

**Society of American Archivists Foundation
Board of Directors Meeting
March 13 – 14, 2015
SAA Headquarters, Chicago, Illinois**

Agendas and background materials for SAA Foundation Board meetings are publicly available via the SAA website at: <http://www2.archivists.org/groups/saa-foundation-board-of-directors>.

Foundation Board President Fynnette Eaton called the meeting to order at 9:06 am on Friday, March 13. Present for the entire meeting were Class A members Mark Duffy (SAA and SAAF Treasurer), Kathleen Roe (SAA President), and Dennis Meissner (SAA Vice President); Class B members Larry Gates, Brenda Gunn, Waverly Lowell, Ben Primer, Ann Russell, and Becky Haglund Tousey; and Executive Director Nancy Beaumont, Finance/Administration Director Peter Carlson, and Program Coordinator René Craig.

Class A member Danna Bell (SAA Immediate Past President) attended a portion of the meeting on Friday, March 13. Not present were Class B members Chuck Martin and Carla Summers (Foundation Vice President) and Class A member Tanya Zanish-Belcher (SAA Executive Committee Member).

I. BOARD BUSINESS

A. Adoption of the Agenda

Eaton introduced the agenda. Roe moved for adoption as presented, Bell seconded, and the Board adopted the agenda unanimously. **(MOTION 1)**

B.1. August 2014 Minutes

Eaton noted that the August 2014 meeting minutes were adopted by online vote of the Foundation Board on September 22, 2014, and posted on the SAA website immediately. SAA members were notified of availability of the minutes via *In The Loop*, the website, and social media.

B.2.-4. Pre-2013 Actions, Articles of Incorporation, and Bylaws

Eaton encouraged Board members to review actions taken prior to 2013 and to become familiar with the Foundation's Articles of Incorporation and Bylaws as a means of understanding the Foundation's evolution. She reminded the Board that the SAA Council had adopted in November 2014 the Board-proposed removal from the Bylaws of a specified date for the Board's annual meeting, thus giving the Board more flexibility to establish a meeting date.

II. ACTION ITEMS

A. Grant Funding Policy / Application Process and Guidelines

Duffy noted that the Foundation's ability to consider opportunities for funding special projects depends on identifying an income stream and a process for evaluating proposals that advance the interests of the SAAF and support the professional goals and priorities of SAA, the corporate member. During its August 2014 discussion, the Board agreed to the elements of a funding policy and guidelines for a grant process. Building on that discussion, he recommended adoption of the proposed Grant Funding Policy and Grant Application Process and Guidelines.

MOTION 2

THAT the following SAA Foundation Grant Funding Policy be adopted:

Society of American Archivists Foundation Grant Funding Policy

Each year the SAA Foundation may make available for distribution a portion of the income from its investments for grant-making purposes. The total income available is realized on the dividends, interest, and contributions to the unrestricted funds that are available to the SAA Foundation.

The SAA Foundation Board of Directors will determine annually the percentage of income, or payout rate, to be distributed from its unrestricted funds. The annual payout percentage will be clearly stated for the benefit of Board members and donors. The Board may award money that has been set aside by this distribution.

The Board agrees to a standard formula for a payout rate that is relatively unchanged. The predictability of a standard payout rate provides the Board with planning assumptions and reasonable expectations for funding a grant program. An important consideration is that a conservative payout rate will allow a higher capital accumulation of the investment pool in the long term. To preserve the purchasing power of the invested funds, a range between 4 and 7% is typical, with a convergence at 5.5% on average for long-term preservation of the principal.

The Board agrees that a 5.5% payout rate is advisable in the first year of implementation (i.e., FY 2015). In accepting a 5.5% rate in the first fiscal year, the Board understands that it may:

- Maintain or change the payout rate in any future year;
- Designate the use of funds from principal to meet extraordinary requests or circumstances as they may arise;
- Accrue the available funding in one fiscal year to be made available to applicants in a succeeding grant period.

Funds available for distribution in the SAA Foundation grant program will be identified in the financial statements along with the performance of and returns on investments. Interest on funds that are restricted and/or under the management of SAA [the 501(c)(6) corporation] are not available for distribution. The SAA Foundation may also control restricted funds set aside for special purposes, such as the National Disaster Recovery Fund for Archives, which are governed by separate rules.

Move: Duffy
Second: Gunn
Vote: PASSED (Unanimous)

MOTION 3

THAT the following SAA Foundation Grant Application Process and Guidelines be adopted:

Society of American Archivists Foundation Grant Application Process and Guidelines

Applications for grants will be considered and decided by the SAA Foundation Board of Directors. The program will be administered under the direction of the Executive Director in consultation with the Board and its designated review committee. The application and grant process will abide by general guidelines established by the Board.

