efficient management of the Society's funds. Whenever the Finance Committee has not designated a brokerage relationship, the Financial Consultant(s) 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 Consultant(s) shall provide the Finance Committee with a monthly written statement containing all pertinent transaction details for SAA's investment portfolio, including:

- The name and quantity of each security purchased or sold, with the price and transaction date;
- 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

- An analysis for the entire portfolio of the current asset allocation by investment category (equities, fixed-income securities, and cash reserves).

Periodically: The Financial Consultant(s) shall provide the Finance Committee with detailed information about 1) asset allocation, 2) investment performance, 3) future investment strategies, and 4) any other matters of interest to the Committee.

Annually: The Financial Consultant(s) shall provide to the SAA Council an annual summary of all transactions in each fiscal year, together with a report of investment performance for the year and a “snapshot” listing of current investments.

Cash Flow Requirements

SAA will be responsible for advising the Financial Consultant(s) in a timely manner of the Society’s cash distribution requirements from any managed account. The Financial Consultant(s) 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, August 2009.

Support Statement: The revisions to the Investment Policy reflect the Investments Committee’s charge to address 1) the duties and responsibilities of the Investments Committee, 2) specific quantified income needs (e.g., income that is at least adequate to cover projected fund expenses), 3) administrative fees, and 4) all other areas that are appropriate for such a policy and for providing ongoing oversight of SAA’s investments program.

Fiscal Impact: None.

Moved by Sly; seconded by Ambacher. PASSED.

D. Create Finance Committee

In the course of the Investments Committee’s discussions about recommended revisions to the Investment Policy (see Agenda Item II.C.), Committee members noted that SAA has, over time, become an increasingly complex organization with significant financial holdings. SAA’s assets currently total more than \$2.87 million and its FY 2010 budget is \$2.17 million. Committee members proposed a restructuring that they believe would further strengthen SAA’s financial management.

MOTION 3

THAT a standing Finance Committee be created, with the following description and requirements:

I. Purpose

The Finance Committee is responsible for assisting the Council in meeting its fiduciary responsibilities by: monitoring the financial health of the organization, ensuring that its assets are protected, and providing advice and counsel to the SAA Treasurer and the Council on financial matters, including the investment program.

II. Size, Composition, Selection, and Length of Terms

The Finance Committee consists of six members: the SAA Treasurer (who serves as chair), the Executive Director, the Finance/Administration Director, and three SAA members appointed by the Vice President in consultation with the current Finance Committee members to determine what expertise is needed as appointments are made. The three appointed members of the Committee serve for staggered three-year terms, so that one individual is appointed by the Vice President each year.

The Vice President may appoint a seventh member – an individual who is not an SAA member or archivist, but who has special expertise in one or more aspects of financial management – as needed or appropriate.

III. Reporting Procedures

The Finance Committee reports to each full meeting of the Council, typically via the Treasurer's formal written report, and also reports to the Council on special initiatives as necessary or requested.

IV. Duties and Responsibilities

- A. Review the Society's financial policies and make recommendations to the Council as appropriate.**
- B. Review and monitor the Society's income and expenditures and report to the Council on SAA's financial needs and stability.**
- C. Ensure preparation of accurate, timely, and meaningful financial statements.**
- D. Meet (via conference call) with the independent auditor annually and review the Annual Audit Report.**
- E. Review bids, interview, and recommend to the Executive Committee the selection of the external auditor every three years.**
- F. Review and monitor the Society's investments portfolio and report to the Council on the growth and stability of the investments. Recommend changes to the investment strategy and the Investment Policy as appropriate.**
- G. Review bids, interview, and recommend to the Executive Committee the selection of one or more investment consultants every three years.**

V. Meetings

The Committee meets via conference call 1) after receipt of each quarterly report, in order to discuss the Society's financial standing; 2) prior to submission of a draft annual budget for Council review and adoption, in order to ensure that the draft

budget is responsible and reasonable; 3) annually with the external auditor, in order to receive and discuss the Annual Audit Report; and 4) as needed with the investment consultant(s), in order to monitor investment performance.

Support Statement: Formation of a standing Finance Committee will assist the Council in discharging its fiduciary responsibility as SAA becomes a larger and more complex organization. The proposed description and requirements are in line with the recommendations of SAA's external auditor and with best practices in the association management community.

Fiscal Impact: Given that all Committee meetings will take place via conference call or electronic medium or in conjunction with the Annual Meeting, direct expenses are nominal.

Moved by Settles; seconded by Miller. PASSED.

