

**Society of American Archivists
Council Meeting
August 11 – 12, 2014
Washington, DC**

**Report: SAA Foundation Board of Directors
(Prepared by SAAF President Fynnette Eaton and
Executive Director Nancy Beaumont)**

Foundation Board Annual Meeting

The minutes of the Foundation Board's annual meeting, January 22-23, 2014, are attached for the Council's information (Appendix). Of particular note is that the Board has created two committees that are now fully populated and active:

- Finance Committee: Mark Duffy (chair), Nancy Beaumont, Peter Carlson, Waverly Lowell, and Ben Primer.
- Development Committee: Carla Summers (chair), Nancy Beaumont, Jim Fogerty, Brenda Gunn, and Larry Hackman.

Election of Board Members

Per the Foundation's Bylaws:

5.3.2 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 [emphasis added]. 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. Terms of Class B Directors shall be staggered such that approximately one-third (1/3) of the Class B Directors' terms expire each year. Class B Directors may serve an unlimited number of successive terms in office.

Following is a roster of current Board members and their terms:

Fynnette Eaton (President, 2014-2015) [Class B]	2012 – 2015
Carla Summers (Vice President, 2014-2015) [Class B]	2013 – 2016
Mark Duffy (Treasurer, 2014-2015) [Class A]	2012 – 2015
Danna Bell [Class A]	2012 – 2015
Jackie Dooley [Class A]	2011 – 2014
Larry Gates [Class B]	2014 – 2017

Brenda Gunn [Class B]	2014 – 2016
Bill Landis [Class A]	2013 – 2014
Waverly Lowell [Class B]	2014 – 2016
Charles Martin [Class B]	2012 – 2017
Ben Primer [Class B]	2012 – 2015
Kathleen Roe [Class A]	2013 – 2015
Ann Russell [Class B]	2013 – 2017
Becky Haglund Tousey [Class B]	2013 – 2015

The bylaws state that the Board shall consist of not fewer than 11 and not more than 16 voting directors. Currently the Board comprises five Class A members (defined in the bylaws as the four SAA Executive Committee members plus the immediate past president) and nine Class B members. The Foundation Board does not recommend election of additional Class B members at this time. As the Finance and Development committees and the Board itself progress in their work, we will evaluate the need for additional expertise and involvement on the Board and may recommend additional members. In addition, we will make recommendations for filling the slots of those Class B members whose current terms expire in 2015.

Development Committee

The Development Committee met at SAA headquarters June 2-3 to begin work on a development plan for the Foundation. The Board will be reviewing the committee's recommendations at our meeting during the Joint Annual Meeting.

Activities at 2014 Joint Annual Meeting

Based on Board discussions and recommendations from the Development Committee, the Foundation will have the following "presence" during the Joint Annual Meeting:

- You will see a scrolling list of 2014 donors on a monitor near the Onsite Registration desk. We will add donors as they make contributions during the conference!
- Board and Development Committee members will distribute a general flyer about the Foundation that was drafted by the committee.
- The Board will meet from 1:00 to 3:00 pm on Friday, August 15. This meeting is not posted in the Onsite Program because it conflicts with Expo Hall hours.
- Session 303, Access to Funds Means Access to Archives: How Raising Private Money Works, was proposed by SAAF Vice President Carla Summers. Participants are Eaton (chair), Preston Shimer, Chris Ward, and Benjamin Yousey-Hindes. We hope to see you there!
- Eaton and Summers will host a tea for DC-area past leaders/Fellows/donors at Eaton's home on Sunday, August 17.

**Society of American Archivists Foundation
Board Meeting Minutes
January 22 – 23, 2014
Chicago, Illinois**

Agendas, background materials, and meeting minutes for SAA Foundation Board meetings are available at: <http://www2.archivists.org/governance/reports>.

Foundation Board President Fynnette Eaton called the meeting to order at 9:00 am on Wednesday, January 22. Present were Class A members Danna Bell (SAA President), Kathleen Roe (SAA Vice President/President-Elect), Mark Duffy (SAA Treasurer), Bill Landis (SAA Executive Committee member), and Jackie Dooley (SAA Immediate Past President); Class B members Ben Primer (Foundation Vice President), Brenda Gunn, Waverly Lowell, Ann Russell, Carla Summers, and Becky Tousey; and Executive Director Nancy Beaumont, Finance/ Administration Director Tom Jurczak, and Program Coordinator René Craig. Class B members Larry Gates and Charles Martin did not attend.

I. BOARD BUSINESS

A. Adoption of the Agenda

Eaton introduced the agenda. Dooley moved for adoption as presented, Bell seconded, and the Board adopted the agenda unanimously.

