

# Council Minutes

*June 6-7, 1998 Meeting, O'Hare Hilton, Chicago, Illinois*

## **Saturday, June 6, 1998**

President William Maher called the meeting to order at 8:30 a.m. Saturday June 6, 1998. Present were Vice President Luciana Duranti, Treasurer Robert Sink, and Council members Valerie Browne, Bruce Bruemmer, Fynnette Eaton, Anne Gilliland-Swetland, Lori Hefner, Peter Hirtle, Karen Jefferson, and Helen Tibbo. Also present were incoming Council member Jane Kenamore, Executive Director Susan Fox, and meetings consultant Debra Mills. Absent: Sharron Uhler.

### **Adoption of the Agenda**

Eaton moved and Bruemmer seconded the motion to adopt the agenda. PASSED.

### **Approval of the Minutes**

Bruemmer moved and Tibbo seconded the motion to approve the amended minutes of the January 23-25, 1998 Council meeting. PASSED. Over the objections of the Executive Director who expressed deep concern about legal liability, Hefner noted that the research she conducted on the Special Projects Funds could not have been undertaken with the minutes as they are currently being prepared. Fox said the purpose and intent of producing minutes is to establish a record of actions taken by the corporate body. Legal counsel advised her that a more fulsome record places the Society at risk.

### **Report of the Executive Committee**

Bruemmer reported on five electronic mail votes taken by the Executive Committee. 1) On February 25, 1998 the Executive Committee approved a letter by the SAA President to members of the House Oversight Committee protesting the termination of the position of Archivist for the House of Representatives. 2) On February 25, the Executive Committee also referred to the Ethics Committee for examination and recommendation a letter calling into question pending actions relating to a descendent of an individual whose papers were already in an archives. 3) On March 4, the Executive Committee approved a letter from Maher to express SAA's concern on the matter of pending National Institutes of Health regulations on the use of human subjects and their effect on oral history projects. 4) On March 23, the Executive Committee approved a draft EAD grant proposal to the Institute of Museum and Library Services. 5) On May 15, the Executive Committee approved the Treasurer Sink's request to release \$38,000 in funds to commission a professional survey firm to conduct a membership survey. The Task Force on Dues and Member Benefits recommended this action and the SAA office later solicited requests for proposals. Hefner expressed interest in reviewing the survey before distribution. Maher and Sink clarified that the survey was the product and responsibility of the task force and that a very tight deadline precluded full Council review. Fox agreed to send Hefner a draft for review with the understanding that it would need a 24-hour turnaround.

Bruemmer also reported that the Executive Committee accepted the FY99 SAA salary budget as recommended by Fox and the FY99 budget to be presented at this meeting for Council adoption.

### **Report of the President**

Maher reported on intellectual property and copyright legislation in Congress. He recommended that SAA continue to provide specific legislative language when commenting on bills as a particularly effective means of promoting and clarifying our position on issues. He also recommended that SAA work with the U.S. Copyright Office on these issues.

Maher then reported on the spring NCC meeting. He recommended that whenever possible the SAA should send either a member of Council or an officer to attend the NCC Board Meetings if the Executive Director is unable to make the commitment.

Council entered into executive session to discuss the Executive Director's contract renewal. Maher described the 1997-1998 Executive Director evaluation process. The Executive Committee recommended that the contract be extended to a term of April 1, 1999 - March 31, 2000. PASSED.

### **Report of the Vice President**

Duranti reported progress on appointments and said she would have formal letters out to appointees by the end of June.

### **Report of the Treasurer**

Sink presented the April 30, 1998 income and expense statement and presented the proposed FY99 budget. Maher said that the annual target contribution to the reserve fund should be 3% (\$33,000) of the operating budget, which SAA would not be able to meet in the current fiscal year nor in the next. He noted that the society had not yet met its target of a six month reserve.

Hefner said that she did not agree with the concept of a six month reserve. She said it was a matter of risk analysis and as such she could not foresee an event that would incur the need for a six month reserve. She recommended only three months, which is the current reserve.

Duranti expressed her concern that the proposed FY99 budget reflected status quo for the publications program and that she saw no progress in this area, especially in producing translations. She said the Society needed other robust publications than merely the Archival Fundamental Series, and translations represented an untapped market.

Sink also reported that he was drafting an investment policy to be presented to Council at the September 1 meeting.

