

**Society of American Archivists Foundation
Board of Directors Meeting
August 15, 2018
Washington, DC**

**Consent Agenda: Ratify Board Interim Actions
(Prepared by Felicia Owens)**

BACKGROUND

Current parliamentary policy agrees on validating board decisions made remotely, and ratifying the Board's online and conference call decisions via the Consent Agenda does not conflict with any existing SAA policy.

DISCUSSION

Given the Board's use of an e-mail discussion list to function as a group and make decisions remotely, approving interim Board actions via the Consent Agenda contributes to streamlining the group's work and improves access to the interim decisions of the SAA Foundation's elected decision makers.

RECOMMENDATION

THAT the following interim actions taken by the Board between December 5, 2017, and August 2, 2018, be ratified:

- Approved the [November 4-5, 2017](#), Board of Directors meeting minutes. (December 5, 2017)
- Set a grant payout rate not to exceed \$60,000 for the 2018 cycle of the grants program. (January 18, 2018)
- Authorized expenditure of up to \$10,000 from unrestricted funds for ten \$1,000 need-based travel awards to SAA members for attendance at the 2018 Joint Annual Meeting, as well as appointment of a Travel Award Review Committee to manage the application process and select the recipients. (Appendix A) (February 6, 2018)
- Approved the description for the Foundation Board Nominating Committee. (Appendix B) (March 26, 2018)
- Approved funding for the following eight grant applications for the 2018 cycle: (April 23, 2018)

- **Academy of Motion Pictures Foundation, Margaret Herrick Library** (\$5,000), to fund a fellowship for a new professional from an underrepresented background to gain hands-on experience in archival processing with two library projects involving African American film history and web archiving;
 - **American Academy in Rome** (\$5,000), to preserve and catalog a collection of 15,000 handwritten notes by archeologist Esther B. Van Deman;
 - **Florida International University** (\$5,000), to explore development and incorporation of translation and transcription functionality into open-source digital archives to support compliance with the Rehabilitation Act and the Americans with Disabilities Act, thus increasing access to collections;
 - **Historical Society of Mount Pleasant, Ohio** (\$1,445), to preserve 600 glass plate negatives representing the work of two local photographers;
 - **Louisiana Historical Association and Louisiana Archives and Manuscripts Association** (\$4,950), to train stakeholders in preserving Louisiana records to serve as effective spokespersons for the "History Lost? Saving Louisiana's Archival Heritage" initiative;
 - **National Security Archive** (\$1,860), to digitize 35 audiocassettes of Washington Post senior diplomatic correspondent Murray Marder's interviews with Secretaries of State Henry Kissinger and Cyrus Vance on foreign policy issues of the 1970s;
 - **The Nomadic Archivist Project** (\$2,767), to work with community partners to develop archival literacy in audiences who are unfamiliar with the process of collecting and preserving local histories; and
 - **South Asian American Digital Archive** (\$5,000), to create a SAADA Archivists' Collective to collect and share overlooked histories of South Asian Americans.
- Recommended to the SAA Council that Fynnette Eaton and Gina Minks be re-elected to the SAA Foundation Board of Directors for terms extending through August 2021. (May 2, 2018)
 - Approved return of a grant application for revision based on concerns expressed by the Grant Review Committee. (May 16, 2018)
 - Recommended to the SAA Council that JoyEllen Freeman and Angelique Richardson be elected to the SAA Foundation Board of Directors for three-year terms beginning in August 2018 and extending through August 2021. (June 29, 2018)
 - Approved the proposed fiscal year 2019 budget for the Foundation funds. (See [0818-SAAF-III-A-FY19Budget](#).) (July 19, 2018)
 - Approved revisions to the descriptions of the Development Committee (Appendix C), Finance Committee (Appendix D), Grant Review Committee (Appendix E), and NDRFA Grant Review Committee (Appendix F). (August 2, 2018)

**Society of American Archivists
Foundation Board
Interim Action
March 2018**

**SAA Foundation Nominating Committee Description
(Prepared by Dennis Meissner, Wilda Logan, and Becky Tousey)**

BACKGROUND

At its November 2017 meeting, the SAA Foundation Board approved the formation of a Nominating Committee to manage the nomination process for new Board members each year. At this time, the Board agreed that the committee would consist of the SAAF Executive Committee member (to serve as Chair) and two additional members of the Board. At the November meeting, the Board approved Dennis Meissner as chair and Wilda Logan and Becky Tousey to serve on the 2018 SAAF Nominating Committee.