MOTION 4

THAT the SAA Bylaws, Section 1. Duties of Officers, C., be amended as follows to reflect the role of the Treasurer as chair of the Finance Committee (striketrough = deletion; underline = insertion):

1. DUTIES OF OFFICERS

C. The treasurer shall be responsible for: planning and formulating financial policy in consultation with the finance committee and the executive director; recommending such policies to council; reviewing the annual budget before its submission to the ~~executive committee~~ finance committee and to the council; internal auditing of all Society financial operations; providing an annual report on the Society's finances; and investing special funds and endowments on the advice and consent of the finance committee and the council. In the absence of the president and the vice president, the treasurer shall preside at business meeting(s) of the Society and meetings of the council.

Support Statement: The suggested revisions in the Bylaws ensure the continued authority and responsibility of this elected position while providing support from an appropriate group with expertise in financial matters.

Fiscal Impact: None.

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

MOTION 5

THAT the SAA Bylaws, Section 4. Executive Committee, be amended as follows to reflect the role of the Finance Committee (strikethrough = deletion; underline = insertion):

4. EXECUTIVE COMMITTEE

The executive committee of the council shall be ~~comprised~~ composed of the president, the vice president, the treasurer, and one councilor who shall be elected for a term of one (1) year by the nine (9) councilors at the spring meeting of council. The president shall serve as chair of the executive committee and shall call the committee into session. The executive committee shall act for the council in conducting the affairs of the Society between meetings of the council and shall provide timely communication and consultation with the council between meetings. ~~The executive committee shall act as the finance committee of the council and review financial policy for approval by council, approve all investments, and approve the budget submitted by the treasurer for review and action by the council.~~ The executive committee shall annually conduct a performance review of the executive director according to procedures mutually agreed to by the executive committee and the executive director and approved by council.

Support Statement: Given the growing complexity of the organization, it is appropriate that an appointed group whose members have expertise in financial matters should provide advice and counsel to the SAA Council in order to ensure that the governing body properly discharges its fiduciary responsibility. The Executive Committee retains appropriate authority and responsibility.

Fiscal Impact: None.

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

MOTION 6

THAT the Council Handbook, Section II. Officers, Treasurer, be revised as follows to reflect the Treasurer's role as chair of the Finance Committee (strikethrough = deletion; underline = insertion):

Section II. Officers Treasurer

I. Term of Office

Article VI of the Society's constitution states that the treasurer shall be elected for a term of three (3) years beginning at the conclusion of the annual meeting following the election and shall be ineligible for immediate re-election.

II. Functions

Bylaw 1 of the Society's states, "The treasurer shall be responsible for: planning and formulating financial policy in consultation with the finance committee and the executive director; recommending such policies to council; reviewing the annual budget before its submission to ~~Council~~; the finance committee and to council; internal auditing of all Society financial operations; providing an annual report on the Society's finances; and investing special funds and endowments on the advice and consent of the finance committee and the council. In the absence of the president and vice president, the treasurer shall preside at business meeting(s) of the Society and meetings of the council."

III. Duties

1. Serve as chair of the Finance Committee.
2. Prepare an annual Treasurer's Report. Present the report at the annual business meeting and submit it for publication to the *American Archivist*.
3. In consultation with the Finance Committee and the executive director recommend an annual budget to the Council.
4. Analyze all SAA financial statements. Report financial status, trends, and problems at each Council meeting. Make recommendations to the executive director and the Council.
5. Consult with the executive office to assure that an annual audit is performed. Analyze audit results and report findings to the Council.
6. Working with the Finance Committee, ~~Oversee~~ investment policy for special funds and endowments.
7. Hold the Society's copy of the current employment contract with the executive director.
8. Ensure that the annual giving program is undertaken by the executive director.
9. In the absence of the president and vice president, preside at business meeting(s) of the Society and meetings of the Council.
10. Work with the Council, the Finance Committee, and the executive director to achieve the following goals:
 - a. A balanced annual budget, and
 - b. An adequate reserve fund.
11. Together with the Council, approve all SAA proposals for external financial support before submission to the funding agencies.
12. Together with the Finance Committee and the Council, triennially review the dues structure to assure its sufficiency.
13. Serve as a member of the executive committee.

Approved by the SAA Council: June 1991; revised August 2009

Support Statement: The proposed revisions to the Council Handbook are consistent with the proposed changes in the SAA bylaws.

Fiscal Impact: None.