Midway through the meeting the agenda was adjusted to insert a new agenda item I.I. Adjust Structure of Finance Committee and Appoint Individuals to Fill Vacancies, moving adjournment to agenda item I.J. Bell moved amendment of the agenda, Roe seconded, and the Board adopted the amendment unanimously.

B. Introduction of New Members

Newly elected Class B members Brenda Gunn and Waverly Lowell introduced themselves and noted their areas of particular interest in serving the Foundation. Eaton noted that the Board is looking forward to the contributions of the third newly elected member, Larry Gates, who brings to the Board the perspective of archivists' industry partners.

C. Reference: 2013 Actions

Eaton encouraged Board members to review actions taken by the Board in 2013.

D. Reference: Pre-2013 Actions

Eaton encouraged Board members to review actions taken prior to 2013 as a means of understanding the Foundation's evolution. The Board engaged in a conversation about the large number of funds (17) that had been created over time and the challenges associated with both accounting for all the funds and creating focused development strategies.

MOTION 1

THAT the SAAF Finance Committee present a plan to the Board of Directors for the consolidation of certain Council-designated or named funds for the purpose of enhancing financial controls and better communicating the purpose of designated funds for awards, scholarships, and program grants.

Support Statement: In light of recommendations from the auditors and legal counsel, as well as suggestions from development experts, there appear to be compelling reasons to consider consolidating the Foundation's 17 funds into more manageable and understandable categories.

Fiscal Impact: None, beyond the time of volunteers and staff to research this matter and draft a report for the Board's consideration.

Move: Duffy

Second: Bell

PASSED (unanimous).

E. Reference: Articles of Incorporation and Bylaws

Eaton encouraged Board members to become familiar with the Foundation's Articles of Incorporation and Bylaws.

II. EDUCATION SESSION

Alexander "Sandy" Macnab of Alexander Macnab and Co., a Chicago-based association foundation development consulting firm, provided a 90-minute education session on "Developing Your Resources."

III. DISCUSSION ITEMS

A. Priorities for Funding Proposals and Grants

Duffy led a discussion of the Foundation Board's priorities for funding and ideas for how the Board will go about evaluating proposals. Beaumont reminded the Board that the

SAA Council, acting as the Foundation Board in January 2011, had adopted the following funding priorities for FY 2011 – FY 2014:

Professional Development Priorities:

- Mosaic Program scholarships, internships, and travel awards directed to increasing the diversity of the profession.
- Scholarships for graduate archival education.
- Development of low-cost continuing education opportunities that will reach the entire profession with state-of-the-art information.
- Opportunities for leadership development for the profession.
- Opportunities for international exchange and professional development.

Research Priorities:

- Administration of a profession-wide survey of archivists.
- Administration of a profession-wide survey of archival repositories.
- Fellowship program to support research related to professional issues and practices.

Board members had a long and productive conversation about both funding priorities and the actions needed to increase the Foundation's operational capacity in order to fund its priorities. Following two brainstorming and ranking discussions, the Board assigned various groups and individuals to prepare recommendations and/or proceed with work in the following areas:

- Draft funding priorities for Board consideration: Finance Committee (Lead: Duffy)
- Propose planned giving strategies: Development Committee (Lead: Summers)
- Develop Foundation website: Board and staff (Lead: Lowell)
- Develop case statement: Board and Development Committee (Leads: Landis and Primer)
- Investigate software options to enable more effective tracking: Staff (Lead: Beaumont)
- Draft criteria and process for seeking funding from the Foundation: Finance Committee (Lead: Duffy)
- Consider development of brochure(s) on planned giving and on Foundation: Development Committee (Lead: Summers) [lower priority in Board ranking]

B. Ongoing Key Contact Support for the Foundation

Duffy led a discussion of the need for active engagement by Foundation Board members, both to stress Board members' commitment to the Foundation and to alleviate concerns about staff capacity to respond in a timely way to all inquiries.

C. Analysis of 2013 Annual Appeal

Eaton led a review by the Board of 2013 annual appeal activities and results, including summaries of donations by fund (IV.C.) and by donor (IV.D.). The 2013 annual appeal yielded \$34,900 in donations, nearly twice as much as was raised via the 2012 annual appeal. The Board agreed that annual appeal efforts should continue as one aspect of the Foundation's fundraising efforts.

D. Building Our Development Activities

Primer noted the importance of completing appointments to the Development Committee so that the group may begin its work. (See Agenda Item I.F.)

