

Minutes of a PAS Governors Meeting (draft)
October 27, 2011, 3 pm
New Century Guild, 1307 Locust Street

Present: Walton C. Burwell, Theopolis Fair, Sheryl Simons, Cynthia Little, Phil Lapsansky, Chris Densmore (via teleconference); Laura Blanchard, *ex officio*, nonvoting

President Burwell called the meeting to order at 3:06 p.m.

FINANCIAL ISSUES

Laura Blanchard reported that the paperwork to change the mailing address for the Wells-Fargo accounts had been completed. She noted that the most recent statements appeared to indicate a significant drop in asset balances. None of the governors present were getting statements from the PNC account and no one is sure what is available via Advance Bank. It is possible that statements for these accounts are still being sent to David Smith.

After a general discussion of the organization's financial records, the governors agreed on the following steps:

- 1) Laura Blanchard will ask David Smith to send along any remaining financial records, and will coordinate any appropriate change of address forms and corporate resolutions to have all subsequent statements forwarded to her;
- 2) A finance committee consisting of the signers on the account (Burwell, Fair, Little), assisted by Laura Blanchard, will assemble all financial records in their keeping and meet to determine what may be missing and formulate a plan of action;
- 3) The finance committee will consider retaining a financial advisor for the funds under its control (Cynthia Little suggested Mitchell, Sinkler & Starr; Laura Blanchard offered to ask the Philadelphia Foundation for recommendations);
- 4) The finance committee will consider retaining a local accountant to conduct a review of accounts

Since there has not yet been any progress on recruiting a treasurer, it was agreed that Walton Burwell will make inquiries at his meeting. Theopolis Fair will reach out to Michael Hairston, business manager at the Historical Society; and Laura Blanchard will reach out to Adam Corson-Finnerty, who has ties in both the Quaker and the nonprofit management communities.

GOVERNANCE AND LEGAL COUNSEL

In view of issues surrounding the financial records and PAS' IRS status, Laura Blanchard reported, she had sought a recommendation for a tax attorney from the chair of another nonprofit for whom she provides consulting services. He had recommended Arthur Zatz of Cozen O'Connor. Laura Blanchard will contact Mr. Zatz for a consultation on how best to proceed to make application for nonprofit status –

including a conversation about the kind of nonprofit (charity vs foundation) and governance structure the organization should have.

ALIENATED RECORDS

After some discussion of the probably value of the PAS-related records offered for sale by Michael Brown, it was agreed that Laura Blanchard would contact the project manager of the PACSCL Hidden Collections project to identify a trained graduate student intern to compare the PAS records with the list from Brown's catalog to determine the degree to which the records duplicate the PAS collections. The governors authorized an hourly rate of \$15, with a guarantee of a minimum 8 hours work and a maximum, without further consultation, of \$300.

MEMBER GUIDE/HANDBOOK AND RECORDS MANAGEMENT DOCUMENT

The member handbook has been mounted on Google Docs and some changes made there. An additional revised copy was circulated prior to the meeting. Laura Blanchard will compare the two documents and make any necessary changes to the version on Google Docs; governors are then encouraged to continue the revisions.

Christopher Densmore's comments will be incorporated in the records management document circulated by V. Chapman-Smith prior to the meeting and will also be placed on Google Docs.

SUSTAINABILITY

In discussion about the sustainability of the organization, the governors envisioned two future directions: 1) to continue as primarily a grant-making organization; 2) to take a more activist stance in fostering racial and/or social justice. The direction for PAS to take would most likely depend on the wishes of newer members, as a larger membership would be necessary either to grow the endowment or to become more active. It was generally agreed that a membership drive, although beneficial in the longer term, should in the short term be deferred until PAS has resolved its governance/tax issues.

Laura Blanchard suggested that at the same time PAS was working through its governance issues, it could begin to raise awareness of the organization through several modest steps:

- 1) The creation of a web site. Laura Blanchard suggested the domain name www.PAabolition.org, which was accepted. Initially, the site would consist of a brief statement of the organization's history and purpose, with links to the Philadelphia Foundation and to the Historical Society's information. [N.B.— this has been done.] The Governors authorized the expenditure of approximately \$100/year for this purpose. Later the site can include the grant application announcement, lists of past recipients, membership and online donation information, and links to other collections and organizations of interest to those studying the history of the ongoing struggle for freedom and equality by African Americans in Pennsylvania and, especially, in southeastern Pennsylvania.

- 2) A more aggressive campaign for co-branding of programs mounted by PAS award recipients.

3) The establishment of a public program, such as a presentation or performance by one of PAS's grant recipients, in conjunction with the annual meeting to encourage attendance and to raise the organization's profile.

GRANT ANNOUNCEMENT AND FORM

The grant announcement for 2012 was approved with the addition of a reference to the application summary sheet and some corrections to the names of the awardees from prior years.

There being no further business, the meeting was adjourned at 4:15 p.m.

-----Addendum----- Chris Densmore on records management-----

The draft looks very good. I have the following suggestions:

(1) Inclusion of an explicit statement that the records deposited at the Historical Society of Pennsylvania remain the property of the Pennsylvania Abolition Society. I don't think we want to go into detail in the Records Management policy, but the fact that we continue to own these records means that we could withdraw these records from HSP at some time in the future. The likelihood of doing so is exceedingly remote. HSP has been a good steward of our records and we (the PAS) have an interest in seeing that the records are available for research-- something that HSP can do and we cannot. The retention of ownership in the records is largely symbolic, a sign of the continued legitimacy and institutional existence of PAS. It does however mean that if in the remote chance that HSP no longer acts as a good steward we could withdraw the records. It also means that if there are proposals to do something with the records (digital projects come to mind), PAS continues to have a say (though largely we should defer to the judgement of HSP as custodians). In the also remote chance that HSP folds as an institution, this is our claim that these are not HSP assets to be sold or passed on to some other institution without the explicit agreement of PAS.

(2) Vital records -- Some vital records (incorporation papers, contracts) which are being deposited at the HSP might still be needed from time to time for society business, and it might be that such documents on deposit would have to be temporarily withdrawn from HSP for such uses. The alternative is to maintain ourselves a file of permanent vital records ourselves, but we do not have an office and officers change, and it is far better, in my opinion to have these records in HSP care than in the home office of some PAS officer.

The continued ownership (see point 1 above) of the records by the PAS even when deposited in the HSP does demonstrate an unbroken chain of legal ownership of the records even though physical custody for older records has been turned over to HSP. In the chance that any legal action takes place, we can point to these as PAS records, rather than records of the PAS as collected by the HSP.

(3) Correspondence, Publications, Newspaper Clippings, Press Releases-- We should probably include a category for these sorts of material generated by PAS. Is this the sort of file that falls into Laura's area?

(4) Electronic Records. Electronic records are a long-time storage problem for archives. I'm going to suggest for our current policy that any record of permanent value, whether initially created or disseminated by e-mail or by hard copy, be preserved in hard copy. [At the moment I'm looking for my draft minutes of the last Friends Historical Association annual meeting-- I know I did them, and I know they are on my computer somewhere (or at least I hope they are). In the "old days" they would be in a paper folder and I'd know exactly where they are. Also in my work I'm constantly working with local Quaker meetings who, in the electronic age, can't account for the whereabouts of their minutes from two years ago which are on someone's computer but that person left, is ill, or the computer crashed...]

Bottom line-- any permanent record is a paper record.