Funding Priorities

The Board will award grants that meet the mission and goals (<http://www2.archivists.org/foundation>) of the SAA Foundation and the [strategic planning](#) priorities of the Society of American Archivists. These statements provide a broad spectrum of possible ways to enhance the work of archivists and serve as guiding tools for the Board's fund-raising and grant-making activities. Applicants are encouraged to make direct reference to how an award of funds will advance one or more of the strategic goals of the SAA Foundation and/or the Society of American Archivists.

Funds Available

The Board will encourage grant requests in amounts ranging from \$500 to \$3,000, although the SAAF will consider larger funding requests that could have an unusual impact on the profession. To set reasonable expectations for applicants, a range of typical grant awards will be publicized. The SAAF does not pay for indirect costs.

Grant Application Process

The Board will endeavor to follow a transparent, fair, and simple process of application and evaluation. No Board member will participate in consideration of a grant application in which the member has, or could be perceived as having, a personal interest, benefit, or relationship that could create a conflict of interest. The Executive Director and the Board will use the following requirements as a guide for an application format and the decision-making process.

Letter of Inquiry/Cover Letter: The applicant will submit an initial letter of inquiry to explore the appropriateness of a proposal to the SAAF's areas of interest. The letter should provide the SAAF with the following information and any additional information requested by the Executive Director to clarify the request.

- Brief overall description of the proposal in terms of the program, project, or idea being explored and the intended product of the funded activity.
- Description of how the proposal fits with the SAA Foundation's funding priorities, with specific reference to the SAAF's mission and vision and SAA's strategic planning priorities.
- Biographical statement or résumé of the principal applicant(s) and/or description of the sponsoring organization.

- Estimated project cost and amount of funds requested from the SAAF.

Proposal Summary Form: The Proposal Summary is a refined version of the letter of intent after an initial exchange, but it contains more detail on the substance of the activity and the outcome. It should be no longer than three pages. It should more clearly state:

- The goals and expected products/outcomes of the project.
- Ways in which the project advances the SAAF's mission and vision, or the archival profession with reference to SAA's strategic plan, or other professional call to action.
- Benchmarks and assessment criteria that will provide a measure of the impact and performance of the activity.
- A final report is required.

Budget: The total requested funds should be stated in the Summary Form and accompanied by a project budget. The project budget should indicate the specific allocation of requested funds by program activity or resource. In-kind contributions and other income sources should be identified to demonstrate the capacity for program completion. Applications should include a standard statement of income and expense and brief narrative description of account lines being funded by the proposed SAAF grant.

Due Diligence Attachments: The SAAF Board may optionally require one or more of the following additional documents to evaluate an organization's ability to carry out the activities described in the proposal:

- Résumé(s) of supporting personnel.
- Financial reports or audited statements.
- Determination letter re 501(c)(3) status.
- List of trustees or directors.
- Annual report and/or Form 990 or 990EZ.
- Diversity Data Form.

Eligibility

Individuals, groups, and organizations are eligible to apply for an SAAF grant. Among the categories of applicants who are encouraged to apply are practicing archivists, SAA component groups, other organizations of archivists, and allied professionals.

Grant Timing

The SAAF follows a July 1 to June 30 fiscal year cycle. The Board normally will adopt the budget by June 1 of the preceding year. To be fairly considered by the Board, all grant proposals should be submitted by February 1. The Board reserves the right to consider a proposal at any time for unusual or special circumstances, and for similar reasons may streamline the grant request process to address an urgent need.

Decisions

All grant applications will be received and processed by the SAA Foundation's Executive Director. The Executive Director will conduct an initial review of the Letter of Inquiry to determine if the application: (a) warrants consideration for funding according to the Board's guidelines, or (b) does not fall within the mission, resources, or granting priorities of the SAA Foundation. The Executive Director, in consultation with the Finance Committee or other appointed committee of the Board, will advise the applicant of the need for additional information in the form of a Proposal Summary Form. The review committee will present grant requests to the Board with or without recommendation. All grant awards will be decided by majority vote of the Board of Directors.

The deadline for applications is February 1. The review committee will review and consider applications and conduct internal discussions between February 2 and March 30. The Board will deliberate based on review committee recommendations between April 1 and May 1. The SAAF President will notify applicants of the Board's decision by May 15 in any budgetary year. An annual report on the disposition of all inquiries and proposals will be made to the Board, and all awarded grants will be reported to the SAA Foundation's donors and SAA members. The Board will make itself available to advise the Executive Director as questions or special circumstances arise about specific proposals.

