

**Society of American Archivists Foundation
Board of Directors Meeting
September 14, 2022
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 Wednesday, September 14. Present for the entire meeting were Sharmila Bhatia (SAA/SAAF Treasurer), Meg Tuomala (SAA Executive Committee Member); Class B members Scott Cline, Elizabeth Joffrion, Wilda Logan, Lisa Mangiafico (SAAF Vice President), Dennis Meissner (SAAF Executive Committee Member), Gina Minks, Elizabeth Myers, Michele Pacifico, Robert Clark, and Gerrienne Schaad; and Executive Director Jacqueline Price Osafo, Finance/Administration Director Peter Carlson, and Governance Manager Felicia Owens.

Absent were Class A members Courtney Chartier (SAA President), Terry Baxter (SAA Vice President), and Kristy Martin (early-career member).

Guests included incoming Class A members Helen Wong Smith and Derek Mosley, and incoming Class B members Natalie Baur and Jessica Chapel, and Megan Sokolow (early-career member).

I. BOARD BUSINESS

A. Adoption of the Agenda

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

B. Reference

Sly noted that the following were included in the meeting materials for reference purposes:

1. [Board Meeting Minutes](#)
2. [SAA Foundation Bylaws](#)
3. [SAA Foundation Strategic Plan](#)

C. Consent Agenda: Approve June 2022 Board Meeting Minutes [CONFIDENTIAL]

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

Move Consent Items: Meissner
Second Consent Items: Schaad

Vote: PASSED (unanimous)

Following this meeting, the June 2022 meeting minutes were made available on the SAA website at: <https://www2.archivists.org/groups/saa-foundation-board-of-directors/june-15-2022-foundation-board-meeting-minutes>.

II. ACTION

A. Election of Officers

Meissner solicited nominations for Board officers via the Board discussion list in advance of the meeting. Mangiafico was nominated for President, Myers was nominated for Vice President, and Schaad 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 3

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

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

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

Move: Bhatia

Second: Minks

Vote: PASSED

Support Statement: Mangiafico, Myers, and Schaad are well qualified to serve in these important capacities for the term August 2022 to August 2023.

Fiscal Impact: None.

B. Governance Working Group

Sly and Mangiafico introduced a draft description and charge to establish a new Governance Working Group, as discussed at the June 2022 Board meeting. The Board discussed and added one item to the “Duties and Responsibilities” section: “Review any other governance matters as needed, as determined by the working group and/or the Board.” The Board then moved to agenda item II.C. to make appointments for the new working group.

MOTION 4

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 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.

- Review any other governance matters as needed, as determined by the working group and/or the Board.

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.

Move: Cline

Second: Bhatia

Vote: PASSED (unanimous)

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.

C. Committee Assignments

1. **Development Committee**
2. **Finance Committee**
3. **Grant Review Committee**
4. **Nominating Committee**
5. **Annual Meeting Award Committee**
6. **Governance Working Group**

All Board members are encouraged to volunteer to serve on one or more of the Foundation's five committees: Development, Finance (whose chair is the Treasurer), Grant Review, Nominating (whose chair is the Executive Committee member), and Annual Meeting Award Review. Volunteers are then "appointed" for a one-year term. Sly provided a Google document to ease the process of volunteering.

Mangiafico proposed that, given her and Myers's interests as Board members, that the usual roles of the President (chair of Grant Review) and Vice President (chair of Development) be suspended for this term and reviewed by the Governance Working Group. The Board agreed to suspend the usual roles and affirmed Mangiafico to serve as Development Committee chair and Joffrion to serve as Grant Review Committee chair. Myers will serve on the Development Committee and continue her work as chair of the SAA A*CENSUS II Working Group.

Meissner pointed the Board to the Nominating Committee report (agenda item IV.F.), which details the non-Board member positions confirmed by the Nominating Committee for the 2022-2023 term.

MOTION 5

That the designated committee roles of the SAAF President and Vice President be suspended for the 2022-2023 term.

Move: Mangiafico

Second: Myers

Vote: PASSED (unanimous)

Support Statement: This change will allow the Board to make appointments that better suit the strengths and interests of current Board members.

Fiscal Impact: None.

MOTION 6

THAT Myers, Lowe, Minks, and Pacifico be appointed to serve a one-year term on the SAA Foundation Development Committee; and

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

THAT Joffrion (chair), Clark, Bhatia, Baur, and Sokolow be appointed to serve a one-year term on the SAA Foundation Grant Review Committee; and

THAT Chapel, Wong Smith, and Clark be appointed to serve a one-year term on the SAA Foundation Nominating Committee;

THAT Minks, Pacifico, Myers, and Wong Smith be appointed to serve a one-year term on the SAA Foundation Annual Meeting Award Committee; and

THAT Clark (chair), Baur, Chapel, Myers, and Bhatia be appointed to serve on the SAA Foundation Governance Working Group.