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

MOTION 7

THAT the current Investments Committee be disbanded with thanks;

THAT the current members of the Investments Committee be appointed to serve on the Finance Committee for the period August 2009 – August 2012;

THAT one member (to be determined by lot) rotate off the Committee in August 2010;

THAT a second member (to be determined by lot) rotate off the Committee in August 2011;

THAT the third current member of the Committee rotate off in August 2012; and

THAT the three-year appointment cycle outlined in “Finance Committee, II. Size, Composition, Selection, and Length of Terms” take effect as individuals rotate off the Committee.

Support Statement: The Investments Committee has recommended the formation of a standing Finance Committee that would have as one of its tasks the monitoring of SAA's Investment Policy and investment portfolio. If that recommendation is approved by the Council, there is no continuing need for an Investments Committee. Given that the current members of the Investments Committee were appointed because of their expertise in organizational financial management, it seems appropriate to continue their terms on the newly formed Finance Committee in order to take advantage of that expertise. As individuals rotate off the Committee beginning in August 2011, the vice president would begin the process of appointing one new member each year.

Fiscal Impact: None.

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

E. Purpose, Goals, Charge for Cultural Property Working Group

At its August 25, 2008, meeting, the Council adopted a motion to create a Cultural Property Task Force. At its February 2009 meeting, the Council decided to learn more about the American Library Association's Traditional Cultural Expressions and Libraries

initiative (as brought before the Council by SAA member Jennifer O’Neal) and determine the possibilities for collaboration on work in cultural property investigations. In response to Gottlieb’s report about the ALA initiative at the May/June 2009 meeting, the Council agreed that, although collaboration is something that the Council intends to pursue, SAA can best learn about cultural property issues through the focused work of a working group. The report includes a detailed work plan, a proposed working group structure, and suggested appointees. This Working Group’s size, selection, and length of terms is modeled after that of the Intellectual Property Working Group.

MOTION 8

THAT a Working Group on Cultural Property be created to take the lead in fostering discussion, clarifying issues, and investigating a range of alternative approaches to managing, preserving, and providing access to cultural property, given the rights and responsibilities of cultural groups and stakeholders and archivists’ interest in providing equal and open access to all.

This group will:

- **Advise the SAA Council, officers, staff, and members concerning cultural property and cultural sensitivity issues;**
- **Prepare draft statements for SAA to issue;**
- **Develop positions for SAA concerning cultural property and cultural sensitivity issues;**
- **Represent SAA on cultural property and cultural sensitivity issues at meetings and in professional discussions; and**
- **Communicate and collaborate with all relevant SAA and external (ALA, AAM, etc.) groups.**

The group will submit a work plan with specific activities, outcomes, and timelines for the Council’s review and approval at its May 2010 meeting.

Support Statement: Archivists must address how best to manage, preserve, and provide access to cultural property, given the rights and responsibilities of cultural groups and stakeholders and archivists’ interest in providing equal and open access to all. SAA acknowledges the importance of educating its members about broad issues of diversity as contained in cultural property concerns and its role in providing resources that will guide individual archivists and the profession as we address these issues in our work.

Fiscal Impact: Unknown. The Working Group may need to conduct one or more annual mid-year meetings, particularly during the early stages of its work.

Moved by Miller; seconded by Vogt O’Connor. PASSED.

F. Council Handbook (Governance Manual) Review

At its August 2008 meeting, the Council assigned to the second-year Council members the task of continuing a comprehensive review of the Council Handbook (SAA's governance manual) begun by a previous group. The Council members offered recommendations in several broad categories:

1. Obvious and immediate needs for updating based on review.
2. Overarching issues, including renaming the document, reorganizing it, and remastering it into one complete, searchable document that would facilitate use and revision.
3. Comprehensive review needs (e.g., comparing content with Council minutes and asking existing units to check their own sections).
4. Need for clarity of responsibility and scheduling of regular reviews.

MOTION 9

THAT the Council Handbook be updated using the four-part approach outlined in Agenda Item 0809-1-II.F.GovManual from the August 10, 2009, Council meeting.

Support Statement: The Council and the Society need a reliable and accurate compilation of decisions, policies, procedures, mission statements, charges, etc.—in sum, a handbook that documents our decisions about how we work together, offers complete information and transparency to our members, and furthers the mission of the Society in all its complexity.

Fiscal Impact: The staff should suggest options for staffing and provide costs for 1) the initial major edit/update and redesign, 2) annual updating, and 3) technology associated with both phases.

Moved by Gottlieb; seconded by Miller. PASSED.

G. Section/Roundtable Governance Issues

As sections and roundtables increasingly use online balloting to elect group officers, a number of questions have arisen concerning best practices and uniformity of group governance across the Society. Ambacher and Doyle suggested changes in the approved procedures for Sections and Roundtables to address these questions.

