

**Society of American Archivists Foundation
Board of Directors Meeting
August 15, 2014
Marriott Wardman Park Hotel
Washington, D.C.**

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>. See Appendix A to these minutes for interim actions taken by the Foundation Board of Directors between January 1 and December 31, 2013, and Appendix B for interim actions taken by the Board between January 1 and August 14, 2014.

Foundation Board President Fynnette Eaton called the meeting to order at 1:10 pm on Friday, August 15. Present for the entire meeting were Class A members Danna Bell (SAA President), Mark Duffy (SAA Treasurer), and Bill Landis (SAA Executive Committee member); Class B members Carla Summers (Foundation Vice President), Larry Gates, Brenda Gunn, Waverly Lowell, Chuck Martin, Ben Primer, Ann Russell, and Becky Haglund Tousey; Tanya Zanish-Belcher (Incoming SAA Executive Committee member); and Executive Director Nancy Beaumont, Finance/Administration Director Peter Carlson, and Program Coordinator René Craig. Jackie Dooley (SAA Immediate Past President) and Kathleen Roe (SAA Vice President/President-Elect) attended a portion of the meeting. Lucinda Manning attended as a guest observer of the meeting.

I. BOARD BUSINESS

A. Adoption of the Agenda

Eaton introduced the agenda. Bell moved for adoption as presented, Lowell seconded, and the Board adopted the agenda unanimously. **(MOTION 1)**

B.1. Reference: January 2014 Minutes

Eaton noted that the January 2014 meeting minutes were adopted by online vote of the Foundation Board on February 18 and posted on the SAA website immediately. SAA members were notified of availability of the minutes via *In The Loop*, the website, and social media.

B.2.-4. Reference: Pre-2013 Actions, Articles of Incorporation, and Bylaws

Eaton encouraged Board members to review actions taken prior to 2013 and to become familiar with the Foundation's Articles of Incorporation and Bylaws as a means of understanding the Foundation's evolution.

II. DISCUSSION ITEMS

A.1. Finance Committee: Proposed FY2015 Foundation Budget

Treasurer Mark Duffy provided an overview of the budget. SAA Finance/Administration Director Peter Carlson outlined the structure of the various funds, answered questions about donations and the Foundation functions as a 501(c)(3) organization, and summarized plans for modifying financial reporting in the future.

MOTION 2

THAT the FY 2015 Foundation Budget, with a fund balance at year-end FY14 of \$955,955.43, projected revenues of \$113,917.95, and projected expenses of \$95,611.82, be adopted.

Support Statement: The budget represents a realistic work plan for the Foundation that places appropriate emphasis on developing the organization's fundraising and grant-making capacities.

Move: Duffy

Second: Bell

Vote: PASSED (Yes: Bell, Duffy, Gates, Gunn, Landis, Lowell, Martin, Primer, Russell, Summers, Tousey. No: None. Abstain: None. Absent: Dooley, Roe.)

A.2. Finance Committee: Grant Application Process

A written report submitted by Treasurer Mark Duffy responded to the Board's request for options to develop a grant-making process for the Foundation. The Board discussed procedures for considering applications, applicant eligibility, and potential guidelines to be used for evaluation of grant proposals, including the extent to which grant applications address areas within the Foundation's and SAA's strategic priorities. The Board agreed to focus on annual (rather than multi-year) grants and to open the application process to both individuals and groups. Duffy and the Finance Committee will refine the draft based on Board feedback and resubmit it for consideration.

A.3. Finance Committee: Annual Payout Rate for Available Grant Funding

The Foundation Board discussed the specifics of potential payout rates in the context of the grant application process and favored a target percentage payout rate of 5.5%. Duffy and the Finance Committee will discuss the target amount and bring a motion forward for Board consideration.

B.1. Development Committee: Foundation Mission and Vision Statements

In a written report, the Development Committee proposed revised Mission and Vision statements for the SAA Foundation. The Foundation Board discussed the "Practical Vision" of the Foundation (p. 4 of 9 in the report), how it relates to SAA's Strategic Plan, and how the Foundation's mission and vision can be connected to real benefits to the profession.

MOTION 3

THAT the mission statement adopted by the SAA Council for the Special Funds in January 2006 be replaced with the following SAA Foundation mission statement:

The SAA Foundation raises money to provide resources to enhance the work of the archival community.

Support Statement: The mission statement, while perhaps less dramatic and aspirational than its predecessor, is easily understood and allows for development of a clearly articulated case statement that is consistent with and supports the Corporate Member's strategic priorities.

Fiscal Impact: None.

Move: Lowell

Second: Landis

Vote: PASSED (Yes: Bell, Duffy, Gates, Gunn, Landis, Lowell, Martin, Primer, Roe, Russell, Summers, Tousey. No: None. Abstain: None. Absent: Dooley.)

MOTION 4

THAT the following vision statement be adopted:

The SAA Foundation will support:

- **Research and reporting about the profession, its practice, and its practitioners;**
- **Development of professional growth opportunities;**
- **Recognition of archivists via scholarships, travel assistance, and awards;**
- **Programs to enhance the performance of repositories; and**
- **Efforts to persuade influential external organizations to create or promote archives.**

In addition, the SAA Foundation will seek to strengthen itself by enhancing its accountability, development, and governance.

