

**Society of American Archivists Foundation
Board of Directors Meeting
August 10, 2021
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 President Margery Sly called the meeting to order at 1:04 pm CT on Tuesday, August 10. Present for the entire meeting were Class A members Rachel Vagts (SAA President), Courtney Chartier (SAA Vice President), Amy Fitch (SAA and SAAF Treasurer), Melissa Gonzales (SAA Executive Committee Member), and Meredith Evans (SAA Immediate Past President); Class B members Sharmila Bhatia (SAAF Vice President), Scott Cline, Fynnette Eaton, Michele Hagen (early-career member), Wilda Logan, Lisa Mangiafico, Dennis Meissner (SAAF Executive Committee Member), Gina Minks, Michele Pacifico, Angelique Richardson, and JoyEllen Williams; and Executive Director Jacqueline Price Osafo, Finance/Administration Director Peter Carlson, and Governance Manager Felicia Owens.

Guests included incoming Class A members Terry Baxter and Meg Tuomala, and incoming Class B members Elizabeth Joffrion, Bob Clark, Elizabeth Myers, and Gerrienne Schaad.

I. BOARD BUSINESS

A. Adoption of the Agenda

Sly introduced the agenda. Meissner moved for adoption as presented, Minks seconded, and the Board adopted the agenda unanimously. **(MOTION 1)**

B. Acknowledging Retiring and Incoming Board Members

Sly recognized and thanked retiring Board members Fynnette Eaton, Angelique Richardson, and JoyEllen Williams for their dedicated service to the Foundation. She also thanked outgoing Class A members Meredith Evans, Amy Fitch, and Melissa Gonzales. And of course, best wishes to retiring SAA Executive Director Nancy Beaumont!

Sly then acknowledged incoming Class B members Elizabeth Joffrion, Bob Clark, Elizabeth Myers, Gerrienne Schaad and Kristy Martin (early-career member), as well as incoming Class A members Terry Baxter (SAA Vice President/President-Elect) and Meg Tuomala (SAA Executive Committee Member).

Sly noted that current Class B member Sharmila Bhatia has been elected to serve as SAA Treasurer (Class A member), and will therefore also serve as SAA Foundation Treasurer.

C.1. Reference: [April 2021 Board Minutes](#)

Sly noted that the April 2021 meeting minutes were adopted by online vote of the Foundation Board on June 4, 2021, 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](#)

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

D. [Consent Agenda: Board Interim Actions](#)

The following items were adopted by consent (**MOTION 2**).

Move Consent Items: Cline

Second Consent Items: Bhatia

Vote: PASSED (unanimous)

THAT the following interim actions taken by the Foundation Board between June 6, 2021, and June 9, 2021, be ratified:

- Approved the [minutes](#) of the April 20, 2021, Board meeting. (June 6, 2021)
- Approved a recommendation from the Nominating Committee that the following individuals be put forward to the SAA Council for election to serve as a Class B members of the Foundation Board: Robert Clark, Elizabeth Joffrion, Elizabeth Myers, and Gerrienne Schaad for three-year terms; and Gina Minks for re-election for a two-year term. (Appendix) (June 9, 2021)

III. ACTION

A. [Proposed Fiscal Year 2022 Budget](#)

Fitch and Carlson presented the rationale for the proposed FY 2022 budget, including a recommended payout rate of 5.53%. The Board discussed and approved the proposed budget as presented.

MOTION 3

THAT a payout rate of 5.53% of the adjusted net 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 2022.

Move: Fitch

Second: Eaton

Vote: PASSED (unanimous)

Support Statement: A payout rate of 5.53% of the adjusted fund balance is an appropriate level to both continue to grow the Foundation and support a vibrant program of support for the profession.

Fiscal Impact: For Fiscal Year 2022, with an adjusted balance of \$1,454,369, the payout of 5.53% will yield \$80,404 in available funding.

MOTION 4

THAT the proposed Fiscal Year budget, with revenues of \$171,228, expenses of \$171,869, and a projected net loss of \$642, be approved.

Move: Cline

Second: Eaton

Vote: PASSED (unanimous)

Support Statement: The FY 2022 budget represents a realistic work plan for the Foundation that places appropriate emphasis on the need to build capacity.

B. Election of Officers

Meissner solicited nominations for Board officers via the Board discussion list in advance of the meeting. Sly was nominated for President, Mangiafico was nominated for Vice President, and Meissner was nominated 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 Lisa Mangiafico 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: Vagts

Second: Minks

Vote: PASSED (unanimous)

Support Statement: Sly, Mangiafico, and Meissner are well qualified to serve in these important capacities for the term August 2021 to August 2022.