MOTION 10

THAT Section X.V.A. of the Council Handbook be amended as follows (strikethrough = deletion; underline = addition):

Roundtables will ~~annually elect an SAA member as the convener, who may also be known as the chair. This person must be a member of SAA.~~ adopt and report to the Council a governance structure that is consistent with their need. Roundtable leaders will be elected annually. No person may serve as ~~convener~~ the senior leader

of a Roundtable for more than three successive years. Only SAA members are eligible to serve as or vote for Roundtable conveners or other officers leaders. Roundtables may conduct their annual leadership elections online. If a Roundtable chooses to do so, it must comply with the criteria and rules for Section elections.

Support Statement: Section X.V.D. of the Council Handbook establishes that “it was never the desire in creating Roundtables to establish bodies that spend more time on the structure of doing business than on the discussion of archival issues within their fields of activity.” Due to the relatively small size of some Roundtables and the challenge of recruiting leaders, the current policy does not impose hierarchical governance structures and permits longer terms of service for conveners—up to 3 years. The Vice Chair/Chair-Elect model does not accommodate longer terms of service and, in at least one case, has created conflict over the nominations process. The recommendation supports the governance structures used by the majority of SAA Roundtables and clarifies procedures for conducting nominations and elections.

Fiscal Impact: None.

Moved by Vogt O'Connor; seconded by Hyry. PASSED (with Ambacher opposing).

MOTION 11

THAT a new section B. be added to Section IX. (Sections) of the Council Handbook, following VIII. Governance, A. Internal Leadership, 7., and that subsequent sections be renumbered accordingly:

B. Section Elections

- 1. Sections shall conduct annual elections via an online ballot system provided by the SAA staff. Members must vote via the online ballot.**
- 2. Formal calls for nominations shall be issued by the Section leadership and collected ten (10) weeks prior to the Annual Membership Meeting.**
- 3. Basic ballot information (e.g., introductory message to voters, listing of offices, number of vacancies for each, names of candidates, and links to candidate statements) shall be submitted to the SAA staff eight (8) weeks prior to the Annual Membership Meeting.**
- 4. Supplementary ballot information (e.g., candidate photos, biographies, and statements), if desired, shall be posted by the Section leaders to the Section website six (6) weeks prior to the Annual Membership Meeting.**
- 5. Online ballots containing basic ballot information shall be prepared by staff and made accessible during the first week of July and shall remain open for at least two weeks.**
- 6. Section members who are in good standing on June 30 shall be eligible to vote. Members who join after this date shall be eligible to vote during the following year.**

7. Ballot results shall be reported by staff to the Section leaders in order to be announced at the Annual Meeting.

Support Statement: Voting for and serving on section/roundtable steering committees are benefits of membership. Uniformity of governance procedures ensures that these benefits are delivered in a fair and consistent manner. In addition, clear guidelines assist leaders in focusing their energy on their group missions rather than administration tasks. Conducting online elections requires attention to certain technical details but also enables wider participation in sections and roundtables. The very low number of requests for mail ballots (i.e., 10) during SAA's 2009 general election suggests that the barriers to online participation are far less than those related to holding in-person elections at the Annual Meeting.

Fiscal Impact: As of July 22, 2009, six sections and roundtables had requested support from SAA staff to conduct online elections. Configuration of ballots that include candidate photos, biographies, and statements can be time consuming, taking up to an hour or more per ballot. The impact on staff resources can be effectively mitigated by limiting the ballot to so-called "basic" information and utilizing links to (optional) supplementary information that is edited, formatted, and posted online by the section leaders themselves.

Moved by Hyry (with friendly amendment by Sly); seconded by Gottlieb. PASSED (unanimously).

H. Disband ALA/SAA Joint Statement on Access Task Force

The Task Force's charge was fulfilled with the Council's adoption of a revised "ALA/SAA Joint Statement on Access to Research Materials in Archives and Special Collections Libraries" in May 2009.

MOTION 12

THAT the ALA/SAA Joint Statement on Access Review Task Force be disbanded with thanks.

Support Statement: The Task Force, charged with reviewing, updating, and revising the 1994 ALA/SAA Joint Statement on Access to Original Research Materials, completed its work when the revised document was approved by the Council in May 2009. The Council is grateful for the work of the Task Force members.

Fiscal Impact: None.

Moved by Hyry; seconded by Vogt O'Connor. PASSED.

Working Lunch: Conversations with American Archivist Editor Mary Jo Pugh and Print and Electronic Publications Editor Peter Wosh.

