

Name: LA as Subject Executive Committee Meeting	Date: February 22, 2005
Present: Phil Ethington, Robert Marshall, Ken McGuire, Mario Ontiveros, Claude Zachary Absent: Karen Stokes	Time: 9:00 – 10:00am Quorum: Yes
<p>I. Call to Order The Chair called the meeting to order at 9:15 A.M. The majority of the meeting was devoted to resolving the issue of the Host Appendix, essentially a formalized written agreement between the Host/USC and the Archives Forum.</p> <p>One agenda item was added to the meeting: Mario Ontiveros discussed creating a LA as Subject Database informational/promotional brochure.</p> <p>II. Host Appendix Step 1: After completing a draft of the <i>Strategic Plan, Mission Statement, and Bylaws</i>, the Archives Forum Executive Committee and USC agreed to omit any reference to a Host Appendix document, a written agreement stating the host's responsibilities to preserve and maintain the Database and Archives Forum. At issue: 1) USC could not sign a formal agreement with the Archives Forum because it is not a legal entity, such as a nonprofit organization; 2) The Host Appendix document did not include information stating the benefits to the hosting institution.</p> <p>Step 2: The Archives Forum amended the Host Appendix document to include a Benefits paragraph to the hosting institution. The Benefits paragraph was discussed informally with USC, and while it resolved one part of the issue (clarifying the benefits to the hosting institution) it did not resolve the issue of USC signing a formal agreement with a formal unincorporated association. However, USC proposed the possibility of drafting a Memorandum of Understanding document.</p> <p>Step 3: At the February 22, 2005 meeting, the Executive Committee reviewed the original transfer agreement document between the Getty Research Institute (GRI) and the Archival Research Center (ARC) at the University of Southern California. This transfer agreement outlines the Host Institution's responsibilities in maintaining and updating the Database and the Archives Forum, making the Host Appendix moot.</p> <p>Step 4: After reviewing the original transfer agreement document, the Executive Committee debated two key issues:</p> <ol style="list-style-type: none"> 1) Clarify the Host and Archives Forum relationship by amending the <i>Strategic Plan, Mission Statement, and Bylaws</i> to include the following documents: the original transfer agreement document between the GRI and ARC (26 June 2000); the Certification Document (12 October 2004) stating the change in name from "LA as Subject Advisory Forum" to "LA as Subject Archives Forum"; and a "Proposed Hosting Institution Appendix Draft" (Please see below) 2) Formalize the Archives Forum as a nonprofit organization. <p>An abstract of both sides of the debate included the following points:</p>	

- 1) Clarify the Host and Archives Forum relationship by amending the *Mission, Bylaws, and Strategic Plan* to include the following documents: the original transfer agreement document between the GRI and ARC; the Certification Document stating the change in name to "LA as Subject Archives Forum"; and a "Proposed Hosting Institution Appendix Draft":
 - a. Together, these documents make clear the Host Institution's responsibilities to maintain the Database and the Archives Forum.
 - b. It is important to note that the original transfer agreement document between the GRI and ARC does not have any timeframe attached to it.
 - c. Now that the Archives Forum has a *Mission, Bylaws, and Strategic Plan*, it is clear that it has the potential to be an independent body, which was never the intention of the original agreement. In other words, the Forum has exceeded its original advisory role to assume a more independent role, which raises the question: Does the Forum formalize its role so it can be a partner and not just an "association" (which is how the Forum is defined on its homepage)?
 - d. Do not abandon the issue of incorporation. Instead, as part of the Annual Meeting in November 2005, present to the full membership the "Pros" and "Cons" of incorporating. We can begin the discussion at the Annual Meeting and then decide how best to proceed in the future. Ultimately, the full membership would have to vote on the issue of incorporation.
- 2) Formalizing the Archives Forum as a nonprofit organization:
 - a. The Archives Forum would be recognized formally as a legal entity, not only by USC but all member organizations.
 - b. The Archives Forum would be able to apply for grants independently from the host institution.
 - c. It would benefit the Forum because individual members would not be liable for the organization's actions.
 - d. With the *Mission, Bylaws, and Strategic Plan* and its new organizational structure, the Archives Forum practically functions as if it was an incorporated entity and should formally pursue incorporation.

Additional issues that were discussed:

- 1) The Archives Forum has a functioning and successful partnership with USC.
- 2) When LA as Subject came to USC the Database came with specific obligations to sustain the Forum, and USC has lived up to that, but only because Archive Forum has shown that it can grow and show results.
- 3) USC has shown good faith and has never denied any request.
- 4) The more the Archives Forum does (publicity, attention to archives, brochures at every archivist's desk), the more USC will recognize us: the recognition will not proceed from demands to sign a 5-year commitment.
- 5) Rather than pursue incorporation, our focus should be on services to the members, which includes making sure that our meetings address their needs and requests, concentrating on fulfilling our One- and Three- Year Plans, and enhancing the Archives Forum meetings.
- 6) Pursuing incorporation would void the current standing agreements, which would mean that the Forum would need to devote its efforts to convening talks with GRI, USC, Archive Forum membership, and the Executive Committee.

III. Ken McGuire proposed that the Archives Forum begins the procedures to incorporate.

- Phil Ethington seconds the motion.
- Votes for:
Ken McGuire
- Votes against:
Phil Ethington, Robert Marshall, Mario Ontiveros, Claude Zachary

IV. Phil Ethington proposed that we draft a new Memorandum of Understanding as an Appendix to *Mission, Bylaws, and Strategic Plan* to be signed by USC and the Archives Forum —

As the Hosting Institution, USC agrees to continue to support the LA as Subject Archives Forum according to the conditions of the 26 June 2000 agreement between the Getty Research Institute and USC-ARC, so long as the LA as Subject Archives Forum (formerly Advisory Forum) continues to fulfill its obligations and responsibilities under that agreement, including, but not limited to, showing continued growth of an interest in the Archives Forum and online database. Pursuant to this, for reference only, the current level of support provided to the Archives Forum by USC, is described below.

- Mario Ontiveros seconds the motion.
- Votes for:
Phil Ethington, Robert Marshall, Mario Ontiveros, Claude Zachary
- Votes against:
No votes
- Abstain:
Ken McGuire

V. LA as Subject Database informational/promotional brochure

At the November 2004 Annual Meeting, Archives Forum members requested that we create some sort of LA as Subject Database promotional material. Mario Ontiveros presented an idea to create an information/promotional brochure. The aim of the brochure: increase the visibility of the Database and its members; serve as a resource for archivists, libraries, research centers. In addition, Database members would be able to have copies for their own promotional purposes.

Mario asked the Executive Committee if he could talk with USC administration and USC designers to get an estimate on cost, time, design, etc., and he requested assistance from one or more of the Standing Committees. Phil Ethington agreed that the Research Scholarship, and Collection Usage and Development committee would assist.

NEXT MEETING: Tuesday, March 8, 2005 in the Doheny Library at USC at 9:00am.