

**Society of American Archivists
Council Meeting
June 27, 2023
Virtual**

**Governance Working Group Report
(Prepared by: Bob Clark, Chair)**

The SAA Foundation Governance Working Group (GWG) was established by the SAA Foundation Board in September 2022, with its purpose, responsibilities, and scope of work articulated [in a charging document adopted by the Board](#).

The GWG comprises the following SAA Foundation Board members: Bob Clark (Chair), Sharmila Bhatia, Natalie Bauer, Jessica Chapel, and Elizabeth Myers.

BACKGROUND

As previously reported, given the importance of the work assigned to the group, the GWG will strive to complete most of its work within two (2) years rather than the full three (3) years as provided for in the Board's charging document. The goal is to provide the SAA Foundation Board with a regular flow of recommendations for action throughout the two years. The third year will be reserved for addressing additional items of concern that surface during the first two years of work.

Consistent with this approach, the GWG is providing one proposal for discussion and action at the June 2023 SAA Foundation Board meeting:

DISCUSSION

1. ***Nominating Committee***: The GWG's charging document directs the group to "review the structure and charge of the Nominating Committee, ensuring that Board members interested in running for Board leadership positions do not serve on the committee."

The GWG has prepared a draft revised description for the SAA Foundation Nominating Committee for the Board's consideration. During its discussions about the Nominating Committee, the GWG determined that prohibiting SAA Foundation Board members in the last year of their term from serving on the Nominating Committee would resolve any potential conflict of interest or self-dealing issues.

Revisions were also made to the general Duties and Responsibilities of the Nominating Committee to reflect how the committee's work is currently done more accurately.

This version addresses the following issues articulated in the Governance Working Group's charging document and incorporates the recommendations made by the SAA Foundation Board at its May 2023 meeting.

1. It clarifies that Board members in the last year of service are not eligible to serve on the Nominating Committee to avoid conflict of interest.
2. Charges the Nominating Committee with soliciting input from the SAA Foundation Board about specific skills and knowledge to be sought in the coming nomination cycle.
3. Empowers the Nominating Committee to review and revise the Call for Nominations each year.
4. Align the cycles for Class B Board nominees and non-Board members committee nominees so that they occur simultaneously to ease the administrative burden on the Committee and staff.
5. States that non-Board members serving on Committees have two-year terms, an increase from the current one-year term.
6. Set a timeline for recommendations to the Board that will enable action to be taken by the Board and SAA Council by the end of the fiscal year so that a new Board and committees can begin their work in a timely manner.

RECOMMENDATION: Review and recommend to SAA Council (as SAA Foundation's sole corporate member) that it approves a final revised description of the SAA Foundation Nominating Committee. We do not believe that action by SAA Council is necessary to approve the updated committee description.

Impact on Strategic Priorities: The proposed recommendations will assist the SAA Foundation in achieving its Strategic Goal by reviewing the structure and responsibilities of the Nominating Committee (SAA Foundation Strategic Goal 3.2.1).

Fiscal Impact: The proposed recommendations have no adverse fiscal impact on the Foundation or SAA

Appendix A

SAA Foundation Nominating Committee

I. Purpose

The Nominating Committee is responsible for creating a slate of Class B Board member candidates for nomination by the SAA Foundation Board to the SAA Council each year. The Nominating Committee is also responsible for recommending to the SAA Foundation Board a slate of non-Board members to serve two-year appointments on Foundation committees each year, as necessary.

II. Committee Selection, Size, and Length of Term

The Nominating Committee is an appointed body of the SAA Foundation Board. The Committee consists of the SAA Foundation Board member currently serving on the SAA Foundation Executive Committee (who serves as Chair of the Nominating Committee) and three additional members of the Board, selected by the Board no later than the close of the Board's annual meeting. SAA Foundation Board members in the last year of their current term are not eligible to serve on the Nominating Committee due to potential conflict if they are nominated to continue serving on the Board. The Executive Director serves *ex officio* with voice, but without vote.

III. Reporting Procedures

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

IV. Annual Duties and Responsibilities

- Solicit from the SAA Foundation Board specific skills or expertise needed or desired for the coming year and beyond.
- Review and revise the application requirements as necessary.
- Issue a call for Board member and for non-Board committee member candidates on December 1. The application package includes submission of the application, including a diversity statement, and resume or curriculum vitae.
- Review applications and recommend candidates for nomination as Class B members of the SAA Foundation Board.
- Review applications and recommend candidates of non-Board members to serve on SAA Foundation committees for two-year terms.
- Present final slates of candidates for Class B Board member positions and for non-Board member positions on committees to the SAA Foundation Board for discussion and approval by March 15. This timeline ensures that any action required by SAA Council for approval of Class B Board members can be taken prior to June 30.

V. Meetings

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