

**Society of American Archivists Foundation  
Board of Directors Meeting  
February 20, 2023  
Virtual Meeting**

**Report: SAA Foundation Governance Working Group  
(Prepared by Bob Clark, chair)**

Meetings

The Governance Working Group met on January 24, 2023. Bhatia and Meyers reported on their subcommittee's progress by reviewing the structure and charge of the Nominating Committee. Their initial review of the [Nominating Committee's original charging document](#) adopted by the SAAF Board suggests that a revision may be appropriate that addresses specific statements, but that also makes the document more "plain language". Concern was also expressed about the ways in which nominations are solicited and whether the process needs to be refined to eliminate potential bias. Bhatia and Meyers begin to revise the charging document for further review and discussion by the GWG.

Chapel reported that the Chapel/Bauer subcommittee had begun conversations about the best approach to reviewing the Development Committee. Chapel also agreed that undertaking an initial revision of the [Development Committee 2006 charging document](#) was a good place to start. It was also suggested that the subcommittee speaks with Mangiafico, Meyers, and Bhatia (who have all served on the Development Committee) for their perspectives on how the Development Committee has evolved since 2006 as well as Owens and Edwards for their perspectives on how the Development Committee's work intersects with staff resourcing.

Non-Board Member

Clark then discussed his draft memorandum related to the study of Non-Board Members serving on SAAF Committees. The group agreed that if Clark's conclusion that SAA Foundation governing documents do not currently authorize the use of Non-Board Members as required by Illinois law, it should be a priority for the SAA Foundation Board to consider and resolve. It was agreed to move the memorandum forward to the SAA Foundation Board once SAA's legal counsel has had a chance to review and weigh in on the analysis, the proposed By-laws amendment, and the proposed resolution. Owens agreed to coordinate with Jackie Price Osafo on shepherding the memorandum through legal review.

The GWG will meet again after the next SAAF Board meeting on February 20<sup>th</sup>.