Post-Project Report

A final report is required.

Adopted by the SAA Foundation Board of Directors, March 14, 2015

Move: Duffy

Second: Lowell

Vote: PASSED (Unanimous)

MOTION 4

THAT a FY 2015 payout rate of 5.5% of unrestricted income (as it becomes available to the SAA Foundation for the purposes of distribution) be adopted, with an understanding that the Board may, but is not required to, expend these funds in FY 2015 and may decide to accrue any portion of undesignated funds for future distribution.

Support Statement (Motions 2-4): The Board has expressed its firm desire to place the SAA Foundation in a position organizationally and financially to begin investing in worthwhile, strategic initiatives to enhance the archives profession. The SAA Foundation has achieved the financial stability and governance structures to begin a grant program for new strategic activities. This grant process supplements the many existing grants and awards that the Foundation makes from its total investments and presupposes a significant growth of the investment pool of unrestricted funds.

The Board has the benefit of tapping into the SAA Council's strategic planning process to identify goals and activities that can reliably guide their decision-making. With these priorities in place, the Board seeks to fulfill its duty to Foundation donors by funding special programs and projects.

The grant program is recognized as an important element in the SAA Foundation's ability to market its fund-raising activities effectively. The importance of donors' gifts is magnified by projects that demonstrate a real impact on the profession or society's image of the profession. The demonstrated use of SAAF funds to enable individuals and groups to find creative approaches to strategic issues can benefit the SAA Foundation by way of increased interest in giving. The proposed Funding Policy and Grant Process Guidelines offer the SAA Foundation an administrative platform to begin exploring these new opportunities.

Fiscal Impact: The financial impact of this action will be to remove a certain amount (no more than 5.5% in the first year) of the income from dividends, interest, and contributions to the unrestricted funds that would otherwise accrue value in future years. Other costs will be

recognized in reimbursing SAA for the staff's administrative time to receive inquiries, prepare materials for review, communicate with applicants, monitor the distribution of funds, and report on these activities to the Board.

Move: Duffy

Second: Meissner

Vote: PASSED (Yes: Duffy, Gates, Gunn, Lowell, Meissner, Primer, Roe, Russell, Tousey. No: None. Abstain: Bell)

B.1. Other Action Items

No other action items were brought forward.

III. DISCUSSION

A. Development Priorities

Development Committee Chair Carla Summers proposed 2015-2017 external and internal funding priorities for the Board's consideration, based on the Board's previously adopted priorities (January 2011 and January 2014) and the vision statement adopted by the Board in August 2014. Following a lengthy discussion, the Board agreed that its external funding priorities are 1) scholarships directed to increasing the diversity of the profession and 2) research fellowships. Its internal funding priority is to develop fundraising capacity within the Foundation via training for Board members and staff, use of consulting assistance as needed to extend capacity, and expansion of donor tracking capabilities.

The group agreed to assign to the Development Committee the task of developing a work plan to address the priorities, including draft case statements, for Board consideration no later than August 2015.

B. Annual Appeal Stewardship

Eaton noted that although the Foundation's recent Annual Appeal efforts have resulted in good participation, the specifics of the campaign have been handled on an *ad hoc* basis and have not been coordinated across groups and across fundraising efforts. The Board agreed to ask the Development Committee to create an outline of a multifaceted Annual Appeal (that is, extending beyond one initiative in November/December to create quarterly giving opportunities). Board members suggested that opportunities might be linked, for example, to tax refunds (second quarter), MayDay (May 1), and American Archives Month (October) or #AskAnArchivist Day (October 1).

C. Development of SAAF Annual Timeline/Calendar

Eaton presented for review and discussion a draft timeline/calendar proposed by Summers. Board members agreed that the Development Committee should create a timeline/calendar for development activities (including the multi-phase Annual Appeal) and staff should draft a

separate governance calendar based on what can reasonably be accomplished. A brief discussion of changing the Foundation's fiscal year to the calendar year to reduce donors' confusion led to a realization that it is important for financial management reasons that the Foundation and SAA use the same fiscal year. Beaumont noted that staff is, to some extent, addressing the concern about delay in acknowledging year-end contributions by including the list of donors (by calendar year) in the January/February issue of *Archival Outlook*.