III. DISCUSSION ITEMS

A. Feedback on SAA's Strategic Priorities

At its February and May 2009 meetings, the SAA Council reviewed, discussed, and modified SAA's strategic priorities and developed new "desired outcomes" and activities to address the priorities in fiscal years 2010–2013. Council members agreed to retain the top three strategic priorities – technology, diversity, and public awareness/advocacy – that were originally identified as challenges to the profession in 2005, but chose to revise the issue statement associated with each priority. Their discussions, as well as work done by a subgroup of Council members and staff in March and April, yielded new desired outcomes for each priority and new measurable activities to address them.

Since then, SAA had sought feedback – from members, component groups, allied groups, and others - on the strategic priorities, outcomes, and activities using various media, including the homepage (beginning on June 9), *In the Loop*, the SAA Facebook page and Twitter, and *Archival Outlook*.

The Council discussed a compilation of member feedback received as of August 1, 2009. Because additional comments were expected during the Annual Meeting, the Council allotted time on its August 15 agenda to discuss any additional feedback.

B. Revision of Diversity Outcome #4

At its May/June 2009 meeting, the Council decided that there was a need to revisit and reword the activities associated with the Diversity Priority, Outcome #4, which dealt with issues of retention and diversifying the profession. Rebecca Hankins, Tom Hyry, and Diane Vogt-O'Connor were charged with proposing a revision for Council consideration. The Council agreed upon the following revision of Outcome #4 (strikethrough = deletion; underline = addition):

Diversity Outcome #4 (Revised August 10, 2009)

~~Determine effective ways in which SAA can become a more inclusive organization. [This outcome requires more discussion and consideration from the Council prior to adoption of activities.]~~

SAA will define diversity, develop new programs, and enhance existing programs that promote diversity as a value while fostering an organizational environment of inclusiveness.

Activities:

- a. Ensure that SAA's Equal Opportunity/Non-Discrimination Policy (EONDP) remains up to date and widely available to SAA members and the profession at large:

- Review SAA's EONDP at least every three years. [Next review in 2012.]
- Disseminate SAA's EONDP to the membership once a year and make it available on the SAA website at all times. [Ongoing.]
- Develop a policy for dealing with discrimination issues within the Society.
- Allow the policy to be reviewed by membership and leaders. Fine tune the policy for dealing with discrimination issues within the Society as necessary. [Ongoing, preferably on the same schedule as the EONDP review.]
- Develop an EONDP statement for employers of archivists that can be used by archives nationwide.
- Allow the policy to be reviewed by membership and leaders. Fine tune the policy as necessary. [Ongoing, preferably on the same schedule as the EONDP review.]

b. Establish and give an annual Diversity Award to both an individual and a repository:

- Charge the Awards Committee to develop a name and selection criteria for two new awards recognizing diversity efforts by an individual and a repository. [2010]
- Publicize the new awards and solicit nominations. [2010]
- Appoint an Awards Committee Diversity Subcommittee that represents appropriate groups throughout SAA. [2010]
- Make the first of the annual awards at the annual meeting in Chicago in 2011. [2011]
- Provide significant publicity for the Diversity Award, with a goal of increasing the number of nominations each year. [2011 and ongoing]
- Ask the award recipients to write case studies, publish, and teach for SAA on diversity, if possible.
- Enroll the award recipients in a Diversity Committee Think Tank Subcommittee, charged with coming up with new solutions on the issue of improving diversity.

c. Develop a cultural competencies framework as it relates to archivists and the archives profession.

- Consult with allied organizations (e.g., Society of American Anthropologists, Oral History Association, American Library Association, Rare Books and Manuscripts Section) and diversity experts to analyze the concept of cultural competencies to determine how it might best be applied to the archives profession. [2010]
- Develop a grant proposal or action proposal to draft a cultural competencies framework to apply to archivists and the archives profession. [2010]
- Create cultural competencies framework and disseminate widely to SAA leaders, members, and subgroups. [2011]
- Develop an online self-test to help archivists rate their cultural competencies.
- Develop specific online training courses and workshops focused on building specific cultural competencies (i.e., how to conduct consultations, how to identify cultural groups within your community, how to set up basic cultural outreach work via National History Day, etc.), as well as on diversity as it relates to archives and archivists. [2012]

d. Develop a leadership workshop targeting diverse archivists and other SAA Members using Mosaic scholars and Diversity Award winners as potential teachers:

- Develop the curricula and find the instructors. [2010]
- Find funding for the workshop. [2011]

- Offer the Leadership workshop. [2012]
- Conduct a lessons-learned program on the workshop. [2012]
- Redesign the workshop as necessary after feedback is received. [2012]
- Consider whether part of the workshop may be offered online, as a Web-based training tool. If so, begin planning. [2013]

