

**Society of American Archivists Foundation
Board of Directors
Conference Call Notes
November 29, 2012, Noon - 1:00 pm (CT)**

(Drafted by Program Coordinator René Mueller)

Attending: Foundation Board President Fynnette Eaton; Vice President Ben Primer; Class A Board members Mark Duffy, Jackie Dooley (for a portion of the meeting), Donna McCrea, and Gregor Trinkaus-Randall; Class B Board member Chuck Martin; SAA Executive Director Nancy Beaumont; and SAA Program Coordinator René Mueller. Class A Board member Danna Bell-Russel could not attend.

AGENDA

I. Action Items

SAA Request for Funding for ICA Representative Travel (Eaton)

II. Discussion Items

- A. Potential New Class B Members of SAA Foundation Board (All)
- B. Status of Annual Appeal (Eaton and Dooley)
- C. Form Committees of the Foundation: Finance and Development (Eaton)
- D. Other Items (All)

I. SAA Request for Funding for ICA Representative Travel

The SAA Council had requested that the Foundation consider funding SAA's portion (50%) of the Academy of Certified Archivists/SAA representative's travel to the two International Council of Archives Section on Professional Associations (ICA/SPA) meetings in FY 2013. Primer moved and McCrea seconded the motion presented. Trinkaus-Randall, who serves as the ACA/SAA representative to ICA in FY 2013, recused himself from the discussion.

MOTION

THAT funding in the amount of \$3,500 be granted to the Society of American Archivists from the Margaret Cross Norton Fund to pay for 50% of the expenses of the SAA/Academy of Certified Archivists representative to attend two meetings of the International Council on Archives in FY 2013.

Support Statement: Given that “opportunities for international exchange” is within the priorities of the Foundation, provision of funding for U.S. representation at the International Council on Archives annual meeting and the ICA Section on Professional Associations annual meeting is an appropriate expenditure in support of activities of the Society of American Archivists.

Fiscal Impact: \$3,500 from the Margaret Cross Norton Fund, whose current balance is \$94,332.

Moved: Primer

Seconded: McCrea

Duffy questioned whether the motion on the floor was the same as what was presented to the SAA Council in August 2012. Beaumont affirmed. Duffy expressed concerns about how the motion came forward and the appearance that ACA took action outside of SAA without any communication. Beaumont clarified that the process has been ongoing, that a 50% split has been on the books for at least 10 years, and that SAA has been in touch with ACA to draft criteria for a joint representative. The reason that this request is coming forward now is that although SAA had long budgeted for the representative’s travel against the Margaret Cross Norton Fund, the previous representative, Trudy Huskamp-Peterson, never actually filed for reimbursement. Beaumont noted that ACA has committed to funding a joint representative in FY 2013, but has not indicated whether they will fund a representative beyond this year; the ACA board will be discussing this in December.

Duffy also posed a question about the Foundation’s bylaws, noting that he was not technically an officer. McCrea noted that she is in a similar position. Beaumont agreed to do more research and consult legal counsel about the apparent discrepancy in the bylaws.

Primer wondered whether the reason for a joint representative with ACA is to save money. Beaumont noted that Peterson had emphasized the importance of involving both bodies in ICA discussions because ICA has often dealt with issues related to competencies, which are of great interest to both organizations.

The motion could not be considered due to lack of a quorum.

Notes:

Eaton called for a vote but it was invalid due to lack of a quorum.

Total SAAF Board Members: 8

Board Members Voting: 2 (Martin, Primer)

Board Members Not Voting: Bell-Russel (absent), Dooley (absent), Eaton (chair), Duffy, McCrea, Trinkaus-Randall (recused)

Action Item(s):

- Conduct a discussion and vote on this request via conference call at a date and time that will allow full participation. (Week of December 3 – 7.) (All)

- Consult with legal counsel about preparing materials for Council and Foundation vote that would revise the Foundation bylaws to bring officers into rotation compliance with Corporate Member officers' terms. (Beaumont)

Action Taken:

Beaumont consulted with legal counsel on November 30 and subsequently had a conversation with Duffy regarding his standing on the Foundation Board. Legal counsel noted that:

Section 5.3.1. Election and Tenure indicates that: Class A Directors shall serve for so long as they continue to hold their respective positions in relation to the Corporate Member (i.e., as members of the executive committee of the Corporate Member or as the immediate past president of the Corporate Member). Accordingly, the terms of Class A Directors generally shall commence as of the close of the annual membership meeting of the Corporate Member (in August) and shall continue through the close of the annual membership meeting of the Corporate Member in the year during which their service on the Corporate Member's executive committee or as its immediate past president, as applicable, ends.

Thus both Duffy and McCrea became full Foundation Board members at the close of the Corporate Member's annual membership meeting on August 11, 2012.

