

**Society of American Archivists Foundation
Board of Directors Meeting
May 9–10, 2016
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 4:15 pm on Monday, May 9. Present for the entire meeting were Class A members Dennis Meissner (SAA President), Nance McGovern (SAA Vice President), Lisa Mangiafico (Executive Committee Member), and Kathleen Roe (SAA Immediate Past President); Class B members Mark Duffy, Larry Gates, Brenda Gunn, Waverly Lowell, Ann Russell, and Carla Summers (Foundation Vice President); and staff members Nancy Beaumont, Peter Carlson, and Felicia Owens.

Not present were Class A member Cheryl Stadel-Bevans (SAA Treasurer) and Class B members Charles Martin and Becky Haglund Tousey.

I. BOARD BUSINESS

A. Adoption of the Agenda

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

B.1. Reference: August 2015 Minutes

Eaton noted that the August 2015 meeting minutes were adopted by online vote of the Foundation Board on September 14 and posted on the SAA/SAAF website immediately. SAA members were notified of availability of the minutes via *In The Loop*, the website, and social media.

B.2. Reference: Bylaws

Eaton noted that the bylaws were provided for reference purposes.

II. ACTION ITEMS

A. FY17 Proposed Budget

Duffy and Carlson reviewed the proposed budget with the Board, noting modest projected increases in investment income and donations based on current data and trends. They further noted that SAA staff effort and associated expenses have been allocated to the Foundation since

July 2011 and that these expenses are offset via an in-kind donation from SAA. They projected a 33% increase in in-kind expenses in FY17 reflecting an expectation of increased staff effort to consolidate funds, simplify processing of Foundation transactions, improve and refine reporting, and support development plans.

MOTION 2

THAT the FY 2017 budget of \$156,826 in revenues and \$121,775 in expenses be adopted.

Support Statement: The FY 2017 budget represents a realistic work plan for the SAA Foundation that places appropriate emphasis on developing capacity while addressing the Foundation's development needs.

Move: Summers

Second: Gunn

Vote: PASSED (Unanimous)

B. 2016 Grant Proposal Recommendations

In March 2015 the SAA Foundation Board of Directors approved a [Grant Funding Policy](#) as well as a [Grant Application Process and Guidelines](#). The policy and procedures were publicized beginning in April 2015. Four letters of intent were received by the Foundation office by the deadline of February 1. The Grant Review Committee (Duffy, Eaton, Mangiafico, and Summers) agreed that two of the four proposals were of sufficient scope and quality to merit an invitation to proceed to a full proposal. Both institutions that were invited to submit a full proposal did so by the March 31 deadline.

Following development of specific rating criteria, each Committee member reviewed and rated the two proposals on a simple four-point scale. Scores were averaged and both proposals fell within the good-to-excellent range. Additional information presented at the Board meeting resulted in the Board postponing consideration of one of the proposals.

MOTION 3

THAT the grant proposal submitted by the Louisiana State University School of Library and Information Science to develop best practice recommendations for the use of user-generated description within moving image collections be funded at the full amount requested, \$2,400.

Support Statement: This project as described in the proposal fits within the mission and goals of the SAA Foundation and addresses the strategic planning priorities of the Society of American Archivists.

Fiscal Impact: \$2,400. The Foundation has the resources to fund this proposal.

Move: Mangiafico

Second: Gunn

Vote: PASSED (Yes: Gates, Gunn, Lowell, Mangiafico, McGovern, Meissner, Roe, Russell, Summers. No: Duffy)

C. Nomination of Class B Members

Beaumont noted that the Foundation Board has the task of nominating Class B members for election by the SAA Council. Because this election should take place at the Council's August meeting, names of nominees should be forwarded for Council consideration by July 11. The maximum number of Board members is 16. Board members then discussed potential nominees and made assignments to contact individuals to determine their interest in serving. An online discussion of prospective nominees and a vote will be scheduled in early July.

D. Election of Board Officers

An election for President, Vice President, and Treasurer is scheduled to 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. To regularize the Foundation Board's procedures and timelines, Board members agreed that an election would be conducted at the November 2016 Board meeting and that the current officers would continue to serve until that time.

MOTION 4

THAT the Board's current officers remain in their roles until the November 2016 annual meeting of the Board, at which time an election of officers will take place.

Support Statement: Postponement of the election until a November 2016 annual meeting will serve to regularize the Board's procedures and timelines.

Fiscal Impact: None.

Move: Meissner

Second: Lowell

Vote: PASSED (Unanimous)

E. Other Action Items from Board Members

No other action items were brought forward.

