

**Society of American Archivists Foundation
Board of Directors Meeting
November 2-3, 2023
Chicago, IL (Hybrid)**

**Governance Working Group: Bylaw amendment creating Gift
Acceptance Committee and Address Committee Terms
(Prepared by: Robert Clark, Chair and Astoria Edwards, Foundation Assistant
Director)**

BACKGROUND

Describe why this Action Item/Discussion Item is being submitted.

- The SAA Foundation Board previously adopted the Gift Acceptance Policy which created a Gift Acceptance Committee.
- Because the Gift Acceptance Committee is composed of both SAA Foundation Board and SAA Council officers, the Gift Acceptance Committee should be formally established through the Foundation's Bylaws.
- This revision also clarifies and provides structure to Board Directors and non-Board service on the various Foundation committees.

Provide historical context for the issue.

- Given that the Gift Acceptance Committee comprises both the SAA Foundation Board and SAA Council officers, it is necessary to establish the Committee through the Bylaws formally.
- This ensures that the Gift Acceptance Committee is an ongoing committee not subject to future elimination or alteration through simple Board action alone.
- This section may be subject to future amendment depending upon the outcome of a closer examination of the use and need for an Executive Committee of the Foundation Board.
- The provision on committee assignment and terms of service was included to clarify a confusing and opaque process of committee assignments, support the continuity of operations, and prevent knowledge loss.

Current Sections:

Section 5.14 Committees. The Board of Directors may create one (1) or more Board committees and appoint members of the Board and other persons (non-Board members) to serve on the committee or committees, except for the Executive Committee, which must be composed entirely of members of the Board.

5.14.1 Appointment and Term. Except where otherwise specified, all committee chairs and committee members shall be appointed by, and shall serve at the pleasure of, the Board of Directors. Committee appointments shall be made annually, except as otherwise determined by the Board.

Revised Sections:

Section 5.14 Committees. The Board of Directors shall create two standing committees: the Executive Committee and the Gift Acceptance Committee. The Executive Committee shall be composed solely of directors of the Board. Membership in the Gift Acceptance Committee shall be governed by the terms of a Gift Acceptance Policy as approved by the Board. The Board may create one (1) or more additional Board committees and appoint members of the Board and other persons (non-Board members) to serve on such additional committees.

5.14.1 Appointment and Term. Except where otherwise specified, all committee chairs and committee members shall be appointed by and shall serve at the pleasure of the Board of Directors. Committee appointments shall be made annually, except as otherwise determined by the Board. There is no requirement that Board members rotate among the various Board committees. Board members may self-nominate to continue their service on assigned committees from year to year to ensure continuity of operations and prevent knowledge loss. Similarly, non-board members may serve for up to two years on the committee to which they are appointed.

RECOMMENDATION(S)

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

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

Impact on Strategic Priorities: The proposed amendments support the SAA Foundation's strategic priorities by creating a more formal structure to support growing funds and receiving additional financial resources in a responsible manner (SAAF Strategic Goal 2). The proposed amendments also strengthen SAA Foundation governance and infrastructure (SAAF Strategic Goal 3).

Fiscal Impact: No Impact