

**Society of American Archivists Foundation
Board of Directors Meeting
July 26, 2017
Oregon Convention Center
Portland, Oregon**

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 12:33 p.m. on Wednesday, July 26. Present for the entire meeting were Class A members Nancy McGovern (SAA President), Dennis Meissner (SAA Immediate Past President), Cheryl Stadel-Bevans (SAA and SAAF Treasurer), Rachel Vagts (SAA Executive Committee Member), and Tanya Zanish-Belcher (SAA Vice President); Class B members Scott Cline, Mark Duffy, Brenda Gunn, Wilda Logan, Waverly Lowell, Gina Minks, Margery Sly (SAAF Vice President), and Becky Haglund Tousey; and Executive Director Nancy Beaumont, Finance/Administration Director Peter Carlson, and Governance Coordinator Felicia Owens.

Absent were Class B Members Janet Ceja and Larry Gates.

I. BOARD BUSINESS

A. Adoption of the Agenda

Eaton introduced the agenda. Tousey moved for adoption as presented, Stadel-Bevans seconded, and the Board adopted the agenda unanimously. **(MOTION 1)**

B.1. November 2016 Board Minutes

Eaton noted that the November 2016 meeting minutes were adopted by online vote of the Foundation Board on January 12, 2017, 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. Bylaws

Eaton noted that the Bylaws were included in the meeting materials for reference purposes.

II. ACTION ITEMS

A. Fiscal Year 2018 Proposed Budget

Stadel-Bevans 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 17.63% decrease in in-kind expenses in FY18, reflecting reduced effort necessary to handle the financial reporting for the SAAF in light of reducing the number of Funds and bank accounts.

MOTION 2

THAT the FY 2018 budget of \$147,887.72 in revenues and \$124.062.72 in expenses be adopted.

Move: Minks

Second: Gunn

Vote: PASSED (Unanimous; Absent: Ceja, Gates)

Support Statement: The FY 2018 budget represents a realistic work plan for the SAA Foundation that places appropriate emphasis on developing capacity while addressing the Foundation's development needs.

B. Grant Funding Policy

The 2017 Grant Review Committee (Scott Cline, Fynnette Eaton, Brenda Gunn, Wilda Logan, and Gina Minks) sought clarification from staff about language within the Grant Funding Policy that seems to be inconsistent. Their questions led to an in-depth review of the current policy and a suggestion that the language be simplified and updated as presented in the recommendation.

MOTION 3

THAT the Foundation's Grant Funding Policy be revised as indicated below (*strikethrough* = *deletion*, *underline* = *addition*).

SAAF 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.]~~

Each year the SAA Foundation may make available for awarding of competitive grants a portion of its income from interest and dividends from, investment gains from, and contributions to its unrestricted funds. Income from restricted funds is not available for distribution as part of the Foundation's grants program.

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 rate ~~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.~~

Given the importance of maintaining an appropriate balance between growing the Foundation's principal and sponsoring a robust grants program, the Board may choose to designate the use of funds from principal to meet extraordinary requests or circumstances and/or to accrue the available funding in one fiscal year to be made available to applicants in a succeeding grant period.

~~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: Meissner

Second: Cline

Vote: PASSED (Unanimous; Absent: Ceja, Gates.)

Support Statement: The proposed revisions to the Grant Funding Policy simplify the language and reflect the maturation of the Foundation Board and staff in monitoring the Foundation's financial status and implementing the grants program.

Fiscal Impact: None.

C. Nominate SAAF Board Class B Members

Board members continued a discussion, begun online, about potential candidates for Class B membership, emphasizing the need for diversity to ensure a strong and balanced board. The group completed its vote on the nominations of Waverly Lowell and Dennis Meissner (Lowell and Meissner left the room for this portion of the discussion) and ranked the list of additional nominees. Beaumont agreed to contact the additional nominees to determine their interest in serving and willingness to be nominated.

MOTION 4

THAT Waverly Lowell and Dennis Meissner be recommended to the SAA Council for election as Class B members of the Society of American Archivists Foundation Board, each for a term of three years (2017-2020).

Support Statement: Lowell and Meissner are well-qualified to serve as members of the Foundation Board.

Fiscal Impact: None.

Move: Cline

Second: Sly

Vote: PASSED (Abstain: Logan, Lowell, Meissner; Absent: Ceja, Gates.)

D. Other Action Items from Board Members

No other action items were brought forward.

III. DISCUSSION ITEMS

A. Fiscal Year-End Summary

See IV.B.

B. Results of Day of Giving

Beaumont noted that Day of Giving donations (on June 20) were down significantly from 2016, likely due to a less compelling message and rationale for giving. The Development Committee will review the results and make appropriate recommendations.

C. Update on Class B Members

See Action Item II.C.

D. 2017 SAA Annual Meeting Activities

Board members discussed Foundation opportunities at the Annual Meeting in Portland and scheduled volunteers to be available at the Foundation's booth in the Exhibit Hall.

E. Other Discussion Items from Board Members

No other discussion items were brought forward.

IV. REPORTS

A. President's Report

Eaton provided a brief verbal update of her activities.

B. Treasurer's Report: FY17 Year-to-Date Financials

Carlson reviewed the financial statements as of year-end FY17, indicating that the numbers reflected a "preliminary close." Audited year-end financial statements will be available in advance of the November 2017 Board meeting. He noted that contribution revenues totaled \$107,866 (up by \$9,003, or 9.11%, over FY16) and that expenditures for various travel awards and prizes and one grant totaled \$18,142. In addition, scholarship disbursements for the Ham and Mosaic scholarships totaled \$15,000.

C. Executive Director

Due to time limitations, Beaumont did not provide a verbal update.

D. FY 2017 Donor Report

Carlson reviewed a summary report of FY 2017 donations by fund and by donor.

I. BOARD BUSINESS (Continued)

C. Date of Next Board Meeting

The next SAA Foundation Board meeting will be held Saturday, November 4, and Sunday, November 5, in Chicago.

E. Adjournment

Meissner moved and Stadel-Bevans seconded a motion for adjournment, and the meeting was adjourned at 2:00 p.m.