Support Statement: The vision statement identifies priorities that encompass the broad areas in which the Foundation might provide support and that are consistent with the Corporate Member's strategic priorities.

Fiscal Impact: None.

Move: Development Committee

Second: Landis

Vote: PASSED (Yes: Bell, Duffy, Gates, Gunn, Landis, Lowell, Martin, Primer, Roe, Russell, Summers, Tousey. No: None. Abstain: None. Absent: Dooley.)

B2. Development Committee: 2014-2015 Development Activities

The Foundation Board reviewed, but did not discuss, the Development Committee report (III.C.).

C. Selection of Annual Appeal Co-Chairs

Eaton asked for volunteers to lead the Foundation's annual giving campaign, with the goal of doubling 2014 contributions. Primer volunteered to serve as the Annual Appeal chair.

D. Proposed Board and Membership Development Grant

Summers described the Development Committee's ideas about seeking external grant funding to advance the Foundation's development work – particularly in the area of creating a “culture of giving” within SAA – and asked for feedback on the draft grant proposal and on likely funders to which a proposal might be submitted. The Board provided feedback on the draft and discussed resources already incorporated into the budget as well as priorities for seeking funding going forward.

E. Foundation Website

Lowell summarized ideas for content of a new Foundation website and Beaumont noted that creation of a separate (but related) Foundation website will proceed as SAA's redesigned website is launched in early 2015. In a related discussion of association management system capabilities, the Board asked that staff look at the feasibility of accepting donor pledges on an installment basis (i.e., an automated process for accepting “promises to give”).

F. 2014 Joint Annual Meeting Activities

Eaton noted that she would be hosting a gathering at her home in Washington, D.C., immediately following the Joint Annual Meeting, and Board members discussed other ideas for hosting events around the country to familiarize archivists with the Foundation.

G. Session Proposal(s) for 2015 SAA Annual Meeting

Summers solicited topic and presenter ideas for one or more session proposals for the 2015 SAA Annual Meeting in Cleveland. The group also discussed the feasibility of offering a low-cost face-to-face workshop at the annual meeting on the topic of “how to make the ask.” The workshop could also be offered as a free or low-cost webinar once the content is developed.

H. Other Discussion Items from Board Members

The Board noted the prominent display of the donor roll in the conference registration area as well as the new flyer created by the Development Committee for distribution at the Joint Annual Meeting, and suggested that the committee consider ways in which to acknowledge the contributions of groups such as the SAA Preservation Section, which has donated the proceeds of its promotional efforts in conjunction with past annual meetings.

III. REPORTS

Reports are discussed by the Foundation Board only as needed and generally are not summarized in the minutes. They do, however, provide a wealth of information about the work of appointed groups and the staff. To view the reports—and all other background materials—see <http://www2.archivists.org/governance/reports>.

A. President

The Foundation Board reviewed, but did not discuss, this report.

B. Treasurer

The Foundation Board reviewed, but did not discuss, this report.

C. Development Committee

The Foundation Board reviewed, but did not discuss, this report.

D. Executive Director

Beaumont provided a brief oral report.

I. BOARD BUSINESS (Continued)

C. Addition of Foundation Board Members

Beaumont reminded Foundation Board members of potential Board vacancies and due dates for recommended appointments.

D. Adjournment

Roe moved adjournment and Tousey seconded. The meeting was adjourned by unanimous consent at 3:01 pm on Friday, August 15. (MOTION 5)

**Interim Actions of the SAA Foundation Board of Directors
January 1 – December 31, 2013**

Interim Board Action: 0113 Minutes (February 2013)

MOTION

THAT the January 22-23, 2013, Foundation Board Minutes be adopted.

Move: Dooley

Second: McCrea

PASSED (unanimous) (2/22/13)

(Minutes posted at <http://www2.archivists.org/groups/saa-foundation-board-of-directors>.)

Interim Board Action: 0313 Conference Call Minutes (June 2013)

MOTION

THAT the minutes of the Foundation Board's March 19, 2013, conference call be adopted.

Move: Martin

Second: Dooley

PASSED (unanimous) (6/14/2013)

(Minutes posted at <http://www2.archivists.org/groups/saa-foundation-board-of-directors>.)

Interim Board Action: Development Committee (June 2013)

MOTION

THAT the description of the SAA Foundation Development Committee be revised as follows (strikethrough = deletion, underline = addition):

SAA Foundation Development Committee

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. The~~
Development Committee consists of five members: the Foundation Vice Chair (who serves as the chair), the Executive Director, and three individuals appointed by the Board Chair based on recommendations from the Board members and others and subject to the approval of the Board. The three appointed members of the Committee serve for staggered three-year terms, so that one individual is appointed each year.

