

1 **Society of American Archivists Foundation**
2 **Board of Directors Meeting**
3 **June 27, 2024**
4 **Chicago, IL (Virtual)**

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6 *Agendas and background materials for SAA Foundation Board meetings are publicly available*
7 *via the SAA website at: [http://www2.archivists.org/groups/saa-foundation-board-of-](http://www2.archivists.org/groups/saa-foundation-board-of-directors)*
8 *[directors](http://www2.archivists.org/groups/saa-foundation-board-of-directors).*

9
10 Foundation Board President **Lisa Mangiafico** called the meeting to order at 12:05 p.m. CT on
11 June 27, 2024.

12 Present for the entire meeting were:

13 Society Directors: **Tomaro Taylor** (SAA Vice President), **Sharmila Bhatia** (SAA/SAAF Treasurer),
14 **Terry Baxter** (SAA Immediate Past President).

15 Elected Directors: **Elizabeth Myers** (Board Vice President), **Robert Clark** (Board Executive
16 Committee Member), **Carli Lowe**, **Elizabeth Joffrion**, **Jessica Chapel**, **Hope Dunbar**, **Nicolette**
17 **Lodico**, **Karen Meyer-Roux**, **Gerrienne Schaad**, and **Jack Schmitt** (SAA Foundation Early-Career
18 Member). and Chief Executive Officer **Jacqueline Price Osafo**, Chief Operating Officer **Cherie**
19 **Newell**, Assistant Director, Foundation **Astoria Edwards** and Assistant Director Society, **Jill**
20 **Burgos**.

21
22 Guest: Mike Rush, Jeannie Speck-Thompson

23 Absent: Natalie Baur (Elected Director), Jasmine Jones (Society Director, SAA Executive
24 Committee Member), Helen Wong Smith (Society Director, SAA President)

25
26 **I. BOARD BUSINESS**

27
28 **A. Adoption of the [Agenda](#)**

29
30 SAA Foundation President Mangiafico introduced the agenda. **Schaad** moved for adoption as
31 presented, **Bhatia** seconded, and the Board adopted the agenda unanimously. **MOTION 1**

32
33 **B. Reference**

34
35 Mangiafico noted that the May 2024 meeting minutes will be approved via the consent agenda
36 of this meeting. Also, note that the Bylaws were included in the meeting materials for reference
37 purposes.

- 38
39 a. [Board Meeting Minutes](#)
40 b. [SAA Foundation Bylaws](#)

41
42 **C. Acknowledge Conflicts of Interest**

44 There were no conflicts of interest among the Board of Directors.
45

46 II. CONSENT

47 48 A. Approve May Meeting Minutes

49
50 Following this meeting, the May 6 & 10 Board of Directors meeting minutes were available on
51 the SAA website at https://www2.archivists.org/groups/16869/group_minutes.
52

53 **(Motion 2)** Move Consent Items: Lodico; Second Consent Items: Dunbar;
54 Vote: PASSED; Abstain: Joffrion
55

56 B. Ratify Board of Directors Interim Actions

57
58 THAT the following interim action taken by the Board of Directors between May 11, 2024- June
59 20, 2024, be ratified.
60

- 61 • Approved redistributing the unused grant funds from the current cycle to support other
62 foundation activities. ([0524-SAAF-GRC](#))
- 63 • Approved that the Grant Review Committee establish the criteria for the opportunity
64 fund for board of directors' consideration. ([0524-SAAF-GRC](#))
- 65 • Approved that the Grant Review Committee prepare recommendations for enhancing
66 the grant-making procedures and guideline grant-making procedures and guidelines.
67 ([0524-SAAF-GRC](#))

68 **(Motion 3)**

69 Move Consent Items: Myers; Second Consent Items: Bhatia; Vote: PASSED
70

71 III. Financials

72 73 A. FY25 Proposed Budget ([0524-SAAF-V-A-Fin](#))

74
75 The Board of Directors reviewed and discussed the FY25 Proposed Budget. After deliberation
76 the Board of Directors approved the budget with the removal of \$15K.
77

78 (Motion 4)

79 THAT the Board of Directors approve the proposed Fiscal Year 2025 Budget, with revenues of
80 \$191,623, expenses of \$375,145, and a project net loss of \$183,522
81

82 Move: Schaad; Second: Clark; Vote: PASSED
83

84 IV. ACTION ITEMS

85 86 A. Governance Working Group: Bylaws Recommendations ([0624-SAAF-IV-GWG](#)) 87

88 The Board of Directors reviewed and approved the recommended adjustments to the SAA
89 Foundation's Bylaws proposed by the Governance Working Group (GWG). These
90 recommendations will be submitted to the SAA Council for final review and approval.

91

92 **(Motion 5)**

93

94 **RECOMMENDATION:** Review and recommend to SAA Council (as SAA Foundation's sole
95 corporate member) that it approves the final comprehensive revised Bylaws of the SAA
96 Foundation. Following a discussion of these last proposed revisions and any real time editing
97 during discussion, the Board should approve the comprehensive revision of the Bylaws so that
98 the revised Bylaws can undergo legal review and be recommended to SAA Council for adoption.

99

100 **Impact on Strategic Priorities:** The proposed recommendations will assist the SAA Foundation
101 in achieving its Strategic Goal by strengthening the Foundation's governance and infrastructure.
102 (SAA Foundation Strategic Goal 3).

103

104 **Fiscal Impact:** The proposed recommendations have no adverse fiscal impact on the
105 Foundation or SAA, other than the expense of legal review.

106

107 Move: Clark; Second: Schaad; Vote: PASSED

108

109 **V. DISCUSSION**

110

111 **A. Foundation Officers & Committee Selection**

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113 Mangiafico presented the Board of Directors with updated timelines and processes for the
114 selection of Foundation Officers and committee members. A final meeting will be scheduled to
115 finalize the committee selection, and a vote for officers will take place in the first week of July.

116

117 **C. ARCHIVES*RECORDS 2024**

118

119 CEO Price Osafo updated the Board of Directors on the status of ARCHIVES*RECORDS 2024 in
120 Chicago, IL. Myers and Edwards provided an overview of activities, including the Foundation
121 Reception on August 15th, a Professional Headshot fundraising event to support the Mosaic
122 Scholarship Fund on August 16th in the Expo Hall, and a Silent Auction benefiting the NDRFA
123 (National Disaster Recovery Fund for Archives) Fund.

124

125 **I. BOARD BUSINESS (Continued)**

126

127 **E. Meeting Debriefing / Next Board Meeting**

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129 The Foundation Board briefly reflected on the highlights from the meeting and made
130 suggestions for improving future virtual Board meetings.

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132
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134
135

F. Adjournment

Schaad moved, and Myers seconded a motion for adjournment. The meeting was adjourned at 2:04 p.m. CST.