Fiscal Impact: None.

C. Committee Assignments

- 1. Development Committee**
- 2. Finance Committee**
- 3. Grant Review Committee**
- 4. Nominating Committee**
- 5. Annual Meeting Award Committee**
- 6. AWEF Review Committee**

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.

MOTION 6

THAT Michele Pacifico, Gina Minks, Bob Clark, and Beth Myers be appointed to serve a one-year term on the SAA Foundation Development Committee; and

THAT Gerrienne Schaad, Meg Tuomala, and Elizabeth Joffrion be appointed to serve a one-year term on the SAA Foundation Finance Committee; and

THAT Scott Cline, Elizabeth Joffrion, and Bob Clark be appointed to serve a one-year term on the SAA Foundation Grant Review Committee; and

THAT Wilda Logan, Rachel Vagts, and Lisa Mangiafico be appointed to serve a one-year term on the SAA Foundation Nominating Committee;

THAT Michele Pacifico, Gina Minks, and Wilda Logan be appointed to serve a one-year term on the SAA Foundation Annual Meeting Award Committee; and

THAT Gerrienne Schaad be appointed to serve a one-year term on the SAA Foundation Archival Workers Emergency Fund Review Committee.

Move: Meissner

Second: Logan

Vote: PASSED (Unanimous)

Support Statement: These Board members are well qualified to serve in these important capacities for the term August 2021 to August 2022.

Fiscal Impact: None.

D. Revisions to Grant Proposal Policies/Procedures

Sly introduced recommendations from the Grant Review Committee to revise the Application Evaluation Procedures as well as the Application Process and Guidelines for the SAA Foundation grant program. Likewise, the committee recommended rebranding the program as “Strategic Initiative Grants” to better reflect the intent of the grants program. The proposed changes also addressed inconsistencies between the two documents.

MOTION 7

THAT the following revisions to the SAA Foundation Grant Application Evaluation Procedures and the Grant Application Process and Guidelines be approved (*underline=addition, strikethrough=deletion*); **and**

THAT the grants be consistently titled “Strategic Initiative Grants” in publicity and on the website in order to reflect the intent of the awards and the source of the funding for them.

Grant Application Evaluation Procedures

1. Grant Review Committee. The **Grant Review Committee** is an appointed body of the SAA Foundation Board. It comprises the Foundation President, no fewer than three additional members ~~of the Board~~ (one of whom may be appointed from outside the Board), and the Executive Director (who serves in an *ex officio* role). The Review Committee is responsible for the following:

- Review the evaluative criteria (including strategic initiatives identified in the Development Plan) for new grant proposals.
- Receive and solicit direction from the Foundation Board on the annual funding allocation and any special program priorities that support the Foundation or SAA mission and strategic plan.
- Assist the Executive Director in issuing the Call for Proposals no later than ~~November 1~~ October 1.
- Be prepared to meet as a group and to work individually to analyze, evaluate and, if necessary, contact others to gather information for a recommendation on grant applications received.
- Report to the Board and make recommendations for awarding of grants, including providing a list of proposals that are not recommended for funding and the reason(s) why.
- Monitor the submission of impact statements or reports from previous grant recipients.
- Review as needed the **Grant Application Process and Guidelines** and the **Application Evaluation Procedures**.

2. Schedule. The letter of inquiry deadline is ~~December 1~~ November 15. The Review Committee will consider the letters and respond to applicants with potential suggestions within ~~three~~ four weeks of the deadline. The grant application deadline is February 1. The Review Committee will consider applications, conduct its review, and report its recommendations to the Board by March 30. The Board will consider

and vote on the ~~committee's~~ Committee's recommendations before May 1. The President will notify the applicants of the Board's decision by May 15.

3. Initial Letter of Inquiry. Applicants are encouraged to inquire about the suitability of their proposals with the requirements of the Foundation's grant program. An initial letter of inquiry may be a one-page, 750-word statement of interest that provides at a minimum the following five pieces of information:

- Applicant's identifying information (acting as an individual or for an institution).
- Description of project or activity and product.
- Specific reason(s) for applying with reference to the Foundation's funding priorities.
- Amount requested and expected expenses.
- Other relevant information.