Committee members are selected on the basis of one or more of the following: fundraising experience, ties with the corporate community, and/or 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 at each of the Board's meetings. The Development Committee reports to each full meeting of the Foundation Board of Directors and at other times as requested by the Board.~~

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. Propose specific fundraising goals and strategies for the Board's adoption, and review and report annually on the progress of actions taken to achieve them.~~
- 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.~~ via conference call or other electronic means.

*Approved by SAA Special Funds (Foundation) Board of Directors: May 7, 2006. Revised: May 26, 2010.
Revised by the SAA Foundation Board of Directors: June 2013.*

Support Statement: The revision reflects the governance structure approved via the Foundation bylaws in May 2011 and provides a simple but effective framework for the work of this important group.

Fiscal Impact: Re-establishment of a committee whose members provide both expertise and commitment to fundraising will have a positive impact on the Foundation's development activities.

Move: Martin

Second: Trinkaus-Randall

PASSED (unanimous) (6/25/13)

Interim Board Action: Expand the Foundation's Fundraising Capacity (August 2013)

MOTION

THAT the SAA Foundation Board approves an appropriation of \$15,000 from the unrestricted funds available from the Foundation's investments for the purpose of developing the Board's fundraising capacity. The Executive Director is hereby authorized to use the funds to employ one or more consultants in order to create planning options, implementation strategies, and administrative procedures that will enable the Board to pursue the Foundation's mission vigorously. The Executive Director will report progress on the use of these funds at each meeting of the Foundation Board.

Support Statement. The Board has been keenly aware in the past year of its difficulty to move our fund raising agenda beyond the early challenges of establishing a separate investment portfolio, incorporating as a nonprofit, and setting up governance structures. The Board is eager to move to the next stage of the Foundation's work. The Board desires to begin raising new monies and investing those funds in the profession in ways that will make a difference for archives and archivists. The Board is also very conscious of the demands this work will place on executive management staff that must be involved in shepherding this administrative assignment. This resolution provides funding for the Executive Director to utilize at times and in a manner that she deems necessary the input of qualified development consultants who can assist the Foundation in reaching its development objectives.

Financial Impact: \$15,000 from the Foundation's unrestricted funds and the costs of senior staff to work with consultants on a development plan and supporting framework in matters of governance and administration. Staff costs will be reimbursed by the Foundation to SAA (the 501(c)(6) entity) as customary.

Move: Duffy

Second: Martin

PASSED (unanimous) (8/16/13)

Interim Board Action: 0813 Minutes (September 2013)

MOTION

THAT the August 13, 2013, Foundation Board Minutes be adopted.

Move: Dooley

Second: Duffy

PASSED (Aye: Bell-Russel, Dooley, Duffy, Martin, Primer, Russell, Summers, Tousey. Nay: None. Abstain: Landis and Roe)

(Minutes posted at <http://www2.archivists.org/groups/saa-foundation-board-of-directors>.)

Interim Board Action: Slate of Class B Members (November 2013)

MOTION

THAT the Council be asked to elect the following (new or re-elected) members:

Class B Members (January transition date)

- Martin (2014-2017) (second term)
- Russell (2014-2017) (second term)
- Gates (2014-2017)
- Gunn (2014-2016)
- Lowell (2014-2016)

Support Statement: Each of these individuals is well qualified to serve as a Class B member of the SAA Foundation Board of Directors.

Move: Duffy

Second: Dooley

PASSED (Aye: Dooley, Duffy, Landis, Martin, Primer, Russell, Summers, Tousey. Nay: None. Abstain: Bell, Roe.)

**Interim Actions of the SAA Foundation Board of Directors
January 1 – July 31, 2014**

Interim Board Action: 0114 Minutes (February 2014)

MOTION

THAT the January 22-23, 2014, Foundation Board Minutes be adopted.

Move: Martin

Second: Tousey

PASSED (unanimous)

(Minutes posted at <http://www2.archivists.org/groups/saa-foundation-board-of-directors>.)

Interim Board Actions: Development Committee Recommendations (July 2014)

MOTION 1

THAT \$18,000 be included in the Foundation's FY 2015 draft budget to retain the services of a development consultant to assist in donor research, message development, refinement of the Annual Appeal, and creation and initial implementation of new Major Gifts and Planned Giving programs.

Support Statement: Given limited staff capacity and a compelling need to draw on expert resources to organize volunteer and staff efforts to support a challenging work plan, it is appropriate that an external development consultant be retained for a period of one year. This investment will be evaluated as the FY 2016 budget is developed.

Fiscal Impact: \$18,000 (\$1,500-per-month retainer).

MOTION 2

THAT \$3,780 be included in the Foundation's FY 2015 draft budget to support a meeting of the Development Committee for the purpose of refining the development plan.

Support Statement: A face-to-face meeting of the Development Committee in FY 2015 is warranted given the ambitious development plan, including launch of new Major Gifts and Planned Giving programs.

Fiscal Impact: \$3,780 (4p x \$450 [avg] airfare/ground + 4p x \$150 lodging x 2n + 5p x \$60/d meals x 2d + 4p x \$45 per diem x 1d).

Move both motions: Duffy

Second: Bell

PASSED (unanimous)