Support Statement: Diversifying the archives profession has been a long-term, but elusive, goal for many decades. The goal remains both challenging and essential, as the cultural makeup of our nation increasingly shifts to a rich array of cultural backgrounds. Our profession has remained locked in an outdated limbo, unrepresentative of society as a whole. The 2004 A*CENSUS survey results show that SAA continues to lag behind the American population. More worrisome yet, our profession lags behind our colleagues in the library and curatorial professions in terms of diversity. This revision provides a series of concrete tools, training, and practical steps that would help SAA and the profession become more hospitable to archivists from a variety of backgrounds. Diversity Outcome #4 addresses SAA membership retention issues by providing action items with measurable outcomes and linked activities that are likely to make a difference for current and future members.

Fiscal Impact: Unknown. The strategy is to seek grant funding where needed and review budget priorities to allocate some initial funds. The Council has also discussed using interns and volunteers for some of the activities, including fundraising.

C. Feedback on SAA's Draft Advocacy Agenda

In August 2008 the Council approved formation of a Government Affairs Working Group and charged that group to begin its work by developing an Advocacy Agenda for Council approval. Development and ongoing review and refinement of an Advocacy Agenda provides the Society with a means to organize its advocacy efforts, make conscious decisions about its priorities, frame its messages, work proactively on key issues, and respond quickly and effectively to policymaker and media inquiries. At its May 31–June 2 meeting, the Council adopted Advocacy Agenda 2009-2010 (version 053109) as a working document.

Since then, SAA has sought feedback – from members, component groups, allied groups, and others - on the strategic priorities, outcomes, and activities using various media, including the homepage (beginning on June 9), *In the Loop*, the SAA Facebook page and Twitter, and *Archival Outlook*.

The Council discussed a compilation of member feedback received as of August 1, 2009. Because additional comments were expected during the Annual Meeting, the Council allotted time on its August 15 agenda to discuss any additional feedback.

D1. AUSTIN 2009 Activities and Events

1. Leadership Event

Gottlieb outlined the agenda for this event and noted that he will be soliciting comments from the membership on the strategic plan and the advocacy agenda. He also outlined talking points for the Council liaisons.

2. Coverage of Component Group Meetings

Council members discussed liaison attendance at component group meetings. New liaisons were encouraged to accompany outgoing liaisons to Section and Roundtable meetings and leader manuals were distributed to the group.

3. Council Awards and Resolutions

The Council prepared to present two resolutions (celebrating NARA's 75th anniversary and the Academy of Certified Archivists' 20th anniversary) and two Council Exemplary Service awards.

4. Council Resolutions Committee

Beaumont reminded the Council Resolutions Committee (composed of the "freshman class" of the Council) about their role in ensuring that resolutions submitted to them are brought forward to the President and Executive Director in a timely fashion in order that they can be discussed at the Annual Membership Meeting. Resolutions are due by noon on Friday, August 14, the day before the Membership Meeting.

5. Exhibit Hall Assignments

Each Council member was assigned a group of four to six exhibitors to interview. Interview sheets were distributed at the meeting.

D2. Timetable for Awards Announcements

Council members discussed SAA's tradition of publicizing award recipients only after the Annual Meeting. Beaumont noted the possible advantage of announcing award winners earlier in the year as a means of promoting SAA and Annual Meeting attendance. She agreed to prepare a recommendation for Council consideration via online vote.

E. Member Suggestion: "SAA History Commission"

A member submitted a recommendation to create a group to organize and support component activities that will celebrate SAA's 75th anniversary in 2011. The recommendation noted that many components had already indicated an interest in and plans to prepare for the anniversary celebration. The Council had acknowledged the need for such a group in previous discussions and Ambacher had agreed to report back to the Council following the meeting(s) of the Archival History Roundtable and the Oral History Section, as these groups planned to discuss anniversary activities in Austin. The

Council deferred further discussion and action on the subject until the August 15 Council meeting so that input from all interested parties could be taken into account.

F. Study Committee on Authentication of Online State Legal Materials

The National Conference of Commissioners on Uniform State Laws (NCCUSL) “provides states with non-partisan, well-conceived, and well-drafted legislation that brings clarity and stability to critical areas of the law.” NCCUSL’s work supports the federal system and facilitates the movement of individuals and the business of organizations with rules that are consistent from state to state. SAA’s representative to the NCCUSL Authentication Study Committee, which studies the authentication of online legal documents, is Robert Horton. Horton asked the Council to provide direction on what specific provisions of the law SAA would like to see. The Council recognized Horton’s extensive experience in this area and recommended that he use his best judgment in fulfilling this responsibility, ultimately informing the Council of any issues that he feels are particularly vexing or problematic.