### **Report of the Executive Director**

Fox presented Education Director Joan Sander's proposal to develop an Internet-based distance education course. Sander requested \$10,000 from the Education Endowment to subsidize startup costs in developing the course. Council expressed support in moving in the direction of distance learning but requested that Sander amplify the proposal with a business plan. Fox agreed to address this issue with Sander and to present a more extensive proposal at the September 1 Council meeting.

Fox introduced a memo from Steve Hensen requesting permission to pursue an SAA application to NEH to provide for ongoing support and maintenance of EAD and the revision of APPM over the next three years. A significant portion of the funding would go toward hiring a Descriptive Standards Officer for SAA.

Hirtle moved and Browne seconded the motion accepting Hensen developing a proposal to the NEH. Gilliland-Swetland commented that the Society needed more workshops on description in general and encouraged Hensen to build in workshops on description issues such as authority control. Maher expressed fiduciary concern whether SAA would be required to maintain the position beyond the three years funded by NEH. Fox said that would not be the case. PASSED.

Fox reported on an ARMA sponsored "Records and Information Management" meeting of 18 allied associations. The purpose of the meeting was to explore potential areas of collaboration among the associations and to leverage influence and resources in areas of common concern. The associations agreed to move toward creating an Information Management Collaborative. Fox presented an enabling resolution from the meeting for Council approval.

Hirtle moved approval of the following resolution: "In the spirit of promoting the common interests of information management, the Society of American Archivists hereby adopts this resolution of cooperative effort with related organizations. The Information Management Collaborative (IMC) includes: 1) adoption of a mission/vision statement; 2) identification and communication of areas of commonality, and 3) identification of collaborative efforts." PASSED.

The sense of Council was not to formally commit to the proposed collaborative until it had the opportunity to review the mission/vision statement, but to allow the Executive Director to participate in the process of developing one.

### **Council Committee on Committees**

Eaton moved and Duranti seconded the motion to accept a petition from the Committee on the Status of Women to be transformed into Women's Professional Archival Issues Roundtable. PASSED, with Browne and Hefner voting nay. Hefner said, and Browne agreed, that it was a mistake for this group to become a roundtable because of the programmatic issues involved which needed continued Council support at the Committee level.

Maier expressed his appreciation for Eaton's work with Laurie Baty, Committee chair, on this issue.

Council received a report from the Public Information Committee discussing its purpose and functioning. After discussion, Bruemmer moved and Hefner seconded the motion to accept the recommendations of the co-chairs of the Public Information Committee that Council dissolve the committee. PASSED.

Bruemmer recommended Maier thank the co-chairs and the committee members for their good work. Bruemmer noted that Council would need to follow up on the Jameson award and reassign its stewardship to the Reference, Access and Outreach Section. Browne said she would be the liaison with the Awards Committee to identify an appropriate successor to the Public Information Committee representation on the Jameson Award.

Eaton reported she had contacted the Legal and Legislative Affairs committee to receive feedback regarding possible future directions for the committee. One member responded, saying that legal and legislative issues were better addressed within Council rather than within a committee structure. She noted that Maher received a letter from the chair of the committee expressing dissatisfaction with the TFOE recommendation and the process, but other than these two individuals no other member of the committee responded. Hirtle noted that there are more legal and legislative issues on the horizon than Council may be able to address directly. He suggested that Council should start thinking about alternative mechanisms and structures for addressing these issues.

Eaton moved and Duranti seconded that Council dissolve the Legal and Legislative Affairs Committee. PASSED.

Eaton then introduced guidelines for a proposed Appointments Committee which up until that time had been acting on an ad hoc basis. Following Council discussion, Eaton moved and Duranti seconded adoption of the guidelines. Duranti offered a friendly amendment to the motion to set the size of the committee to "three to six" members. Hefner seconded. PASSED.

### **Council Committee on Sections and Roundtables**

Hefner introduced a list of Frequently Asked Questions to help members of Sections and Roundtables better understand Society procedures. She stressed that these are units of member interest of the Society and that it is important that Council strive to overcome the perception on the part of sections and roundtables that leadership considers them a problem. Hefner recommended that the FAQs be made widely available.

After Council discussion of the status and efficacy of the three-year plan reporting procedure formerly required of SAA units, including Committees, Sections, and Roundtables, as a service to CGAP but unused since CGAP's demise, Eaton moved and Browne seconded the motion to bring the Council Handbook into conformance with current practice by deleting references to three-year plans from the Council Handbook and changing "current activity reports" to "annual report" on the previous year's activities and anticipated/projected activities for the coming year. PASSED.

