

Society of American Archivists Foundation
Board of Directors Meeting
August 13, 2020
Virtual Meeting

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 Vice President Margery Sly called the meeting to order at 11:03 am on Thursday, August 13. Present for the entire meeting were Class A members Meredith Evans (SAA Immediate Past President) and Amy Fitch (SAA and SAAF Treasurer); Class B members Sharmila Bhatia, Fynnette Eaton, Michele Hagen (early-career member), Wilda Logan, Waverly Lowell, Dennis Meissner (SAAF Executive Committee Member), Gina Minks, Michele Pacifico, Angelique Richardson, and JoyEllen Williams; and Executive Director Nancy Beaumont, Finance/Administration Director Peter Carlson, and Governance Manager Felicia Owens.

Also attending: Incoming SAA Vice President Courtney Chartier and Incoming SAA Executive Committee Member Melissa Gonzales.

Not able to attend the meeting were Foundation Board President Scott Cline; Class A members Rachel Vagts, Audra Eagle Yun, and Tanya Zanish-Belcher; and incoming Class B member Lisa Mangiafico.

I. BOARD BUSINESS

A. Adoption of the Agenda

Sly introduced the agenda, noting that she would like to add to the Discussion agenda a review of the 2020 Development Plan and move the executive session to the end of the meeting so that visitors would not be inconvenienced. Logan moved adoption of the agenda, Lowell seconded, and the agenda was approved unanimously. **(MOTION 1)**

B. Acknowledgement of Retiring and Incoming Board Members

Sly recognized and thanked retiring Board members Waverly Lowell and Tanya Zanish-Belcher for their long-standing service to the Foundation. She also thanked Foundation Board President Scott Cline for his three years of service as Board President. Cline will be continuing on the Board for a three-year term as a Class B member (2020-2023).

She then acknowledged incoming members Courtney Chartier (SAA Vice President, 2020-2021), Melissa Gonzales (SAA Executive Committee Member, 2020-2021), and Lisa Mangiafico (Class B member, 2020-2023), and welcomed back for a second year early-career member Michele Hagen (2020-2021).

C.1. August 2019 Board Minutes

The August 2019 meeting minutes were adopted by online vote of the Foundation Board on September 12, 2019, 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.

C.2. Bylaws

The Foundation Bylaws were included in the meeting materials for reference purposes.

D. Consent Agenda: Board Interim Actions

MOTION 2

THAT the following interim actions taken by the Foundation Board between August 2, 2019, and August 11, 2020, be ratified:

- Approved the minutes of the August 2, 2019, Board meeting. (September 12, 2019)
- Approved creation of the Archival Workers Emergency Fund (Appendix A). (April 7, 2020)
- Approved moving \$15,000 in operating funds budgeted for a development consultant to provide seed money for the Archival Workers Emergency Fund. (April 8, 2020)
- Acknowledged appointment of eight individuals to serve on the Archival Workers Emergency Fund Review Committee (Jessica Chapel [chair], Anna Clutterbuck-Cook, Carli Lowe, Bridget Malley, Lydia Tang, Steven Booth, Sharmila Bhatia, and Amy Fitch).
- (April 10, 2020)
- Approved confidential recommendations from the SAAF Grant Review Committee for funding of four 2020 grant proposals. View the list of funded proposals here. (April 29, 2020)
- Approved a motion to reclassify fund assets by combining the unrestricted Awards Fund with the Strategic Growth Fund, as well as a motion to modify fund descriptions and solicitations. (Appendix B) (June 8, 2020)
- Approved recommendations to transfer \$6,000 from the Travel Award budget to the Archival Workers Emergency Fund and the remaining \$6,000 from the Travel Award budget to subsidize registrations for the 2020 virtual SAA Annual Meeting. (Appendix C) (June 10, 2020)
- Approved a confidential recommendation from the Grant Review Committee to fund one additional Strategic Growth grant proposal that had inadvertently been dropped from the Review Committee's initial packet. (June 22, 2020)

- Approved Travel Award Review Committee Description and Application Guidelines (Appendix D). (June 26, 2020)
- Approved a recommendation from the Nominating Committee that Lisa Mangiafico's name be put forward to the SAA Council for election to a three-year term as a Class B member of the Foundation Board. (See Appendix E for Mangiafico's curriculum vitae.) (July 8, 2020)

Move: Meissner

Second: Bhatia

Vote: PASSED (unanimous)

II. ACTION ITEMS

A. Proposed Fiscal Year 2021 Budget

Fitch and Carlson presented the rationale for the proposed FY 2021 budget. Despite a lengthy discussion of the need to increase the budget for a development consultant, the Board agreed to approve the budget as written and to revisit the consultant line item once a request for proposal has yielded good estimates of the actual expense.

MOTION 3

THAT the FY 2021 operating budget of \$160,482 in revenues, \$159,465 in expenses, and a net gain of \$1,017 be approved.

Move: Eaton

Second: Logan

Vote: PASSED (unanimous)

Support Statement: The FY 2021 budget represents a realistic work plan for the Foundation that places appropriate emphasis on the need to build capacity.