E. Ideas for 2014 Development Activities

As noted by Macnab in his workshop, it is important that the Foundation Board gives strong guidance to the Development Committee about its funding priorities and preferences for types of development activities (e.g, rolling annual appeal, planned giving). The Board spent considerable time brainstorming about its preferences, with the goal of activating the Development Committee as soon as feasible.

F. Course of Action and Timeline for Development of Governance Policies

Martin had proposed via an email message to the Board that it should develop written governance policies associated with "records retention, conflict of interest, whistleblower, investments, levels of approval for disbursements, directors and officers insurance, and financial reporting." He noted that the Board might incorporate existing SAA policies for its governance requirements.

The Board agreed to ask Martin to take the lead on developing an outline of the policies that should be created as well as sources for more information on each type of policy. Beaumont and Jurczak will work with Martin on this project.

G. Other Discussion Items from Board Members

No other discussion items were submitted for consideration.

IV. REPORTS

A. President's Report

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

B. Treasurer's Report: Financial Review

Duffy and Jurczak noted the strong performance of the Foundation's investment portfolio during the past three years. As noted in Agenda Item III.A., the Finance Committee will be focusing its attention on developing a formula and policies for distribution of funds.

C. 2013 Summary of Funds

The Board reviewed the 2013 Summary of Funds, noting the distribution of donations across 17 different funds. The unrestricted Strategic Growth Fund received the largest amount, \$16,255, of the total 2013 donations of \$42,434.87.

D. 2013 Summary of Donors

Beaumont noted that 149 donors contributed to the Foundation in 2013, with donations ranging from \$5 to \$10,000. A total of 75 donors were able to give more than \$100 in 2013.

I. BOARD BUSINESS (Continued)

F. Selection of Fifth Development Committee Member

In November 2013 the Board appointed Jim Fogerty and Larry Hackman to serve on the five-member Development Committee (joining Foundation Vice President Ben Primer and Executive Director Nancy Beaumont as members). The fifth position on the Committee has remained vacant.

MOTION 2

THAT Brenda Gunn be appointed by the Foundation President to serve on the SAA Foundation Development Committee for a term of three years (2014-2017).

Move: Duffy

Second: Summers

PASSED (unanimous).

Support Statement: Gunn is well qualified to serve as a member of this important committee.

Fiscal Impact: None.

G. Election of 2014 Officers

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 3

THAT Fynnette Eaton be elected to serve as 2014 Foundation Board President.

Move: Dooley

Second: Duffy

PASSED (unanimous).

Support Statement: Eaton is well qualified to serve in this important role in 2014. She has consented to serve.

Fiscal Impact: None.

MOTION 4

THAT Ben Primer and Carla Summers be slated for the position of 2014 Foundation Board Vice President.

Primer nominated by Landis; seconded by Dooley.

Summers nominated by Primer; seconded by Tousey.

Votes cast for Primer: Landis.

Votes cast for Summers: Bell, Dooley, Duffy, Gunn, Lowell, Primer, Roe, Russell, Tousey

Carla Summers was elected to the position of 2014 Vice President.

Support Statement: Summers is well qualified to serve in this important role in 2014. She has consented to serve.

Fiscal Impact: None.

MOTION 5

THAT Mark Duffy be elected to serve as 2014 Foundation Board Treasurer.

Move: Landis

Second: Lowell

PASSED (unanimous).

Support Statement: Duffy is well qualified to serve in this important role in 2014. He has consented to serve.

Fiscal Impact: None.

H. Plans for Meeting at 2014 Joint Annual Meeting

The group discussed a variety of activities planned for the 2014 Joint Annual Meeting in Washington, DC, including an education session on fundraising that was accepted by the Program Committee; Summers' desire to call on several current and potential donors in the Washington, DC, area in conjunction with the conference; plans for a Foundation Board presence in the Exhibit Hall and at various receptions; and a tentative schedule for the Foundation Board meeting (on Friday, August 15).

I. Selection of Two Finance Committee Members

Two positions on the five-person Finance Committee have remained vacant since the Committee was created in March 2013.

MOTION 6

THAT Ben Primer be appointed to a one-year term (2014-2015) and Waverly Lowell be appointed to a two-year term (2014-2016) on the Finance Committee.

Move: Landis

Second: Tousey

PASSED (unanimous).

Support Statement: Primer and Lowell are well qualified to serve on this important committee. They have consented to serve.

Fiscal Impact: None.

J. Adjournment

The meeting was adjourned by acclamation at 11:30 am on Thursday, January 23.

These minutes were adopted by the Foundation Board of Directors, via online vote, on Tuesday, February 18, 2014.

Move: Martin

Second: Tousey

PASSED (unanimous)