

**Society of American Archivists
Foundation Board Meeting Minutes
January 23, 2013
SAA Headquarters
Chicago, Illinois**

SAA Foundation President Fynnette Eaton called to order the meeting of the Foundation Board of Directors at 9:00 am on Wednesday, January 23. Present were SAAF Board members Jackie Dooley, Danna Bell-Russel, Mark Duffy, Chuck Martin (via speaker phone), Donna McCrea, Ben Primer, and Gregor Trinkaus-Randall; and Executive Director Nancy Beaumont and SAA Finance/ Administration Director Tom Jurczak. Dooley, Duffy, McCrea, Primer, Trinkaus-Randall, Beaumont, Jurczak, and SAA Program Coordinator Rene Mueller also met from 6:00 pm to 9:00 pm on Tuesday, January 22, to brainstorm about various items.

I. BOARD BUSINESS

A. Adoption of the Agenda

Eaton introduced the agenda. She noted that because the Foundation Board did not yet include a sufficient number of Class B members (i.e., at least one more than the total number of Class A members, or six), the Board would be limited to discussing a variety of items but could not take official action.

B. January 2012 Minutes (Approved November 2012)

Eaton noted that the January 2012 meeting minutes were adopted unanimously by the Foundation Board during a conference call on November 13, 2012, and were posted on the website soon thereafter. (Note: Because the SAA Council served as the Foundation Board until July 2011, Foundation Board minutes were posted in combination with SAA Council minutes until that time.) Availability of the minutes was announced via *In the Loop* and the SAA website. See: <http://www.archivists.org/governance/minutes/index.asp>.

C. November 2012 Conference Call Notes

Board members reviewed the draft notes of the November 13, 2012, conference call, during which the Board discussed an SAA request for funding for a representative to the International Council on Archives (see Agenda Item 0113-II-A); potential new Class B Board members; the status of the Annual Appeal; and the idea of appointing one or more Foundation committees (see Agenda Items III-B-1 and III-B-2).

D. Reference: Past Actions

Eaton noted that a written summary of all Foundation Board actions had been updated and would be included with the Board's materials at each meeting.

E. Reference: Articles of Incorporation and Bylaws

The Foundation Articles of Incorporation and Bylaws were included in Board materials for the reference of all Board members.

II. ACTION ITEMS

A. Request for Funding of SAA Representative at International Council on Archives Meetings

For many years, Trudy Huskamp Peterson served as the Society of American Archivists' (SAA) and the Academy of Certified Archivists' (ACA) representative to the International Council on Archives (ICA). SAA and ACA have had a long-standing agreement to share equally the expenses for Peterson's travel to two ICA meetings each year: the ICA annual meeting and the ICA Section on Professional Associations annual meeting. Although SAA had budgeted for 50% of Peterson's ICA expenses each year (through the Margaret Cross Norton Fund, which was housed within the SAA Special Funds prior to incorporation of the Foundation in July 2011), seldom in the past 9 years had she sought reimbursement for her travel.

With Peterson's retirement as ICA representative in August 2012, SAA and ACA agreed to appoint Gregor Trinkaus-Randall to serve as their joint representative to the two ICA meetings in FY 2013 (the August 2012 ICA Congress in Brisbane, Australia, and the April 2013 ICA SPA annual meeting, currently scheduled for Paris). Trinkaus-Randall is not able to waive his reimbursement for attendance at the two ICA meetings.

As of July 2011, the unrestricted Norton Fund is now part of the Foundation. With Peterson's retirement from her long-standing service as SAA/ACA representative to ICA, it is likely that SAA will incur at least 50% of the expenses for the representative's travel to two ICA meetings annually. ACA currently is evaluating whether it will be able to continue to support 50% of the representative's travel.

At its January 2011 meeting, the Foundation Board adopted the following among its Funding Priorities, FY 2011 – FY 2014: "Opportunities for international exchange and professional development." Given the Foundation's interest in supporting opportunities for international exchange, the SAA Council requested that the Board consider granting funding from the Margaret Cross Norton Fund in the amount of \$3,500 to support travel of the SAA representative to two ICA meetings in FY 2013.

Given an insufficient number of Class B members, the Foundation Board did not take action on the request. However, several Board members suggested that the SAA Council should consider whether international issues are of sufficient interest and concern to SAA to warrant inclusion of ICA representation in the SAA operations budget.

B. Election of Officers (President, Vice President, Treasurer)

Board members expressed interest in having a full membership in place before selecting officers.

III. DISCUSSION ITEMS

A. Recommendations for Class B Members

The Board had a lively discussion of potential Class B members, developed a ranked list, and obtained consent to serve from three exceptionally well-qualified individuals. They then sought consents to serve from each of the individuals before crafting a recommendation to the Corporate Member (the SAA Council) for election of each. Following are the recommendations that will be considered at the SAA Council's January 23 – 26 meeting:

- Ann Russell, retired from the Northeast Document Conservation Center, for a one-year term (2013-2014).
- Becky Haglund-Tousey, associate director of archives and information resources for Mondelez International, for a two-year term (2013-2015).
- Carla Summers, executive director of the Alachua County Historic Trust of Gainesville, Florida, for a three-year term (2013-2016).

