

**Society of American Archivists
Foundation Board Meeting
February 23-24, 2026
Chicago, IL (Virtual)**

Governance Committee: Standing Rules
(Prepared by: Emily Dixon, Chair, Governance Committee)

BACKGROUND

The SAA Foundation Governance Committee was created by the Foundation Board of Directors in June 2024. Since then, the Committee has taken on key responsibilities in support of the Foundation's mission, including identifying nominees, strengthening Board development, and providing governance oversight.

To formalize this work and ensure a consistent governance framework, the Committee has drafted Standing Rules outlining its purpose, membership, duties, processes, and reporting expectations.

This action item requests that the Board review and adopts the Governance Committee Standing Rules as part of the Foundation's broader governance structure.

DISCUSSION

The Governance Committee reviewed existing SAA Foundation governance documents and historical committee descriptions to prepare the updated Standing Rules.

RECOMMENDATION

THAT the SAA Foundation Board of Directors approve the Standing Rules for the Governance Committee as presented.

Support Statement: The proposed Standing Rules provide a clear, updated structure for the Governance Committee's purpose, membership, duties, and procedures. Formal adoption will ensure consistent and transparent governance practices, reinforce the Foundation's compliance with nonprofit best practices, and support the effectiveness of the SAA Foundation Board of Directors.

Fiscal Impact: No direct fiscal impact is anticipated from adopting the Governance Committee Standing Rules.

SAA Foundation Governance Committee

Roster

I. Purpose

The purpose and responsibilities of the Governance Committee is to support the mission of the SAA Foundation through the nomination of members and the governance of its Board of Directors.

The Committee is responsible for creating a slate of Elected Director candidates for nomination by the SAA Foundation Board to the SAA Council each year, as well as recommending to the SAA Foundation Board a slate of non-Elected Directors to serve two-year appointments on Foundation committees each year, as necessary.

The Committee is charged with addressing governance issues and requirements raised during SAA Foundation Board work, including amending and updating existing structures and procedures, and establishing new procedures, policies, and the documentation manuals to support them.

II. Committee Selection, Size, and Length of Term

The Governance Committee is an appointed body of the SAA Foundation Board. The Committee consists of a minimum of 4 members from the Board of Directors, either Elected or Non-Elected Directors, selected by the Board of Directors no later than the close of the SAA's annual meeting. The Chief Executive Officer (CEO) serves *ex officio* with voice, but without vote.

SAA Foundation Elected Directors in the last year of their current term are eligible to serve on the Governance Committee. However, if such an Elected Director then elects to put their name forward to serve on the Board of Directors for another term, that Elected Director must recuse themselves from the process of considering candidates to move forward for nomination and their participation will be limited to addressing governance issues and requirements

In the event of such a recusal, the SAA Foundation President shall either serve in the recused Elected Director's place or name another Elected Director to do so.

III. Reporting Procedures

The Governance Committee reports to each full meeting of the SAA Foundation Board of Directors and at other times as requested by the Board of Directors.

IV. Duties and Responsibilities

1. Nominations

- a. Identify the specific skills and expertise most needed by the SAA Foundation Board of Directors at the time of each nomination/appointment cycle.
- b. Review applications and recommend a slate of candidates for election to the SAA Foundation Board of Directors by both the SAA Foundation Board and by the SAA Council.
- c. Review applications and recommend non-Elected Directors for appointment to SAA Foundation committees for approval of the SAA Foundation Board of Directors.
- d. Periodically review volunteer applications and nomination procedures (as maintained and implemented by SAA Foundation staff) to ensure clarity and efficiency of process.

2. Governance

- a. Periodically review Foundation By-Laws and governance policies; recommend revisions for Board approval.
- b. Periodically review governance procedures (as maintained and implemented by SAA Foundation staff) to support operational efficiency and sustainability.

V. Meetings

The Committee meets via conference call periodically and may meet in person provided that 1) there is a compelling need and 2) the Board approves the necessary resources.

Creation of committee approved by the SAA Foundation Board, June 2024; description approved February 2026.

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