Jefferson informed Council that the Archivists and Archives of Color Roundtable are considering making a request to rename the Minority Student Award in honor of Dr. Harold Pinkett. Council expressed its willingness to accept a request for such a change. Jefferson is to advise the AACRT to make the request to the Awards Committee. She will advise the Awards Committee Chair that a request may be coming.

### **Council Committee on Boards, Representatives and Task Forces**

Eaton introduced the interim report of the Task Force on the Annual Meeting. Maher noted the Task Force request for an extension to its original timetable which had specified a final report be submitted to Council at the 1998 annual meeting. Instead, the Task Force requested submitting its final report for the winter meeting in order to gather further information from attendees at the 1998 meeting. Maher said he agreed to the extension.

Sink introduced the interim report from the Task Force on Dues and Member Benefits. Jefferson noted that although Council assumed that supporting 81 units was too expensive she would prefer to see more data to clarify that assumption. Council agreed that the task force should identify such costs and to also include an assessment of the potential benefits of a multi-unit organizational structure.

Jefferson introduced the interim report from the Task Force on Diversity. Bruemmer responded favorably to the report but cautioned against the inclusion of "social responsibility" in report language because it could open up a host of unrelated issues. Maher stated his concern about how the recommendations of the task force would be communicated to membership. He said the suggested activities could be interpreted as mandates for Council to enact immediately when in fact they would need years to develop and implement. He also expressed concern about the task force proposing a new committee. He said he would like to see more work on the details of establishing a rationale for the committee.

Duranti introduced the final report from the Task Force on International Involvement. After Council discussion, Hefner moved and Eaton seconded the motion that Council express its appreciation to the Task Force on International Involvement for its work to date and to let the task force members know that their concerns will be folded into the strategic planning process and further actions will be based on the outcome of the strategic plan. PASSED.

Hefner moved and Sink seconded the motion that Council disband the Committee on International Archival Affairs as proposed by TFOE and the Task Force for International Involvement and encourage former members of the Committee to now become a roundtable. PASSED, with Hirtle and Eaton abstaining.

Duranti raised the issue of SAA funding for international representation, especially for the representative to the ICA Section on Professional Associations (SPA). After discussion, Maher articulated the apparent Council consensus that the Society needed to survey which international groups are advantageous for SAA representation as well as options available to SAA for funding such positions and from those establish a priority order. He noted further consensus that Council was not in a position to make a funding recommendation regarding the SPA representative in the FY99 budget and for the time being would maintain the status quo.

Maher said he would write a letter thanking Karen Benedict and all the members of the Task Force on International Involvement commending their good work.

Bruemmer reported on plans for the Editorial Board to develop an RFP for potential outsourcing of the journal's operations. He said he was late in contacting the editor of the journal, Philip Eppard. Eppard reported that the Editorial Board would be forming a working group by the Orlando annual meeting and begin work there. Maher expressed impatience on the issue. He said he was troubled that the Editorial Board would not have the RFP completed by the end of the meeting.

Duranti moved and Eaton seconded the motion that Council order the Editorial Board to complete the RFP by the conclusion of the Orlando meeting. PASSED with Bruemmer abstaining.

Browne introduced revised guidelines for a Standards Committee to replace the Standards Board.

Browne moved and Eaton seconded the motion that the Council Handbook be revised to amend appointment terms for all committees to read "Unless otherwise stated, the normal term of appointment is three years which begins at the end of the SAA annual meeting. Reappointments for one term may be made for extraordinary circumstances." PASSED.

Hefner moved and Tibbo seconded the motion that Council adopt the Standards Committee guidelines as amended; that the Standards Committee's attention be called to the revisions and further informed that Council's objective was to move on the guidelines. If that is problematic the Committee should communicate such to Council. PASSED.

Hirtle moved and Eaton seconded dissolution of the Standards Board and the Committee on Archival Information Exchange. PASSED.

## **SUNDAY, JUNE 7**

Maher convened the meeting at 8:30 a.m.

### **Proposed Revised Charge for Representatives**

Bruemmer introduced a proposed revised charge for SAA representatives. After Council discussion, Maher asked Bruemmer to devise a matrix of representatives, the costs needed to support them (both to SAA and the representative body), their purpose and the benefits they have brought or are bringing to the Society. He said the sense of Council was that Bruemmer and Browne should revise the Council Handbook guidelines for representatives, review them with their Council subcommittee and present the revised guidelines to Council for vote.

