

**Society of American Archivists Foundation  
Board of Directors Meeting  
September 14, 2022  
Virtual Meeting**

**Description and Charge for Governance Working Group  
(Prepared by Margery Sly and Lisa Mangiafico)**

**BACKGROUND**

At its June 2022 meeting, the Foundation Board discussed creating a standing group to focus on governance needs, particularly per recommendations put forward by development consultants Schultz & Williams. President Margery Sly and Vice President Lisa Mangiafico drafted the following description and charge for a new Governance Working Group.

**RECOMMENDATION**

**THAT the following description of the Governance Working Group be approved.**

**SAA Foundation  
Governance Working Group**

**Reports to:** SAA Foundation Board  
**Established:** September 2022

**Purpose**

The Governance Working Group is charged with addressing governance issues and requirements raised in the development consultants' report and during the past few years of SAAF Board work, including amending and updating existing structures and procedures, and establishing new procedures, policies, and the documentation manuals to support them.

**Committee Selection, Size, and Length of Term**

The working group, consisting of up to five members including the chair, is charged to work from FY23 through FY25. In order to have the expertise on the issues before it, a non-Board member can be considered for at least one position on the working group.

**Reporting Procedures**

The working group will provide a written report of the timeline to review/act on each of the areas

identified by January 2023, reports for each scheduled Board meeting, and include any other areas that emerge into the plan. A final report with actions taken and final recommendations will be provided at the annual Board meeting in summer 2025.

### **Duties and Responsibilities**

- Review the structure and charge of the Nominating Committee, ensuring that Board members interested in running for Board leadership positions do not serve on the committee.
- Codify non-board positions on committees.
- Address or resolve the following development consultant recommendations:
  - Define roles of Board Chair and Executive Director and staff in regard to interactions with major donors/major gift prospects and potential grant funders;
  - Develop description for Gift Acceptance Committee;
  - Develop description for Young Professionals Advisory Committee;
  - Review Board Structure, considering representation, term limits, etc.;
  - Review Development Committee structure, considering representation, longer term limits, donor/funder assignments; and
  - Explore options for a governance committee or governance/nominating committee.
- Consider Board composition in light of above.
- Prepare final recommendation on the need for an on-going governance committee or the combination of a governance/nominating committee.

### **Meetings**

The working group will meet regularly but at least quarterly during the three years of their term.

*Approved by the Foundation Board of Directors: September 14, 2022.*

**Support Statement:** The Governance Working Group will be critical to moving forward on many of the recommendations put forward by development consultants Schultz & Williams.

**Fiscal Impact:** Regular staff time will be required to support this working group.