B. Foundation Committees

1. Finance Committee

The SAA Foundation does not have a Finance Committee. Prior to adoption of the current bylaws and creation of a Board of Directors separate from the SAA Council, the SAA Finance Committee provided oversight for the (501[c]3) Special Funds.

Beaumont noted that best practice for association foundations suggests that the SAA Foundation would be wise to appoint a Finance Committee to provide oversight of the Foundation's investment portfolio. This function cannot be assigned to the SAA Finance Committee.

She posed the following questions for the Board's consideration:

1. Does the Foundation Board wish to create a Foundation Finance Committee?
2. If so, what duties and responsibilities would it want to assign?
3. How does the Board wish to go about making appointments to the Finance Committee?

The Board discussed these questions and assigned Duffy to draft a simple charge for a Foundation Finance Committee. The Board will consider the draft description and appointment of Finance Committee members as soon as it has a sufficient number of Class B members to take action.

2. Development Committee

The current description of the SAA Foundation Development Committee was adopted by the Foundation Board of Directors in May 2006 and revised in May 2010:

SAA Foundation Development Committee

Established: May 7, 2006

Official Charge:

I. Purpose

The SAA Foundation Development Committee reports to the Foundation Board of Directors and is responsible for developing and implementing plans to raise funds to support the long-term viability of the SAA Foundation and its priorities.

II. Committee Selection, Size, and Length of Term

The committee consists of the following members: SAA President, Foundation Board chair, SAA Executive Director, and two individuals to be appointed by the Board chair. If the SAA President and the Board chair is the same person, an additional individual will be appointed to the Committee.

Committee members are selected on the basis of one or more of the following: fundraising experience, ties with the corporate community, expertise in obtaining grant funding. Individuals who are appointed to the committee will serve a three-year term.

III. Reporting Procedures

The Committee reports to the SAA Foundation Board of Directors at each of the Board's meetings.

IV. Duties and Responsibilities

- Adhere to all laws and to Foundation policies and procedures as established by the Board of Directors.
- Working with the Foundation Board of Directors and staff, define and periodically review the short-term and long-term funding needs of the organization.
- Develop and implement short-term and long-term communication plans that identify and rank potential donors (both inside and outside of the archives profession), messages, tactics, and strategies.
- Consider the full range of development opportunities, including (but not limited to) annual giving campaigns, special campaigns (e.g., associated with a special anniversary or event), grant funding, major gifts (i.e., outright gifts from income, such as cash or securities), and planned giving (i.e., gifts of assets), provided that opportunities are consistent with adopted gift acceptance policies and procedures.
- Review and report on progress made toward fundraising goals.
- Inspire the full Board of Directors to participate in fundraising efforts and to make personal financial donations.

- Consider how and when to involve external fundraising experts, and make recommendations as appropriate to the Foundation Board.

V. Meetings

The Committee meets annually in conjunction with the SAA Annual Meeting and at other times, as needed, with Foundation Board approval.

Approved by SAA Special Funds (Foundation) Board of Directors: May 7, 2006

Revised: May 26, 2010

Beaumont posed the following questions to the Board:

1. Does the Foundation Board wish to make any changes in the current description of the Foundation Development Committee?
2. How does the Board wish to go about making appointments to the Development Committee?

The Board discussed these questions, agreed that it is important for the Foundation to have a Development Committee, and assigned Primer to review and revise the current charge as necessary. The Board will consider the draft description and appointment of Development Committee members as soon as it has a sufficient number of Class B members to take action.

C. Ideas for 2013 Development Activities

Board members held a brief discussion of potential development activities for 2013, but agreed that a Development Committee should take the lead on preparing a development plan.

D. Other Discussion Items from Board Members

No other discussion items were brought forward.

IV. REPORTS

A. 2012 Development Activities

Eaton, Dooley, and Beaumont provided verbal updates on development activities undertaken in 2012, principally the annual appeal.

B. Year-To-Date Financials

For the six months ending December 31, 2012, the SAA Foundation posted a net gain of \$47,591. With unrealized gains on investments amounting to \$24,234, the operational net gain for the six months ending December 31, 2012, was \$23,356.

C. 2012 Summary of Funds

The Board reviewed current fund balances.

2012 Summary of Donors

The Board reviewed the list of 2012 donors.

E. SAAF Interim Actions

Per a November 13, 2012, discussion and vote of the Foundation Board, the minutes of the January 2012 SAAF Board of Directors meeting were adopted (see Agenda Item 0113-I-B).

I. BOARD BUSINESS (Continued)

A. Adjournment

The Foundation Board meeting was adjourned by general consent at noon.