

1 **Society of American Archivists Foundation**
2 **Board of Directors Meeting**
3 **November 2, 2024**
4 **Chicago, IL (Hybrid)**
5

6 *Agendas and background materials for SAA Foundation Board meetings are publicly*
7 *available via the SAA website at: [http://www2.archivists.org/groups/saa-foundation-board-of-](http://www2.archivists.org/groups/saa-foundation-board-of-directors)*
8 *[directors](http://www2.archivists.org/groups/saa-foundation-board-of-directors).*
9

10 Foundation Board President **Lisa Mangiafico** called the meeting to order at 9:31 a.m. CT on
11 Thursday, November 2, 2023.

12 Present for the entire meeting were Class A Directors: **Helen Wong** (SAA President), **Tomaro**
13 **Taylor** (SAA Vice President), **Sharmila Bhatia** (SAA/SAAF Treasurer), Jasmine Jones (SAA
14 Executive Member);

15 Class B Directors: **Elizabeth Myers** (Board Vice President), **Jessica Chapel**, **Elizabeth**
16 **Joffrion**, **Hope Dunbar**, **Natalie Baur**, **Nicolette Lodico**, **Carli Lowe**, **Gerrienne Schaad**;
17 **Robert Clark** (Board Executive Committee Member), **Terry Baxter** (SAA Immediate Past
18 President). and **Jack Schmitt** (SAA Foundation Early-Career Member). and Chief Executive
19 Officer **Jacqueline Price Osafo**, Chief Operating Officer **Cherie Newell**, Assistant Director,
20 Foundation **Astoria Edwards**, and Assistant Director, Governance **Tonya Glover**.

21
22 Absent: **Karen Meyer-Roux**, Class B Director
23

24 **I. BOARD BUSINESS**

25
26 **A. Adoption of the [Agenda](#)**

27
28 Mangiafico introduced the agenda. The Board agreed to re-order several agenda items to
29 accommodate and enhance the efficiency of the meeting. (Agenda items are presented in these
30 minutes based on the original sequencing to minimize confusion.).
31

32 **Bhatia** moved for adoption as presented, **Schaad** seconded, and the Board adopted the agenda
33 unanimously. **MOTION 1**
34

35 **B. Board Meeting Minutes**

36
37 Mangiafico noted that the May and June 2023 meeting minutes will be adopted via the consent
38 agenda of this meeting. The minutes will be posted to the SAA website, and SAA members will
39 be notified of the availability via *In The Loop*, the website, and social media.
40

41 **C. [Bylaws](#)**

42
43 Mangiafico noted that the Bylaws were included in the meeting materials for reference purposes.
44

45 **D. Acknowledge Conflicts of Interest**

46
47 There were no conflicts of interest among the Board of Directors.
48

49 **II. CONSENT**

50
51 The following items were adopted by consent (**MOTION 2**).
52

53 **A. Approve May 2023 Meeting Minutes**

54
55 Following this meeting, the May 2023 meeting minutes were available on the SAA website at
56 https://www2.archivists.org/groups/16869/group_minutes.
57

58 **B. Approve June 2023 Meeting Minutes**

59
60 Following this meeting, the June 2023 meeting minutes were available on the SAA website at
61 https://www2.archivists.org/groups/16869/group_minutes.
62

63 Move Consent Items: Bhatia

64 Second Consent Items: Schaad

65 Vote: PASSED (unanimous)
66

67 **III. FY24 Proposed Budget**

68 69 **A. Discuss and approve the FY24 Proposed budget and March 2023 Financials**

70
71 SAA Treasurer Bhatia provided an overview of the budget development process, including a
72 review by the SAA Foundation Finance Committee before the Board's consideration.

73 The staff had prepared a draft based on the following:

- 74
- 75 • Activities outlined in the SAA Foundation Strategic Plan
 - 76 • Operational needs and trends, with an overall goal of ensuring sustainability and growth of key programs.
- 77

78 **MOTION 3**

79
80 **THAT the FY24 Proposed Budgeted, as submitted by the SAA Finance Committee and**
81 **staff, be adopted with revenues of \$381,293, expenses of \$389,447, and a project net loss of**
82 **\$8,155**
83

84 Move: Clark

85 Second: Schaad

86 Vote: PASSED
87

88 **IV. DISCUSSION**

89 90 **A. Seeking External Funding**

91

92 The Foundation Board discussed current and future roles and policies around grant funding for
93 the SAA Foundation. The SAA Foundation Finance and Grant Review Committee will continue
94 the discussion and provide recommendations for the board's consideration.
95

96 **B. Rebranding Strategic Growth Fund**

97
98 The Foundation Board discussed potentially rebranding the Foundation's Strategic Growth Fund
99 to make the name more inspiring and descriptive of what the fund does. The SAA Foundation
100 Development Committee will provide recommendations for the Board's consideration.
101

102 **C. ARCHIVES*RECORDS 2024**

103
104 The Foundation Board discussed ideas for ARCHIVES*RECORDS 2024 and improving the
105 visibility of Foundation programs at the upcoming conference in Chicago in August 2024.
106

107 **D. Other discussion items from Board Member**

108
109 No other discussion items were brought forward.
110

111 **V. ACTIONS**

112 **A. Governance Working Group**

113
114
115 The Foundation Board discussed and approved the Governance Working Group
116 recommendations to amend the SAA Foundation Bylaws, establish a Gift Acceptance
117 Committee, and address committee terms.
118

119 **MOTION 4**

120
121 **THAT The SAA Foundation Board of Directors approves the recommendation by the**
122 **Governance Working Group to amend the bylaws for sections 5.14 and 5.14.1 regarding**
123 **the establishment of a Gift Acceptance Committee and addressing committee terms.**
124 **(yellow-highlight: addition; underline: deletion)**
125