G. Other Discussion Items from Council Members / What Are You Hearing From Members?

Council members discussed what they have been hearing from members regarding remote meeting attendance, the appointments process, concerns about the Honduran Archives, and President Obama’s nomination of David Ferriero for the position of Archivist of the United States.

IV. REPORTS

A. Executive Committee

Miller summarized the work of the Executive Committee since the last Council meeting, including 1) the drafting of a letter to the University of Texas at Austin administration supporting the school’s program in preservation administration and conservation (signed by SAA, CoSA, NAGARA, and ACA) and 2) signing on to a letter drafted by the Electronic Freedom Foundation and Citizens for Responsibility and Ethics in Government requesting the Obama Administration to treat the White House’s Office of Administration (OA) as an agency subject to FOIA in the interest of transparency and accountability.

B. President

No report was submitted.

C. Vice President / President-Elect

Gottlieb detailed new appointments and provided a demographic breakdown of his appointments that included gender, race/ethnicity, geographic location, institution type,

number of years in the profession, number of years an SAA member, and SAA unit participation.

D. Treasurer

1. Financial Review July 1, 2008 – June 30, 2009

Russell provided an overview of the year-end financial statements and noted that the auditor's report was available for distribution at the Council meeting. (See below.) A general shift in the overall composition of the membership toward the lower-paying dues categories is a concern and may be a reflection of nationwide budget cuts. FY09 was a highly unusual and volatile year. Violent swings in the stock market and the economic recession led to a decrease in overall revenues that necessitated a mid-year decision by SAA management to cut expenses significantly. Excluding the year-end revaluation of inventory, SAA earned a nominal net gain for the year. FY10 is shaping up to be an equally challenging year. Many employers of SAA members have significantly reduced or completely eliminated travel, continuing education, and personnel budgets. These nationwide budget reductions will have a direct effect on SAA during FY10 and beyond.

2. FY09 Draft Audit Report

Council members reviewed the draft audit report prepared by SAA's external auditors.

E. Staff

1. Executive Director: Beaumont reported on the status of the development of SAA's Strategic Priorities; on advocacy efforts for PAHR, NHPRC, and the draft Advocacy Agenda; Diversity Committee work; development and distribution of the American Archives Month Public Relations Kit and poster; and SAA Headquarters operations.

2. Membership: In a written report, Doyle indicated that membership had decreased slightly since March 2009 and that, consistent with reports for the last several months, the composition of SAA's membership has been changing in favor of student, bridge, and ID1 membership rates, presumably due to the economy. Most other membership categories have seen a decline in the past six months. On the whole, these shifts have balanced out on the financials. Member retention during FY2010 will remain an important concern.

3. Education: De Sutter summarized the Education Program for FY 2009, highlighting the number of programs and web seminars, the variety of program topics, and the volume of new co-sponsors. She also detailed activity highlights since May 2009.

4. Publications: Brinati reported that even though publication revenues fell short of budget projections by 10.22%, FY 2009 was still a robust year for book sales. In addition, a significant number and variety of e-publications and proceedings were added to the SAA website. The entire back file of the *American Archivist*—242 issues—is being

digitized. *American Archivist Online* was accessed more than 27,664 times by users. Further, more than 50 members contributed content to SAA books and the journal in FY 2009.

5. Annual Meeting: Beaumont detailed the promotional efforts, registration numbers, exhibitors and sponsors, and onsite program materials developed for and associated with *Sustainable Archives: AUSTIN 2009*. Council members commented on attendance numbers, audio-visual costs, and food and beverage issues.

6. Content Management System: In an update on Drupal and the CMS development project, Doyle indicated that SAA had selected Common Places, LLC, as its Drupal site developer and detailed the budget and timeline for the CMS project phases.

F. *American Archivist* Editor

Pugh's written report noted that the *American Archivist* editorial board had met via conference calls instead of an in-person meeting, updated the status of the back issue digitization project, and detailed other projects of the Editorial Board.

G. Editor, Print/Electronic Publications

Wosh's written report highlighted a few ongoing issues and accomplishments, including the creation of a more author-friendly contract, consideration of how to best market SAA's publications in an electronic environment, and the progression of several long-term projects.

H. Diversity Committee

No report was submitted.

I. 2009 Program Committee

No report was submitted. The 2009 Program Committee co-chairs intend to submit a required report on diversity of the program for the February 2010 Council meeting.