D. Tools for Donor Tracking

Carlson noted that he and SAA Web and Information Services Administrator Matt Black had met with Summers via phone to discuss current and future capabilities for donor tracking. In light of SAA's plans to replace its current association management software (AMS) system within the next 18 to 24 months, as well as the compelling need to link donor management with SAA's robust membership database, it makes sense to ensure that donor management is an important consideration in the AMS selection/customization process. Carlson and Beaumont cited several ways in which donor contacts and activity might be managed within the current system (including use of Excel to sort and report), and the Board agreed that the staff should pursue ramping up reporting using currently available means. The staff agreed to include Summers and others in the user case phase of AMS system selection to ensure that donor management needs are met.

E. Foundation Website Development

Lowell had met with Black via phone to discuss options for moving forward with redevelopment of the Foundation's website. She had posed several "big picture" questions for the Board to discuss. The Board generally agreed that the Foundation "brand" should link the organization explicitly to the Society of American Archivists; the website should provide all the SAAF-related content that is available (including the mission and vision statements, the annual report, the grant guidelines, case statements, fund descriptions, testimonials from donors and scholarship recipients, and links to SAA's awards pages); and the online donation process should be made as simple and intuitive as possible. Board members also provided input on the terms that might be used to navigate the site. Lowell noted that Black hopes to deploy the new site before the SAA Annual Meeting in August 2015.

F. 2015 SAA Annual Meeting Activities

Eaton led a discussion of ideas for Foundation activities at the 2015 SAA Annual Meeting. The Board will hold a meeting on Wednesday evening, August 19, and will host a booth in the Exhibit Hall to engage attendees in conversations about the Foundation. In addition, Eaton, Roe, and Beaumont will explore the possibility of inviting current and/or prospective donors to one or more special events during the conference.

G. Other Discussion Items from Board Members

On Friday afternoon, the Board engaged in a conversation with Board member Larry Gates about

fundraising messages that might motivate industry partners to become involved in the Foundation and to contribute.

During its Saturday morning session, the Board discussed a variety of fundraising ideas as well as options for streamlining the Foundation's governance processes (e.g., changing the date of the Foundation annual meeting, changing officers' terms, etc.).

IV. REPORTS

A. President's Report

The Board reviewed, but did not discuss, this report.

B. Treasurer's Report: Financial Review

Duffy and Carlson presented and summarized five financial reports (FY 14 Year-End Financials, FY 15 Year-To-Date Financials, 2014 Summary of Funds, 2014 Summary of Donors, and 2014 Annual Appeal Donors by Fund) and responded to Board members' questions about the reports. (Note: The 2014 Summary of Donors and 2014 Annual Appeal Donors by Fund were not posted to the Board's public microsite because they contained confidential information specific to individual donors' contributions.)

Board members strongly favored collapsing the many awards funds into one fund to reduce the amount of time spent on distributing investment income among them. At the same time, they favor maintaining the award names for the purpose of marketing.

C. Development Committee

The Board reviewed, but did not discuss, this report.

D. Executive Director

The Board reviewed, but did not discuss, this report.

I. BOARD BUSINESS (Continued)

C. Recommendations for Foundation Board Members

The Foundation Bylaws (Section 5.3.2.) state that, "Class B Directors shall be elected by the Corporate Member at the annual meeting of the Corporate Member (in August), based on a slate developed by the Corporation's existing Board or a committee thereof. The terms of Class B Directors shall commence as of the start of the Annual Meeting of the Corporation (the following January), and shall continue for a period of three (3) years thereafter, expiring immediately prior to the start of the Annual Meeting in such year..." Further, Section 5.2.2. of the Bylaws notes that up to 11 Class B members may serve on the Board at any given time.

Board members discussed possible candidates for election to the Foundation Board, as well as a process for confirming their interest in serving and the timeline for making recommendations to the SAA Council.

D. Election of 2015 Officers (President, Vice President, Treasurer)

The Foundation Bylaws mandate that an election for President, Vice President, and Treasurer take place at each Annual Meeting of the Foundation Board. The officers serve a one-year term and may serve an unlimited number of successive terms.

MOTION 5

THAT Fynnette Eaton be elected to serve as 2015 President of the Society of American Archivists Foundation;

THAT Carla Summers be elected to serve as 2015 Vice President of the Society of American Archivists Foundation; and

THAT Mark Duffy be elected to serve as 2015 Treasurer of the Society of American Archivists Foundation.

Move: Roe

Second: Lowell

Vote: PASSED (Unanimous)

Support Statement: Eaton, Summers, and Duffy are well qualified to serve in these important roles in 2015. Each has consented to serve.

Fiscal Impact: None.

E. Adjournment

Roe moved and Gunn seconded a motion for adjournment, and the meeting was adjourned at 10:45 am on Saturday, March 14, 2015.

Adopted by the Foundation Board on March 31, 2015.