DISCUSSION

Meissner, Logan, and Tousey have worked with Governance Coordinator Felicia Owens to prepare the proposed Nominating Committee description (below). They group consulted with SAAF President Scott Cline, SAAF Vice President Margery Sly, and Executive Director Nancy Beaumont on the best timeline and procedures for the nominating process going forward.

As this newly-formed committee was not established in time to follow the timeline prescribed below, for the 2018 term the Nominating Committee will put forward recommendations to the Board as soon as possible, but still in time for the Council's May meeting. Starting in 2019, the Nominating Committee will make sure to have recommendations to the Board for discussion and vote no later than March 15.

RECOMMENDATION

THAT the SAA Foundation Board approve the following description for the SAAF Nominating Committee:

SAA Foundation Nominating Committee

I. Purpose

The Nominating Committee is responsible for creating a slate of candidates for nomination by the Foundation Board to the SAA Council at its spring meeting.

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 SAAF Executive Committee member (who serves as Chair) and two additional members of the Board, selected by the Board no later than the close of the Board's annual meeting. The Executive Director serves *ex officio* with voice, but without vote.

III. Reporting Procedures

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

IV. Duties and Responsibilities

- Solicit from the SAAF Board specific skills or expertise needed or desired for the coming year and beyond.
- Identify and prioritize potential Class B members.
- Prepare a statement of responsibilities to share with SAAF Board candidates.
- Request a résumé and statement of interest from each candidate.
- Review résumés and statements, prioritize candidates, and determine a tentative final slate. Contact individuals to determine their interest/consent to serve.
- Present a final slate to the SAAF Board by March 15 for discussion and approval.

V. Meetings

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

Creation of committee approved by the SAAF Board, November 2017.

Support Statement: This description has been thoroughly reviewed by the SAA Foundation Board leaders to ensure the Nominating Committee will facilitate the best process and timeline for SAAF nominations going forward.

Fiscal Impact: Not applicable.

**Society of American Archivists Foundation
Board of Directors
Interim Action
July 19, 2018**

**Proposed Amendments to the
SAA Foundation Development Committee Description
(Prepared by SAAF President Scott Cline)**

BACKGROUND

The Development Committee is responsible for developing and implementing plans to raise funds to support the long-term viability of the SAA Foundation and its priorities. The committee description was adopted in May 2006 by the SAA Special Funds (Foundation) Board of Directors, revised by that body in May 2010, and revised again by the SAA Foundation Board of Directors in June 2013.

DISCUSSION

At the Foundation Board meeting in November 2017, an item related to outreach was discussed and some sentiment was expressed that outreach would best fall under the auspices of the Development Committee. In February 2018, Scott Cline, Margery Sly, and Nancy Beaumont held a planning meeting in Chicago during which much discussion was focused on development issues. We agreed at that meeting to propose to the Board the idea of expanding the Committee from five to eight members and employing the expanded number to manage outreach activities focused on development and fundraising.

There are three principal benefits to the proposed change in membership of the Development Committee:

- It recognizes that development and outreach are integrally related in the context of the Foundation's mission. Much of the Foundation's outreach to date has been focused on raising funds that help it carry out its programs.
- Bringing three new voices onto the Committee will allow formation of a sub-committee whose sole focus will be outreach. This will enhance and expand the Foundation's capacity to carry out the outreach activities it desires.
- The three new Committee members will come from outside the Board, which will give the Foundation some additional visibility and potentially groom members for future service on the Board.