4. First-Pass Review. The Executive Director and/or the Grant Review Committee will conduct an initial review of each letter of inquiry. Included in that review will be a determination of any apparent conflict of interest, as outlined in paragraph 6. The Executive Director will distribute inquiries as soon as possible with a recommendation to proceed or decline further consideration of the proposal based on her/his/their first-pass review. The Committee will consider the Executive Director's recommendation and respond with an "up or down" decision on the appropriateness of the proposal. The key criteria to be considered at this stage are:

- The proposal requests funding within the award guidelines (e.g., \$500-\$5,000). If not, the Committee may consider the proposal if a compelling reason exists to exceed the funding guidelines.
- Unambiguous evidence has been provided to identify the individual and/or the entity that will be the recipient of the funds and who will conduct the work.
- The proposal addresses the overall mission and priorities of the Foundation and/or SAA.
- The applicant pointedly addresses how the proposal implements or advances at least one of the goals or activities of the SAA strategic plan.
- The activity being funded does not replicate established Foundation activities (e.g., scholarships, travel to ~~annual~~ Annual meeting/Meeting, etc.) nor does it ask for funds that are excluded by the Foundation Board (such as travel and internships).

The Executive Director will inform the proposer(s) of the Review Committee's decision to receive a full proposal, to decline the proposal, or, in some cases, to encourage reapplication following revision.

5. Application. Upon receipt of an application, the ~~committee~~ Committee chair will assign a member to be the key contact to solicit from the proposer any additional information that may be needed to clarify the work/activity under review (methods, product, sponsor, budget use, qualifications, impact, etc.). The key contact will provide an overall assessment to the Review Committee on the basis of any additional findings that bear on the grant proposal. The key contact and the Review Committee may agree that no additional information is needed, in which case the ~~committee's~~ Committee's assessment may proceed immediately.

6. Conflict of Interest Reminder. Grant Review Committee and Foundation Board members are expected to announce a potential conflict of interest and to recuse themselves from any decision-making role or vote on a grant inquiry or proposal that originates from or benefits an entity with which the member has a personal or other association. (Such association is one that a reasonable person could perceive as leading to favorable or unfavorable treatment on any basis other than a strictly professional and unbiased evaluation.)

No current Grant Review Committee or Foundation Board member may be the direct recipient of Foundation grant funds or be reimbursed or paid with Foundation funds for serving, in any capacity, an entity receiving a Foundation grant. No Grant Review Committee member may serve as a key contact if that member is familiar with the applicant or could be perceived as having a conflict of interest in fairly assessing or representing the applicant's proposal.

7. Expert Review. The Committee, in consultation with Board members, may consider the input of individuals who can lend expertise to the review process for proposals that involve a specialist's knowledge, technical skills, methodologies, and/or similar unfamiliar domains. The key contact will gather this input in those cases in which it is deemed necessary. The Review Committee is not required to seek outside opinion if the substance of the proposal is within their professional competence to evaluate.

Consulted experts should make every attempt to: (1) evaluate statements of fact and declarative statements made by the proposer/proposal, and (2) assess the overall value of the proposed activity to the profession. Such inquiries should protect the confidentiality of the application process for both the applicant and reviewer.

8. Funding Priorities

The SAA Foundation Board awards grants that meet the mission and goals of the Foundation and/or the strategic planning priorities of the Society of American Archivists. Applicants must make direct and substantive reference to the way(s) in which an award of funds will advance one or more of the strategic goals of the SAA Foundation and/or the Society of American Archivists. To set reasonable expectations for applicants, the Board endeavors to publicize special concerns within the SAA Foundation funding priorities and invite applications in those areas.

The SAA Foundation does not fund the following:

- Indirect or overhead costs;
- General internships and fellowships that are not related to a specific Foundation-funded project;
- Travel, registration, or other costs associated with attending a professional conference;
- Scholarships or tuition;
- Costs associated with attending trainings; or
- Projects that benefit one institution, rather than also the profession at large.

9. Committee Review. The Review Committee will evaluate and make a recommendation to the Board on every grant application that it receives after an invitation to apply. The Review Committee shall consider, but not be limited by, the following criteria in making its recommendations:

- Appropriateness of the methods (reliability, validity, population, etc.);
- Overall impact of the project on the profession or a segment thereof;
- Uniqueness of the activity and/or project (has it been done before);
- Availability of other equally useful routes to achieving a similarly valuable outcome; and
- ~~Value of a specific archival project (e.g., supporting records of enduring value); and~~
- Soundness of the work plan, techniques, tools, and human resources.

During the evaluation, Review Committee members will review the full applications for any potential conflict of interest, as outlined in paragraph 6. If a conflict of interest is found or suspected, the

Executive Director and the Board will be notified and asked to review the matter of a potential conflict of interest before the Review Committee puts forward its final recommendation.