III. DISCUSSION

A. Fund Management

Carlson reviewed the current categorization of the Foundation's unrestricted, temporarily restricted, permanently restricted, and "other" funds and explained the several benefits of consolidating funds for accounting and investment management purposes. In particular the many funds established for awards could benefit from a larger investment pool. Beaumont noted that

consolidation of these funds need not affect the marketing messages associated with named awards.

MOTION 5

THAT the SAA Foundation staff be directed to proceed with disposition of the following legacy funds pending further investigation of remaining restrictions or conditions, with a report to the Board at its November 2016 meeting: Brack Fund, Education Fund, Fellows Reception Fund, Japan-U.S. Friendship Commission Fund, Preservation Fund, Publications Fund, Spacesaver Fund, and Visual Materials Fund.

Support Statement: Management of these “legacy” funds requires a significant amount of staff time with no return of benefit to the Foundation. Following careful investigation of restrictions or conditions, the balances will be added to the Strategic Growth Fund.

Fiscal Impact: Reduction in staff time to manage these inactive legacy funds.

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

MOTION 6

THAT the following funds be consolidated into one Awards Fund, pending further investigation of any remaining restrictions or conditions, with a report to the Foundation Board at its November 2016 meeting: Coker, Fellows Posner, Hamer-Kegan, Holmes, Leland, Pease, Peterson, Pinkett, and Spotlight.

Support Statement: Maintenance of many small portfolios for individual awards is inefficient and unnecessary. Consolidation will result in a significant reduction in staff time and investment fees. There will be no impact on the names of the awards, many of which honor renowned individuals.

Fiscal Impact: Potential increase in investment income from consolidation into a larger pool; significant reduction in staff time to manage small investment “buckets.”

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

MOTION 7

THAT the SAA Foundation Board recommend to the SAA Council that Council-created funds that currently are designated as Permanently Restricted (i.e., Hamer-Kegan, Holmes, and Leland) be released from restriction within the SAA Foundation investment portfolio.

Support Statement: Maintenance of many small portfolios for individual awards is inefficient and unnecessary. Consolidation will result in significant reductions in staff time and investment fees. There will be no impact on the names of the awards, many of which honor renowned individuals.

Fiscal Impact: Potential increase in investment income from consolidation into a larger pool; significant reduction in staff time to manage small investment “buckets.”

Move: Duffy

Second: Mangiafico

Vote: PASSED (Unanimous)

B. Development Plan Update

Development Committee Chair Summers briefly reviewed the status of the Foundation’s development plans. The focus of fundraising for the remainder of the calendar year will be on rebuilding the Mosaic Scholarship Fund, with a “Day of Giving” in June, a special stewardship event in conjunction with the Joint Annual Meeting in August, and the Annual Appeal in late November/early December.

C. Development of Procedures for Working with Donors

Eaton led a brief discussion of donor development and the need for procedures and timelines to ensure that Board members and staff are coordinating their efforts and that donors are contacted based on their preferences.

D. Grant Proposal and Review Process

As a result of its discussion of Agenda Item II.B., the Board agreed to await recommendations from the Grant Review Committee before engaging in a broad discussion of the grant proposal and review process. The Committee will prepare recommendations for consideration at the Board’s November 2016 meeting.

D. Foundation Website Development

Beaumont noted that the Foundation is more visible on the redesigned SAA website, which went “live” on March 30. Lowell noted that there is still a great need to publish compelling content on the Foundation pages and to improve the donation form. Board members agreed to review the site and provide specific suggestions for enhancing it.

E. 2016 CoSA/SAA Joint Annual Meeting Activities

Eaton and Beaumont summarized the Foundation Board’s planned activities at the Joint Annual Meeting in Atlanta in August. The Board will meet on Wednesday evening from 7:00 to 9:00 pm, will hold “office hours” in the Exhibit Hall, will co-sponsor a special event in the Exhibit

Hall on Friday morning, and will provide materials and interact with attendees at an information table throughout the conference.

F. Future Meeting Schedule

Eaton noted that the Board will meet via conference every two to three months to ensure interim communications, and that she will work with the staff to schedule a Board meeting in conjunction with the SAA Council meeting in Chicago in November 2016.

G. Other Discussion Items from Board Members

No other discussion items were brought forward.

IV. REPORTS

A. President's Report

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

B. Treasurer's Report: FY16 Year-to-Date Financials

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

C. Executive Director

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

I. BOARD BUSINESS (Continued)

C. Date of Next Board Meeting

The Board will meet on Wednesday, August 3, from 7:00 to 9:00 pm, at the Hilton Atlanta.

D. Adjournment

The meeting was adjourned by acclamation at 12:00 pm on Tuesday, May 10, 2016.