Beaumont then noted that at its January 2011 annual meeting the Board elected then-SAA Treasurer Aimee Felker to serve a one-year term as Foundation Treasurer. Does this take precedence in any way so that Felker remains Treasurer of the Board until her term ends in January 2013? Legal counsel advised that the intent of the bylaws was that Felker's eligibility to serve on the Board was dictated by her relationship with the Corporate Member, which was superseded by a newly elected SAA Treasurer in August 2012. She advised that should the SAA Foundation Board wish to have the Foundation Treasurer be the same person who serves as SAA Treasurer, that individual could be slated and elected annually for two out of three years (the SAA Treasurer serves a three-year term), the individual could resign from the Foundation Treasurer position when his/her term as SAA Treasurer ends, and the Board could then elect a new Treasurer, per Section 6.4. Vacancies, New Offices: "A vacancy occurring in any office may be filled and new offices may be created and filled, at any time, by the Board of Directors."

Although Felker did not officially resign, her term expires at the January 2013 meeting and a new Treasurer can be elected at that time.

II.A. Potential New Class B Members of the Foundation Board

In brainstorming about potential new Class B members for the Foundation Board, the group discussed target "categories" of members (e.g., representative from industry, someone with experience with a "deep pockets" foundation who is not necessarily affiliated with the archives profession, perhaps an additional representative with association foundation experience).

The group agreed that it is important to look for Board members outside of the profession. Beaumont recommended emphasis on skill and connections rather than involvement in the

profession, which is already well-represented on the Board. The group also discussed tapping someone from a historical society and/or an organization that does fundraising for or from the general public.

Martin noted that, based on his association foundation experience, the discussion seemed on target in terms of approaching people in other organizations that can bring money into the fold; the challenge is to get the names and then get acceptances. A rich source of new board members at the Foundation for Physical Therapy has been “grateful patients.” In addition, vendor members are very helpful with solicitation experience. It can be an honor to serve on a foundation board, and that should be stressed in the “ask.” The group then discussed the advisability of approaching individuals who are still active vendors versus those who have retired. [Hollinger, Aeon, Preservation Technologies, John Wall of DEMCO who is now retired.]

Board members then discussed prospective members who are users of archives. [Scott Berg (Princeton connection); Ken Burns (on NARA foundation board); James A. Baker (who wrote a letter to Congress on behalf of PAHR, per Primer).]

Action Item(s):

Approach for advice on potential Board members and/or to gauge interest in serving:

- Larry Gates, retired from Hollinger Metal Edge (Beaumont)
- Ancestry.com (Beaumont talk to Vicki Walch first)
- Naomi Nelson, Historic New England (Beaumont)
- Janet Linde, NYSE
- John Wall, retired from DEMCO (Trinkaus-Randall)
- Grollier Club in NYC (Dooley and/or Primer)
- Scott Berg (Primer)
- Ken Burns (Primer)
- James A. Baker (Primer)
- Alice Schreyer (Dooley)

II.B. Status of Annual Appeal

Eaton summarized efforts thus far, which have included general member, past donor, and Fellow solicitations via email. These will be supplemented by individual phone calls or email messages from Eaton and Dooley to Fellows and SAA past presidents. Primer suggested that the solicitation should include a reminder about remembering the Foundation in your will (following up on the Linda Henry donation). The net gain realized on the email messages was tracking to be roughly equivalent to past years when hard-copy letters were mailed.

Martin suggested solicitation for a legacy fund, including a two-line statement that can be given to an attorney to include in one’s will (“I leave x/certain percent”). This would be separate from the year-end appeal. The Foundation for Physical Therapy has done well with this because so

many members of the physical therapy profession are single women who have accumulated larger estates than they had realized.

Beaumont noted that the Foundation has discussed for many years providing training on planned giving. Because it's unlikely that many SAA Annual Meeting attendees would be interested in this type of training onsite, she had most recently discussed with SAA's audit firm the idea of creating a video that could be accessed via the SAA website. Unfortunately the firm's principal passed away in 2012, so she'll have to approach someone else within our outside the firm to pursue this idea. She will suggest that whoever develops the video would be able to promote it to other associations.

Action Item(s):

Supply language (two-line statement) used by the Foundation for Physical Therapy for solicitation for legacy fund. (Martin)

II.C. Form Committees of the Foundation

The group ran out of time to discuss this agenda item. They agreed to begin the conversation about committees online and to complete at the Board's annual meeting. Beaumont suggested that the Board consider appointing a Finance Committee and a Development Committee as a means of bringing additional expertise to Foundation activities.

Action Item(s):

- Schedule Board conference call for the week of January 7. (Not done.)
- Place action or discussion item on January 2013 annual meeting agenda. (Eaton/Beaumont)

The conference call ended at 1:00 pm (Central Time).