10. Formal Evaluation. The Evaluation Form is the formal written tool used by the Review Committee to record its assessment of each application and prepare a recommendation to the Board. The formal evaluation should not precede an assessment report from the key contact if the Review Committee has requested additional information.

All evaluations are anonymous and confidential in source beyond the Review Committee; however, the Executive Director may share the contents of the reviews with the applicant upon request.

11. Committee Recommendations. The Review Committee will confer in real time (via phone conference or in person) at least once to review and vote on all pending grant proposals, to reconcile differences in evaluations of individual proposals, and to prepare final recommendations to the Board. A final decision about how to allocate the available funds in the annual distribution should not occur until all proposals have been received and evaluated in the annual grant cycle. An exception to this rule may be an expedited request from the Foundation Board, SAA Council, or Executive Committee to meet an extraordinary contingency situation. All votes of the Grant Review Committee to recommend (or not to recommend) a grant to the Foundation Board shall be by secret ballot. All voting members of the committee are required to vote unless they have an acknowledged conflict of interest.

12. Post-Award Accountability. In consultation with the Executive Director, it is the duty of the Grant Review Committee to prepare a brief report to the Board on the work of the Committee, including its recommendations for improving the grant application and review process and other useful observations that will assist the next Review Committee.

The Review Committee will work with the Executive Director to examine and monitor previous grant awards for expected outcomes and measures. If deemed necessary, the Review Committee (or the Executive Director) will report to the Board on the recipients' grant activity within 12 months of the conclusion of the grant cycle.

Grant Application Process and Guidelines

Funding Priorities

The SAA Foundation Board awards grants that meet the [mission and goals](#) of the Foundation and/or the [strategic planning](#) priorities of the Society of American Archivists. Applicants must make direct and substantive reference to the way(s) in which an award of funds will advance one or more of the strategic goals of the SAA Foundation and/or the Society of American Archivists. To set reasonable expectations for applicants, the Board endeavors to publicize special concerns within the SAA Foundation funding priorities and invite applications in those areas.

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- General internships and fellowships that are not related to a specific Foundation-funded project;
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- Scholarships or tuition;

- Costs associated with attending trainings; or
- Projects that benefit one institution, rather than also the profession at large.

Funds Available

The Board encourages grant requests in amounts ranging from \$500 to \$5,000, although the SAA Foundation will consider larger funding requests that could have an unusual impact on the profession. The SAA Foundation does not pay for indirect costs.

Eligibility

Individuals, groups, and organizations are eligible to apply for an SAA Foundation grant. Among the categories of applicants who are encouraged to apply are practicing archivists, SAA component groups, other organizations of archivists, and allied professionals.

Grant Timing

The SAA Foundation follows a July 1 to June 30 fiscal year cycle. To be fairly considered by the Board, initial Letters of Inquiry should be received no later than November 15. All formal Grant Applications must be submitted by February 1. The Board reserves the right to consider a proposal at any time for unusual or special circumstances, and for similar reasons may streamline the grant request process to address an urgent need.

Applying for an SAA Foundation Grant

The Board will endeavor to follow a transparent, fair, and simple process of application and evaluation. No current SAA Foundation Board member may be the direct or indirect recipient of Foundation grant funds. No Board member will participate in consideration of a grant application in which the member has, or could be perceived as ~~having~~to have, a personal interest, benefit, or relationship that could create a conflict of interest.

Letter of Inquiry

The initial letter of inquiry should be a brief introductory exchange. It is designed to reduce the work for an applicant by providing a quick answer to the question: Is my proposal something that fits the funding priorities of the SAA Foundation?

The applicant should begin with a brief, introductory statement of interest (maximum 750 words) to explore the appropriateness of a proposal to the Foundation. The letter should provide summary information on the overall purpose and goals of the proposed work as follows:

- Identifying information on the applicants, participants, and/or sponsoring organization;
- A short abstract of the project's goals, activities, product, and potential impact;
- The precise connection to the Foundation's priorities and/or SAA's strategic plan; and
- Estimated total project costs and amount of funds requested from the Foundation.

Submit Letter of Inquiry

Letters of inquiry are due no later than ~~December 1~~November 15. Letters must be submitted via the above form. Each inquiry will be reviewed by the SAA Foundation Grant Review Committee within ~~three~~four

weeks of the deadline to determine its appropriateness within the guidelines and funding priorities for that grant period. If appropriate, the proposer will be invited to submit a formal grant application.