RECOMMENDATION

THAT the following revisions to the SAA Foundation Development Committee description be approved (*strikethrough = deletion; underline = addition*):

SAA Foundation Development Committee

Reports to: SAAF Board of Directors

Established: May 7, 2006

I. Purpose

The Development Committee is responsible for developing and implementing plans to raise funds to support the long-term viability of the SAA Foundation and its priorities and to coordinate the SAA Foundation's outreach activities.

II. Committee Selection, Size, and Length of Term

The Development Committee consists of ~~five~~ eight members: the Foundation Board Vice- ~~Chair~~ President (who serves as the chair), the Executive Director, ~~and three individuals~~ Board members who are appointed by the Board ~~Chair~~ President, and three individuals who are not currently serving on the Board and who are appointed by the Board President based on recommendations from Board members and others and subject to the approval of the Board. The ~~three~~ six appointed members of the Committee serve for one-year renewable terms. ~~staggered three year terms, so that one individual is appointed each year.~~

Committee members are selected on the basis of one or more of the following: fundraising experience, ties with the corporate community, ~~and/or~~ expertise in obtaining grant funding, and/or expertise in outreach. ~~Individuals who are appointed to the Committee will serve a three year term.~~

III. Reporting Procedures

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

IV. Duties and Responsibilities

- Adhere to all laws and to Foundation policies and procedures as established by the Board of Directors.
- Working with the Foundation Board of Directors and staff, define and periodically review the short-term and long-term funding needs of the organization.
- Develop and implement short-term and long-term communication plans that identify and rank potential donors (both inside and outside of the archives profession), strategies, messages, and tactics.
- Consider the full range of development opportunities, including (but not limited to) annual giving campaigns, special campaigns (e.g., associated with a special anniversary or event), grant funding, major gifts (i.e., outright gifts from income, such as cash or securities), and planned giving (i.e., gifts of assets), provided that opportunities are consistent with adopted gift acceptance policies and procedures.
- Propose specific fundraising goals and strategies for the Board's adoption, and review and report annually on the progress of actions taken to achieve them.
- Inspire the full Board of Directors to participate in fundraising efforts and to make personal financial donations.
- Consider how and when to involve external fundraising experts, and make recommendations as appropriate to the Foundation Board.
- Coordinate all outreach activities undertaken by the Foundation Board.

V. Meetings

The Committee meets annually in conjunction with the SAA Annual Meeting and at other times, as

needed, via conference call or other electronic means.

Support Statement: Adding three members to the Development Committee will allow for formation of an outreach subcommittee. Given how integrally related development and outreach are in the context of the Foundation's mission, it is important that the Development Committee oversee all of this work, and therefore expand to handle the additional workload. Inclusion of non-Board members on the committee will increase the visibility of the Foundation and may groom members for future service on the Board.

Fiscal Impact: None.

**Society of American Archivists Foundation
Board of Directors
Interim Action
July 19, 2018**

**Proposed Amendments to the
SAA Foundation Finance Committee Description
(Prepared by SAAF President Scott Cline)**

BACKGROUND

The Finance Committee is responsible for assisting the Treasurer and the Board of Directors (Board) in monitoring the financial health of the Foundation, ensuring that its assets are protected, providing advice and counsel on financial matters, reviewing the investment policy regularly, and ensuring compliance with internal financial controls and investment policies.

The Committee consists of five members: the Foundation Treasurer (who serves as chair), the Executive Director, the Finance/Administration Director, and two Foundation Board members who are selected by the Board in consultation with the current Finance Committee members. The description of the Committee was adopted by the Foundation Board in March 2013.

DISCUSSION

The proposed amendment affects section II (Size, Composition, Selection, and Length of Terms) for the two Foundation Board members appointed by the Board. Recently, the Board has moved to a process of electing, rather than appointing, Board members to the various Foundation committees. The proposed revisions bring the description into alignment with this practice, so that two Board members are elected annually by the Board.

The current description stipulates that those members serve staggered two-year terms. The change would establish one-year terms for the elected members. The terms would be renewable with no term limits, provided that the elected members continue to serve on the Foundation Board.