Move: Meissner

Second: Minks

Vote: PASSED (unanimous)

Support Statement: These Board members are well qualified to serve in these important capacities for the term August 2022 to August 2023.

Fiscal Impact: None.

Notes:

Motion to suspend auto-roles for officers.

<https://docs.google.com/spreadsheets/d/1mJyVJUqazjg7sowgNHSzm45k8te1QPgZ5h-AQxEwZ2s/edit#gid=83705934>

D. Other Action Items from Board Members

No other action items were brought forward.

III. DISCUSSION

A. Annual Meeting Debriefing

The Foundation Board discussed impressions and feedback received about the hybrid 2022 SAA Annual Meeting.

Notes:

Overall, Foundation had great presence and visibility at the conference. Went very well!

Info table placement was very good, and the right spot to catch attendees. Thank you to all who helped staff this table!

Awards were handled well, glad to have SAAF Board member presenting those awards. Makes clearer connection to these awards.

Reception was well attended! Well timed/placed as a dessert reception.

Very good to have greeters to welcome people in. Make it clearer that this reception is open to all, this was confusing to some attendees thinking it was exclusive to the Board.

Have SAAF represented during the Annual Membership Meeting.

Grants Forum was well attended, despite being scheduled against other big forums. Need to find more opportunities to raise up our grant recipients!

Virtual Happy Hour – Gina and Wilda managed, only had 8 or so people attend, but had good conversations. Had good questions and seemed very interested in what SAAF is doing.

At the info table, many came up with general questions – have SAAF Board members ready to answer these general questions.

Lisa and Bob had conversation with Sean Ferguson (NEH), consider when/how SAAF can apply for NEH grants. New leadership at NEH, seems like a great time to reconsider collaboration. (Joffrion has connections.)

B. Other Discussion Items from Board Members

No other discussion items were brought forward.

Notes:

Need to clarify appropriate parameters for grant applications. What are the criteria, do we still have time to make any changes to this language? Prepare to make these clarifications for the next cycle, so we can address intentionally.

[ACTION] Grant Review Comm to review and revise grant application guidelines and evaluation procedures.

C. Executive Session (as needed)

The Board did not convene in executive session.

IV. Reports

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

- A. [President](#)
- B. [Vice President / Development Committee](#)
- D. [FY 2022 Donation Report / Gift Analysis](#)
- F. [Nominating Committee](#)
- G. [Interim and Final Grant Reports \(Compiled\)](#)

C. Treasurer (Financial Report)

Carlson noted that up-to-date financial reports would be made available in the near future.

E. [NDRFA Review Committee](#)

Owens noted that in late August, the committee approved two applications for institutions in Kentucky recovering from the recent historic flooding; \$10,000 was awarded in total.

Notes:

In late August, approved two grants for institutions in Kentucky, total of \$10,000 issued.

I. BOARD BUSINESS (Continued)

D. Acknowledge Retiring and Incoming Board Members

Sly recognized and thanked retiring Board members Scott Cline, Wilda Logan, and for their dedicated service to the Foundation. She also thanked outgoing Class A members Rachel Vagts and Meg Tuomala.

And the Board raised a cheer to Sly as outgoing member and President of the SAA Foundation!

Sly then acknowledged incoming Class B members Natalie Baur, Jessica Chapel, Carli Lowe, and Megan Sokolow (early-career member), as well as incoming Class A members Helen Wong Smith (SAA Vice President/President-Elect) and Derek Mosley (SAA Executive Committee Member).

Notes:

Logan: I also served on the Grants Review, the Travel Awards, volunteer for the Annual Meeting applications, and of course the Nomination Committee. I enjoyed my terms on the Board and learned a lot about SAA, marketing and board meeting function and operations. I will miss the SAAF Board and only wish the best to the Board and its new members!

E. Board Orientation

Price Osafo led an orientation session for both current and incoming Board members, covering duties and responsibilities, the SAAF strategic plan, financials, and more. An open Q&A session followed, with current Board members sharing their advice.

E. Date of Next Board Meeting

Mangiafico noted that the Board will connect via email to determine meeting dates for the 2022-2023 term.

F. Adjournment

Schaad moved and Logan seconded a motion for adjournment, and the meeting was adjourned at 3:45 pm CT.