MOTION 4

THAT a payout rate of 7.78% of the adjusted assets of the SAA Foundation (i.e., the overall net asset value less the Ham Scholarship Fund, the National Disaster Recovery Fund for Archives, the Hamer-Kegan Fund, the Archival Workers Emergency Fund, and the cash liability to SAA) be approved for Fiscal Year 2021.

Move: Fitch

Second: Meissner

Vote: PASSED (unanimous)

Support Statement: A payout rate of 7.78% of the adjusted fund balance is an appropriate level to both continue to grow the Foundation and to support a vibrant program of support for the profession.

Fiscal Impact: For FY 2021, with an adjusted fund balance of \$871,877, the payout of 7.78% will yield \$67,851 in available funding.

B. Election of Officers

Cline had solicited nominations for Board officers via the Board discussion list in advance of the meeting. Bhatia and Sly received nominations for both President and Vice President positions. In speaking with the two candidates, Cline obtained their consent to serve in either role. Thus an election was held for President, with the runner up elected to the Vice Presidency. Meissner was the sole candidate for Executive Committee member. The three-year term of Foundation Treasurer is held by the individual elected to be SAA Treasurer, and therefore is not included in the Foundation election.

MOTION 5

THAT Margery Sly be elected to serve a one-year term as President of the Society of American Archivists Foundation; and

THAT Sharmila Bhatia be elected to serve a one-year term as Vice President of the Society of American Archivists Foundation; and

THAT Dennis Meissner be elected to serve a one-year term as Executive Committee member of the Society of American Archivists Foundation.

Move: Minks

Second: Logan

Vote: PASSED (unanimous)

Support Statement: Sly, Bhatia, and Meissner are well qualified to serve in these important capacities for the term August 2020 to August 2021.

Fiscal Impact: None.

C. Committee Assignments

All Board members are encouraged to volunteer to serve on one or more of the Foundation's five committees: Development (whose chair is the Vice President), Finance (whose chair is the Treasurer), Grant Review (whose chair is the President), Nominating (whose chair is the Executive Committee member), and Travel Award Review. Volunteers are then "appointed" for a one-year term. Sly provided a Google document to ease the process of volunteering. The Board generally agreed that it is advisable to invite non-Board members to serve on Foundation committees as one way to engage more members and benefit from others' expertise and interest. Although many volunteered for committees during the meeting, several remained open. A formal vote to approve the "slate" of volunteers will be conducted online.

D. Other Action Items from Board Members

No other action items were brought forward.

III. DISCUSSION ITEMS

A. Proposal to Form a Communications Committee

Williams, Richardson, and Evans proposed for Board discussion creation of a Communications Committee to improve and enhance strategic communications with both internal and external audiences. The Board had a vibrant discussion about this topic and suggested that Williams and Richardson flesh out a description of the goals, duties, and make up of such a group. As an interim step, both Board members agreed to serve as an informal “Communications Subcommittee” of the Development Committee to begin putting their ideas to work.

B. Reevaluation of the Board Recruitment Process

Williams, Richardson, and Evans proposed for Board discussion a reevaluation of the Board recruitment process. As noted in their discussion document, “One of the main ways to ensure the long-term success and viability of the SAA Foundation is to recruit diverse and forward-thinking Board members. The Foundation Board has made progress in this area over the last few years; however, it seems that the process is still limited by personal networks. It may be useful to reevaluate this process with the Nominating Committee and determine if there are ways to recruit members by drawing upon SAA membership more holistically. The SAA Foundation bylaws provide flexibility in this area, which leaves room for rich discussion among the Board.”

Board members agreed with this perspective and charged the Nominating Committee to propose a transparent process that would recruit strong volunteers from the broader membership—as well as non-members who may bring important expertise and outside perspectives.

C. Other Discussion Items from Board Members

No other discussion items were brought forward.

D. Executive Session (as needed)

The Board met briefly in executive session to learn about a matter related to the Archival Workers Emergency Fund. No action was taken.

IV. REPORTS

Reports are discussed by the Board only as needed and as time allows, and generally are not summarized in the minutes. They do, however, provide a wealth of information about the work of the Board, its appointed groups, and the staff. To view the reports—and all other background materials—see <https://www2.archivists.org/groups/saa-foundation-board-of-directors/august-13-2020-foundation-board-meeting-agenda>.

- A. President's Report
- B. Vice President / Development Committee Report
- C. Treasurer's Report: FY20 Financials [June Preliminary Close]
- D. Executive Director's Report
- E. FY 2020 Donations Report
- F. Grant Review Committee Report
- G. Nominating Committee Report
- H. Interim and Final Grant Reports, 2019 Cycle (Compiled)

I. BOARD BUSINESS (Continued)

E. 2020-2021 Conflict of Interest Forms

Beaumont reminded the Board that conflict-of-interest forms must be completed and sent to the staff office annually.

F. Date of Next Board Meeting

All agreed that Zoom technology now makes it possible for the Board to have productive virtual meetings on a more frequent basis. Owens will field a Doodle poll to determine the best dates for the Board's next meeting.

G. Adjournment

Eaton moved adjournment, Logan seconded, and the meeting was adjourned by unanimous consent at 1:48 pm. **(MOTION 6)**