J. 2009 Host Committee

In a written report, the 2009 Host Committee chair discussed the diversity of repositories represented on the committee, the support received from the University of Texas, the format and venues for repository tours, the "Austin Ambassador" program and "Austin Is for Archivists" blog, and the Long Center's example of sustainability in architecture.

K. Joint Task Force on PAHR

Hodson updated the Council on current and potential PAHR sponsors, ongoing efforts to make congressional contacts, and the promotion of PAHR at the annual meetings of NAGARA, CoSA, and SAA.

L. Indirect Costs Associated with Strategic Priorities

Beaumont reviewed her written report in response to an ongoing discussion by Council members and staff about the indirect costs associated with accomplishing activities related to the strategic priorities. Her report detailed assumptions used to calculate the “value” of volunteer time and of staff time and provided estimates of the direct and indirect costs of each strategic priority activity as applied to the FY 2010 budget.

I. COUNCIL BUSINESS (Continued)

D. Additional Business or Strategic Planning Items

No additional business or strategic planning items were brought forward for discussion.

E. Review of August 10, 2009, To-Do List

Council members and staff reviewed the draft “to-do” list associated with this Council meeting.

F. Conversation with Beaumont (Executive Session)

No executive session was held.

G. Adjournment

Miller moved and Vogt-O’Connor seconded a motion to adjourn the meeting. PASSED. The Council meeting was adjourned at 4:34 p.m.

SATURDAY, AUGUST 15, 2009

President Peter Gottlieb called the session to order at 1:33 p.m. Present were Vice President/President-Elect Helen Tibbo; Treasurer Aimee Felker; Executive Committee member Margery Sly; Council members Bruce Ambacher, Scott Cline, Tom Frusciano, Rebecca Hankins, Brenda Lawson, Deborra Richardson, Rosalye Settles, and Diane Vogt-O’Connor; and SAA Executive Director Nancy Beaumont, Publishing Director Teresa Brinati, Education Director Solveig De Sutter, Member and Technical Services Director Brian Doyle, Finance/Administration Director Tom Jurczak, and Project Assistant René Mueller. Council member Tom Hyry was absent.

Council members convened briefly for a group photograph.

I. COUNCIL BUSINESS

Ambacher moved and Cline seconded adoption of the agenda. PASSED.

II. ACTION ITEMS

A. Membership Committee Appointments

An action item prepared by Membership Committee Chair James Roth was tabled for consideration at the Council's winter meeting. Roth recommended that appointments to the Committee be adjusted to ensure an appropriate rotation of three-year appointments. Tibbo and Doyle noted that this recommendation will be taken into account in the appointments process.

III. DISCUSSION ITEMS

A. Feedback on SAA's Strategic Priorities

Mueller gave a verbal report of comments received at the Leadership Forum. Council members reported what they had learned during their component group visits about the ongoing and planned activities of various component groups in relation to the Strategic Priorities.

B. Feedback on SAA's Advocacy Agenda

Mueller gave a verbal report of comments received at the Leadership Forum. Council members reported verbally on the comments received from individual members and component groups in relation to the Advocacy Agenda.

C. SAA's 75th Anniversary

Ambacher reported on governance matters and a discussion by the Archival History Roundtable about the 75th Anniversary. Settles reported on the Oral History Section's intent to pursue a variety of oral history projects in conjunction with SAA's 75th Anniversary. Ambacher agreed to draft a motion for online discussion and vote in mid-September regarding creation of a group to coordinate planning and implementation of SAA's 75th Anniversary in 2011.

D. Council Liaison Assignments

Council members briefly reviewed their liaison assignments to component groups as compiled by Executive Committee member Sly.

E. Conflict-of-Interest Disclosure Statements

All members of the Council and of the SAA Foundation Board of Directors are required to complete conflict-of-interest disclosure statements. These forms were distributed and collected by Beaumont for filing in the SAA office.

I. COUNCIL BUSINESS (Continued)

B. Dates and Locations of 2009-2010 Council Meetings

Beaumont noted target locations and dates for the winter and spring 2010 Council meetings, including the possibility of meeting jointly with CoSA and/or NAGARA in Washington, D.C., in January or February. Discussion will continue via email.

C. Additional Business or Strategic Planning Items

There were no additional business or strategic planning items for discussion.

D. Review of August 15, 2009, To-Do List

Council members and staff reviewed the draft “to-do” list associated with this Council meeting.

E. Adjournment

Frusciano moved and Settles seconded adjournment. PASSED. The meeting was adjourned at 2:43 p.m.