Because Board members serve three-year terms, establishing two-year staggered terms for the Finance Committee would limit the Board to electing a first-year and a second-year Board member. Although staggered terms create continuity, the process also limits selection. One-year renewable terms would provide the flexibility to appoint a third-year Board member and to reappoint for multiple years members who serve on the Board for more than one term. In addition, continuity on the Committee is already assured by its composition: The Treasurer serves three years, and the Executive Director and Finance/Administration Director serve as long as they are employed by SAA.

RECOMMENDATION

THAT the SAA Foundation Finance Committee description be revised as follows (strikethrough = deletion; underline = addition):

SAA Foundation Finance Committee

Reports to: SAAF Board of Directors

Established: March 19, 2013

I. Purpose

The Finance Committee is responsible for assisting the Treasurer and the Board of Directors (Board) in monitoring the financial health of the Foundation, ensuring that its assets are protected, providing advice and counsel on financial matters, reviewing the investment policy regularly, and ensuring compliance with internal financial controls and investment policies.

II. Size, Composition, Selection, and Length of Terms

The Finance Committee consists of five members: the Foundation Treasurer (who serves as chair), the Executive Director, the Finance/Administration Director, and two Foundation Board members elected by the Board in consultation with the current Finance Committee members to determine what expertise is needed. The two ~~appointed~~ elected members of the Committee serve for one-year renewable terms. There are no term limits for the elected members as long as they continue to serve on the Foundation Board. ~~staggered two year terms, so that one individual is elected by the Board each year.~~

III. Reporting Procedures

The Finance Committee reports to each full meeting of the Foundation, typically through the Treasurer's formal written report.

IV. Duties and Responsibilities

1. Review the Foundation's finances and policies and make recommendations to the Board as appropriate. Review and monitor the Foundation's income and expenditures and report to the Board on the Foundation's financial stability.
2. Ensure preparation of accurate, timely, and meaningful financial statements.
3. Consult with the independent auditor annually and review the Annual Audit Report.
4. Review bids, interview, and recommend to the Board the selection of the external auditor every three years.
5. Review and monitor the Foundation's investment portfolio and report to the Board on compliance and performance of the investments.
6. Recommend changes to the investment strategy and the Investment Policy as appropriate. Review bids, interview, and recommend to the Board the selection of one or more investment consultants every three years.

V. Meetings

The Committee meets in person or by conference call as needed, but no less frequently than twice a year, to: 1) discuss the Foundation's overall financial standing and approve a draft annual budget for the Board's review and adoption; 2) receive and discuss with the external auditor the Annual Audit Report; and 3) monitor and evaluate investment performance with the investment consultant(s).

Support Statement: The amendments bring this description into alignment with standard Board practices for all Foundation committees. Establishing a one-year renewable term will allow for flexibility to appoint a third-year Board member and to reappoint Board members who serve for

more than one term. Continuity is assured in that the Treasurer serves for a three-year term and the SAA Executive Director and Finance/Administration Director serve as long as they are employed by SAA.

Fiscal Impact: None.

**Society of American Archivists Foundation
Board of Directors
Interim Action
July 19, 2018**

**Proposed Revisions to the
SAA Foundation Grant Review Committee Description
(Prepared by SAAF President Scott Cline)**

BACKGROUND

The Grant Review Committee is responsible for receiving and evaluating grant proposals submitted to the Foundation, and for making recommendations to the Board regarding which proposals should be funded. The Committee currently consists of the Board President, who serves as Committee chair; no fewer than three additional Board members; and the SAAF Executive Director, who serves *ex officio*.

DISCUSSION

The proposed amendment affects section II (Committee Selection, Size, and Length of Term). Currently the Grant Review Committee is composed only of Board members. The Committee's evaluation guidelines stipulate that the Committee can seek advice about specific grants from content and technical experts outside of the Board. The proposed amendment would allow the Board President to appoint a non-Board member to serve on the committee.