126 **Support Statement:** The amendments to SAA Foundation Bylaws sections 5.14 and 5.14.1
127 advance the purpose and goals of the Foundation by formally creating the Gift Acceptance
128 Committee, a joint committee of Foundation Board and SAA Council officers or members. This
129 committee will ensure that the Foundation is in full compliance with the Gift Acceptance Policy
130 previously adopted by the Foundation Board. The amendment related to other committee service
131 will also ensure a continuity of operations and the perpetuation of knowledge across Board
132 committees.
133

134 **Impact on Strategic Priorities:** The proposed amendments support the SAA Foundation's
135 strategic priorities by creating a more formal structure to support growing funds and receiving
136 additional financial resources in a responsible manner (SAAF Strategic Goal 2). The proposed

137 amendments also strengthen SAA Foundation governance and infrastructure (SAAF Strategic
138 Goal 3).

139
140 **Fiscal Impact:** No Impact

141
142 Move: Clark
143 Second: Schaad
144 Vote: PASSED

145
146 **B. Communication Subcommittee (sunset)**

147
148 The Foundation Board discussed and approved the recommendation to disband the SAA
149 Foundation Communication Subcommittee of the Development Committee.

150
151 **MOTION 5**

152
153 **THAT the SAA Foundation Board disband the Communications Subcommittee.**

154
155 **Support Statement:** Disbanding the Communications Subcommittee will allow us to allocate
156 our resources more effectively, eliminate any potential conflicts or overlaps in responsibilities,
157 and focus on our core mission more efficiently.

158
159 **Impact on Strategic Priorities:** Disbanding the Communication Subcommittee aligns with Goal
160 2.1. Clarify and enhance SAA Foundation’s branding and identity and Goal 2.2. Diversity and
161 expand SAA Foundation’s donor community and funding streams.

162
163 **Fiscal Impact:** No fiscal impact

164
165 Move: Schaad
166 Second: Bhatia
167 Vote: Passed

168
169 **C. Other Action Items**

170
171 No other discussion items were brought forward.

172
173 **I. BOARD BUSINESS**

174
175 **D. Adjournment**

176
177 The Foundation Board meeting was adjourned at 3:00 pm CST.

178

179 **Society of American Archivists Foundation**
180 **Board of Directors Meeting**
181 **November 3, 2024**
182 **Chicago, IL (Hybrid)**
183

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186 *[directors](http://www2.archivists.org/groups/saa-foundation-board-of-directors).*
187

188 Foundation Board President **Lisa Mangiafico** called the meeting to order at 9:30 a.m. CST on
189 Friday, November 3, 2023.

190 Present for the entire meeting were Class A Directors: **Helen Wong** (SAA President), **Tomaro**
191 **Taylor** (SAA Vice President), **Sharmila Bhatia** (SAA/SAAF Treasurer), Jasmine Jones (SAA
192 Executive Member);

193 Class B Directors: **Elizabeth Myers** (Board Vice President), **Jessica Chapel**, **Elizabeth**
194 **Joffrion**, **Hope Dunbar**, **Natalie Baur**, **Nicolette Lodico**, **Carli Lowe**, **Gerrienne Schaad**;
195 **Robert Clark** (Board Executive Committee Member), **Terry Baxter** (SAA Immediate Past
196 President). and **Jack Schmitt** (SAA Foundation Early-Career Member). and Chief Executive
197 Officer **Jacqueline Price Osafo**, Chief Operating Officer **Cherie Newell**, Assistant Director,
198 Foundation **Astoria Edwards**, and Assistant Director, Governance **Tonya Glover**.

199
200 Absent: **Karen Meyer-Roux** (Class B Director)
201

202 **VI. STRATEGIC INITIATIVES**

204 **A. [Review: SAA Foundation Strategic Plan](#)**

205
206 The Foundation Board reviewed and updated the FY23-25 Strategic Plan. A new dashboard has
207 been created and added to the website; [click for more details](#).
208

209 **VI. Reports**

211 **A. President**

212
213 The SAA Foundation President Magnifico provided a verbal report regarding the planning and
214 initiatives of the SAA Foundation during the 1st quarter of FY24.
215

216 **B. [Development Committee](#)**

217
218 Myers provided an update on the Development Committee; the Board reviewed and discussed
219 the 1st quarter report.
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221 **C. Chief Executive Officer**

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223 The CEO, Price Osafo provided a verbal update regarding SAA Staff hires and transition.

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D. Gift Report

Bhatia provided an overview of the Gift Report, which the Foundation Board reviewed and discussed.

E. Grant Review Committee

Joffrion provided an update on the activities of the Grant Review Committee; the Foundation Board reviewed and discussed the report.

F. Annual Meeting Award Committee

Chapel and Myers provided an overview of the Annual Meeting Award Committee; the Foundation Board reviewed and discussed the report.

G. Nominating Committee

Clark provided a verbal update for the nominating committee; the Foundation Board discussed the nomination criteria for the upcoming SAA Foundation Board & committees call for nominations.

H. NDRFA Review Committee

Bhatia provided an update on the activities of the NDRFA Review Committee. During the 1st quarter of FY24, no NDRFA application requests were received for the committee to review.

I. BOARD BUSINESS (Continued)

E. Meeting Debriefing / Next Board Meeting

The Foundation Board briefly reflected on the highlights from the meeting and suggested improving future virtual Foundation Board meetings.

F. Adjournment

Bhatia moved, and Schaad seconded a motion for adjournment. The meeting was adjourned at 12:30 p.m. CST.