### **Proposal for the Archives Listserv**

Bruemmer reported that he received four responses to the advertisement for a listserv manager, three of which were SAA members. He selected Weston Thompson from Kentucky, with Bill Landis as a co-manager.

Bruemmer said the only problem was that Thompson's listserv software was an earlier version than the one currently used by John Harlan, and therefore the list would lose some of its functionality. However, Harlan said he would be willing to maintain that functionality separately.

Maher asked that Hirtle, Tibbo and Bruemmer develop a Memo of Understanding between SAA and Thompson.

### **Special Projects Fund Research**

Browne presented results of her and Hefner's research into the minutes and archives of the Society's special projects funds. She commended Frank Cook for his helpfulness in providing documentation. She noted that SAA will need to clarify in its investment policy the differences between endowments and special projects funds.

### **Student Chapters**

Tibbo reported she was in the process of setting up a student chapter listserv, which will include faculty advisors and, if possible, a standing email address for each chapter. Maher inquired about plans for a student chapter meeting at the annual meeting. Tibbo said she regularly attends those meetings and in Orlando will discuss the student listserv among other communication issues. She encouraged Council and staff to also attend these meetings. Gilliland-Swetland said it's important to get to the student chapters as much as possible throughout the year.

### **Council Exemplary Service Award**

Hirtle moved and Browne seconded revising the purpose and criteria for selection of the Council Exemplary Service Award to the following: "Created by Council in 1980, at the request of the Committee on the Selection of SAA Fellows, this citation recognizes a special contribution to the archival profession, and especially to the SAA, that is not eligible for one of the other awards given by the Society. It is given on occasional basis at the discretion of Council or upon recommendation to Council by the Awards Committee." PASSED

Hefner moved and Eaton seconded the motion to present the Council Exemplary Service Award to Dennis Harrison. PASSED.

Hirtle moved and Eaton seconded the motion to present the Council Exemplary Service Award to Kris Kiesling. PASSED.

### **Position Descriptions for Council and Officers**

Fox noted that due to Uhler's vacancy, the position descriptions for Council and Officers had not been developed. She said she would present draft descriptions at the next Council meeting.

Maher reassigned liaison duties originally held by Uhler. He said he had not received an official letter of resignation, but given the closeness of the end of her term, it did not seem necessary to appoint a replacement.

### **Petition to Form an EAD Roundtable**

Hirtle moved and Hefner seconded the motion to accept the petition to form an EAD Roundtable. PASSED.

### **Draft Definitions of SAA Organizational Units**

Maher and Fox agreed to review the Council Handbook to ensure that the definitions of SAA committees, boards and task forces conform to the definitions initially developed by the Task Force on Organizational Effectiveness and amended and approved by the Council in January 1997.

### **Selection of Council Members to the Executive and Nominating Committees**

Council elected Hirtle to the 1998-1999 Executive Committee. Council selected Browne and Gilliland-Swetland to serve on the Nominating Committee.

### **Alger Hiss Grand Jury Records**

Hefner moved that Council join as co-plaintiff with the OHA and the AHA, along with distinguished individuals, historians and archivists in a lawsuit to unseal the historical records of the grand jury that indicted Alger Hiss. Browne seconded. PASSED.

Hefner said the case spoke to the archival issues of balanced access. Eaton said she would like to see archivists speak to the historical aspects as well. Hefner said it would be good to locate five distinguished archivists to join with the distinguished historians in submitting affidavits.

Maher thanked Hefer for her work on this issue.

### **SAA Strategic Planning**

Maher said Council needed to develop a framework to begin constructing a new strategic plan in order to begin the process at the Orlando meeting and have a plan in place by the 1999 Pittsburgh meeting. Gilliland-Swetland offered to author a framework for Council review.

Maher said Council also needed to analyze what the Society had and had not accomplished against the existing plan, incorporating a description of the process to follow to move the Society toward having a revised plan in place by 1999. Gilliland-Swetland, Tibbo, Jefferson, Maher and Fox agreed to work together on the analysis.

### **Ethics Committee**

Council discussed proposed guidelines developed by the Ethics Committee to respond to ethics complaints. Gilliland-Swetland said she would discuss Council concerns with the guidelines with the committee and report back to Council at the next meeting.

**Council Reorganization**

Bruemmer said he would write up a proposal for reorganization and present at the next Council meeting.

**Adoption of the FY99 Budget**

Sink moved and Hefner seconded adoption of the FY99 budget. PASSED.

Sink read the to-do list.

Council adjourned at 1:30 p.m.