RECOMMENDATION

THAT the following revisions to the SAA Foundation Grant Review Committee description be approved (*strikethrough = deletion; underline = addition*):

SAA Foundation Grant Review Committee

I. Purpose

The Grant Review Committee is responsible for receiving and evaluating grant applications according to the SAA Grant Application Evaluation Procedures, and recommending to the Board which applications should receive grant funding.

II. Committee Selection, Size, and Length of Term

The Grant Review Committee is an appointed body of the SAA Foundation Board. The Committee consists of the SAAF President (who serves as Chair) and no fewer than three additional members, one of whom may be appointed from outside the Board. ~~of the Board.~~ Members of the Committee are appointed by the President no later than the close of the Board's annual meeting and subject to approval by the Board. The Executive Director serves *ex officio* with voice, but without vote.

III. Reporting Procedures

The Grant Review Committee reports to each full meeting of the Foundation Board of Directors and at other times as requested by the Board. For grant reviews, the Committee will consider letters of inquiry (due December 1) and applications (due February 1), conduct its review, and report its recommendations to the Board by March 30.

IV. Duties and Responsibilities

- Annually review and recommend revisions (as needed) to ensure that the Foundation's Grant Evaluation Criteria (including the strategic initiatives identified in the Development Plan), Requirements Checklist, and Evaluation Form remain relevant and appropriate.
- Solicit from the Foundation Board the annual grant funding allocation.
- Solicit from the Foundation Board any special program priorities that support the SAAF or SAA missions and strategic plans.
- Assist the Executive Director in issuing the Call for Proposals before December 1 each year.
- Assist the Executive Director in assessing initial letters of inquiry.
- Work individually and collectively to analyze and evaluate grant applications submitted to the Foundation. Seek appropriate outside expertise and/or consultation when the content of a proposal requires special knowledge (e.g., with regard to technologies, methodologies, or unfamiliar domains).
- Evaluate and make a recommendation to the Board on each grant application received. Recommendations not to fund a proposal must include a rationale that may be incorporated into communications with proposers.
- Monitor the submission of impact statements and follow-up reports from grant awardees.
- Comply with the Foundation's conflict-of-interest policy when performing grant review work.

V. Meetings

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

Support Statement: It is possible that grant proposals received by the Committee could be highly technical in nature and that the Committee might not have the requisite blend of expertise to fully evaluate them. The appointment of a non-Board member to the Committee would allow the possibility of adding a technical expert to the formal evaluation of all grants considered by the Committee. This revision does not require that a Committee member be appointed from outside of the Board, but gives the President the leeway to do so after seeing the makeup once the Committee is formed at the annual meeting.

Fiscal Impact: None.

Society of American Archivists Foundation
Board of Directors
Interim Action
July 19, 2018

Proposed Revisions to the
NDRFA Grant Review Committee Description
(Prepared by Felicia Owens)

BACKGROUND

The National Disaster Recovery Fund for Archives was established in 2005 by the Society of Southwest Archivists and the Society of American Archivists to address stabilization and recovery needs of archival repositories directly affected by natural disasters. This standing committee has served on an ad hoc basis, responding to applications for funds as they are received.

Following the many hurricanes in fall 2017, the NDRFA Review Committee was inundated with applications, primarily from institutions in Puerto Rico and the US Virgin Islands. This sudden influx required that more structure be implemented for the committee's work. While the review committee revised the NDRFA application to better facilitate swift decisions, SAAF President Scott Cline and staff noted that the current committee description (Appendix) needed to be expanded to parallel the other Foundation committee descriptions.

DESCRIPTION

The proposed revisions to the NDRFA Review Committee description reflect the current structure and functioning of the committee. Following the devastating hurricanes in the fall of 2017, the review committee received an influx of applications, primarily from Puerto Rico. Given this abnormally high number of applications, staff worked with the committee to establish a workflow that would better facilitate their work and ensure all applications were reviewed in a timely manner.

The review committee found that they had to request additional information from every applicant, as the then-current application form did not adequately specify the amount of information needed. The committee thoroughly revised the application and clarified their criteria for awarding NDRFA grants. The description presented below aligns with the new form and indicates the committee should regularly review the application form.