See the following examples of previous letters of inquiry and grant applications that were funded by the SAA Foundation:

- [Sample Letter of Inquiry](#)
- [Sample Grant Application 1](#)
- [Sample Grant Application 2](#)

Grant Application

The application is a refinement of the initial letter of inquiry. It includes a narrative proposal and budget statement that should not exceed three pages in total length. The proposer is asked to elaborate on the five points of information from the initial letter of inquiry as follows:

- Title of project
- Ways in which the project advances the Foundation's mission and vision or the archives profession with reference to SAA's strategic plan or other professional call to action.
- The goals, methods, work plan, and expected products/outcomes of the project.
- Benchmarks and assessment criteria that will provide a measure of the impact and performance of the activity.
- A timetable and expected delivery date for a final report to the Foundation on outcomes (required).
- A complete budget, including entire project costs (in-kind and additional sources of funding) and what SAA Foundation funds will support.
- The roles performed by the principals (with and credentials and résumés) and/or a description of the sponsoring body.
- A copy of the determination letter regarding 501(c)(3) status, if applicable.
- An endorsement from an officer of the sponsoring organization (if the applicant is not an independent agent).
- A copy of the Institutional Review Board statement of approval for any research sponsored by institutions that require approval when utilizing human subjects.

Budget. The total requested funds should be stated under a separate heading in the proposal. A project budget should indicate the specific allocation of requested funds by program activity or resource. In-kind contributions and other income sources are encouraged and should be identified. Applicants are expected to produce a standard statement of income and expense and a brief narrative description of account lines to be funded by the proposed SAA Foundation grant.

Due Diligence Attachments. The SAA Foundation Board may optionally require one or more of the following additional documents to evaluate an organization's ability to carry out the activities described in the proposal.

- Financial reports or audited statements.
- List of trustees or directors.
- Annual report and/or Form 990 or 990EZ.
- Diversity data report.

Decisions

All grant applications will be received and processed by the SAA Foundation's [Executive Director](#). The Executive Director will conduct an initial administrative review of the proposal to determine if it:

- Meets baseline requirements for funding according to the Board's criteria and guidelines, and
- Conforms to the mission, resources, and granting priorities of the SAA Foundation.

The Executive Director will forward the requests that meet those two criteria to the Grant Review Committee. The Executive Director, in consultation with members of the Grant Review Committee, will advise the applicant if additional information or due diligence documents are needed. The Grant Review Committee will evaluate the grant applications and make funding recommendations to the Foundation Board. All grant awards will be decided by majority vote of the Board of Directors. The Foundation President will notify applicants of the Board's decision by May 15.

Post-Project Report

A final report must be filed with the SAAF by a date agreed upon in the award letter.

Applications for grants will be considered and decided by the SAA Foundation Board of Directors. The program will be administered under the direction of the Board and its appointed [Grant Review Committee](#) and the SAA Executive Director. The application and grant process will follow standard guidelines established by the SAAF Board.

For more information, please see [SAA Foundation Grant Funding Policy](#).

Originally adopted by the SAA Foundation Board of Directors on March 14, 2015. Revisions adopted: August 2016, November 2016, November 2018, August 2021.

Move: Eaton

Second: Minks

Vote: PASSED (unanimous)

Support Statement: The proposed revisions clarify the procedures and resolve conflicts between the procedure and the application guidelines, including a more realistic review timeline and emphasizing the Committee's interest in funding proposals that benefit the profession at large.

Fiscal Impact: None.

E. Other Action Items from Board Members

No other action items were brought forward.

IV. DISCUSSION

A. Other Discussion Items from Board Members

No other discussion items were brought forward.

B. Executive Session (As Needed)

The Board did not convene in executive session.

V. Reports

The Board reviewed, but did not discuss, the following reports:

- A. [President](#)
- B. [Vice President / Development Committee](#)
- C. [Treasurer \(FY21 Financials\)](#)
- D. [FY 2021 Gift Summary and Analysis](#)
- E. [SAA Foundation Nominating Committee](#)
- F. [Interim and Final Grant Reports, 2020 Cycle \(Compiled\)](#)

I. BOARD BUSINESS (Continued)

E. 2021-2022 Conflict-of-Interest Form

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

F. Date of Next Board Meeting

Sly noted that the Board will connect via email to determine meeting dates for the 2021-2022 term.

G. Adjournment

Evans moved and Bhatia seconded a motion for adjournment, and the meeting was adjourned unanimously at 2:13 pm CT.