To ensure that the committee remains cognizant of the Foundation's budget and funding priorities, the SAAF Treasurer has been added as a standing member of the committee. The

NDRFA Review Committee awarded more than \$37,000 in funds in fiscal year 2018. The Treasurer's knowledge of the fund balance and fundraising plans for NDRFA will be valuable to the committee.

The proposed revisions have been presented as a clean draft, as significant additions were made to the current version. Please see the Appendix to review the current version of the committee description.

RECOMMENDATION

THAT the following revisions to the SAA Foundation NDRFA Grant Review Committee description be approved:

SAA Foundation NDRFA Grant Review Committee

I. Purpose

In September 2005, the Society of Southwest Archivists and the Society of American Archivists created the SSA-SAA Emergency Disaster Assistance Grant Fund - a fund established to address the stabilization and recovery needs of archival repositories that were directly affected by Hurricane Katrina. In October of that year, the Fund was expanded to include repositories affected by Hurricane Rita. Working together, in August 2007 the SSA and the SAA Foundation Board of Directors expanded the original scope of the fund to provide grants that support the recovery of archival collections from major disasters, regardless of region or repository type. The fund was renamed the **National Disaster Recovery Fund for Archives** to reflect its expanded scope.

Grant monies may be used for the direct recovery of damaged or at-risk archival materials; such services as freeze drying, storage, transportation of materials, and rental facilities; supplies, including acid-free boxes and folders, storage cartons, cleaning materials, plastic milk crates, and protective gear; and to defray the costs for volunteers or other laborers who assist with the recovery.

II. Committee Selection, Size, and Length of Term

The committee is composed of a chair and six members, including the Foundation Board Treasurer and a representative from the SAA Preservation Section. The members shall be appointed by the SAAF Vice President for staggered three-year terms.

III. Reporting Procedures

The NDRFA Review Committee reports to each full meeting of the Foundation Board of Directors and at other times as requested by the Board. The committee prepares a final report at the close of each fiscal year, in time for review by the Board of Directors at its summer meeting.

IV. Duties and Responsibilities

- Promptly review and respond to NDRFA grant applications as they are received.
- Contact applicant(s) with a final decision within five days of first receiving the application.
- Regularly consult with the SAAF Treasurer on the current balance of the fund and funding priorities for the fiscal year.
- Promote the fund to appropriate regions as need arises.
- Periodically review and revise the [guidelines and application form](#) and, as needed, present substantive revisions to the Board for approval.

- Assist the Development Committee with fundraising campaigns for the NDRFA fund.

V. Meetings

The committee shall communicate via email, or conference call as needed, to promptly review NDRFA grant applications. The committee may meet in person provided that 1) there is a compelling need and 2) the Board approves the necessary resources.

Support Statement: These proposed revisions put the NDRFA Review Committee description in alignment with current practices and functioning of the committee, as it has evolved since the influx of applications from those affected by Hurricanes Irma and Maria. Adding the SAA Foundation Treasurer as a standing member of the committee will ensure grants can be awarded as needed while maintaining the health of the fund.

Fiscal Impact: None.

NDRFA Grant Review Committee Description Current Version

SAA Foundation NDRFA Grant Review Committee

I. Purpose

In September 2005, the Society of Southwest Archivists and the Society of American Archivists created the SSA-SAA Emergency Disaster Assistance Grant Fund - a fund established to address the stabilization and recovery needs of archival repositories that were directly affected by Hurricane Katrina. In October of that year, the Fund was expanded to include repositories affected by Hurricane Rita. Working together, in August 2007 the SSA and the SAA Foundation Board of Directors expanded the original scope of the fund to provide grants that support the recovery of archival collections from major disasters, regardless of region or repository type. The fund was renamed the **National Disaster Recovery Fund for Archives** to reflect the expanded scope of the grant.

The grant review committee is composed of individuals appointed by the SAA Foundation vice president. The committee is responsible for selecting recipients of grants based on criteria developed and adopted by the SAA Foundation Board of Directors.

[Fund description and application](#)

[Contribute funds](#)