



**ASOR Board EC Spring Meeting  
Zoom 9:00 AM-2:00 PM May 7, 2022**

Present: Richard Coffman (Chair of the Board); Andy Vaughn (Executive Director); Sharon Herbert (President); Chuck Jones (Vice President); Emily Miller Bonney (Treasurer); Ann-Marie Knoblauch (Secretary); Susan Ackerman (Past President); Jane DeRose Evans; Eric Meyers; Joe Seger; Lynn Swartz Dodd.

Guest: Marta Ostovich

**Preliminary Matters (9:00-9:15)**

1. Call to Order (Richard Coffman): The meeting was called to order at 9:03 AM.
2. Approval of Agenda (Richard Coffman)
  - **BE IT RESOLVED** that the agenda is approved by unanimous consent, with a request to correct the spelling of Lynn Swartz Dodd’s name under the Development Report.
3. Approval of the Minutes from the March 2022 Meeting (Richard Coffman)
  - **BE IT RESOLVED** that the minutes are approved by unanimous consent.

**Elections and appointments (9:15-10:00)**

1. Personnel Committee Recommendation on Renewal of A. Vaughn’s contract (Sharon Herbert)
  - For this discussion Andy Vaughn and Marta Ostovich left the meeting.
  - The Executive Committee went into Executive Session to discuss the report of the Personnel Committee.
  - The Executive Committee left Executive Session.
  - Andy Vaughn and Marta Ostovich returned to the meeting.
  - It was announced that the EC accepts the recommendation of the Personnel Committee to renew Andy’s contract.
2. Life Trustees (Sharon Herbert)

- Eric Meyers
- Joe Seger
- For this discussion Eric Meyers and Joe Seger left the meeting.
- Sharon explained that an appointment as Life Trustee comes with the right to vote. She noted that the appointment had been discussed with Joe and Eric, both of whom saw it as a great honor.

Emily Miller Bonney moved, Lynn Swartz Dodd seconded.

**BE IT RESOLVED** that the Executive Committee recommends with enthusiasm that the Board of Trustees grant Life Trustee status to Eric Meyers and Joe Seger.  
**Unanimously Approved.**

- Eric Meyers and Joe Seger returned to the meeting.
3. Sheldon Fox as Chair of the Board Jan. 1, 2023-Dec. 31, 2025 (Sharon Herbert reporting for the Board Chair Nominations Committee)
    - It was noted that the EC had voted on this matter at the March meeting.
  4. Re-election of the President and Vice President to second terms Jan.1, 2023-Dec. 31, 2025 (Robert Mullins reporting for the Officers Nominations Committee)
    - For this discussion Sharon Herbert and Chuck Jones left the meeting.
    - Note: Joe Seger presented the report for the ONC, Robert Mullins was not present.

Emily Miller Bonney moved.

**BE IT RESOLVED** that the Executive Committee accept the recommendation of the Officers Nominations Committee and recommend that the Board of Trustees approve a second three-year term (January 1, 2023 – December 31, 2025) for Sharon Herbert as President.

**Unanimously Approved.**

Emily Miller Bonney moved.

**BE IT RESOLVED** that the Executive Committee accept the recommendation of the Officers Nominations Committee and recommend that the Board of Trustees approve a second three-year term (January 1, 2023 – December 31, 2025) for Charles Jones as Vice President.

**Unanimously Approved.**

- Sharon Herbert and Chuck Jones returned to the meeting.
5. Discussion of nomination procedures and officers' terms. (Joe Seger for Robert Mullins)
    - The ONC report notes several issues for discussion and requests guidance from the Board. (See submitted ONC report)
    - An important issue is setting up continuity between the position of Vice President and President.
    - Susan noted there was a desideratum articulated in the 2011-2015 AOR Strategic Plan that the Vice President would become the President, but this is not always possible and it is not written in the by-laws.

- Chuck reiterated his position that he is not interested in serving as President.
- Additional discussion followed in reference to the points raised by the ONC.
- Andy noted that is the prerogative of the President to form an ad hoc committee.
- Sharon responded that she is willing to form an ad hoc committee to investigate the issues of governance raised by the ONC, if the Board agrees.

### **Financial Items (10:00-11:30)**

#### 1. Treasurer's Report (Emily Miller Bonney)

- Emily noted that the Finance Committee has reviewed the submitted report. The news is positive this year, with significant gifts to various funds. Furthermore, ASOR has been awarded federal grants totaling \$308,000, more than twice the \$125,000 that was budgeted.
- There were 1086 registrants to the 2021 Annual Meeting, with the Virtual Annual Meeting 2-3 weeks following. In 2022 the Virtual Annual Meeting will be in October. It is unclear how that will affect registration.
- The Webinars did not raise as much money as hoped, although Emily noted we did not do a "blockbuster" Webinarathon. She also noted that people respond more positively to Webinar topics that address debated topics, especially regarding archaeology in Israel, as opposed to Webinars with informational topics.
- Currently the Annual Fund is \$35,000 short of its goal, with the fiscal year ending soon on June 30, 2022.
- The forecast has come out better than budgeted. We continue to get support from the Annual Fund and contributions to investment funds.
- ASOR should be proud of the continued growth of ideas of what it means to be a learned society. We are in a proactive posture with how we deal with the past.
- Emily would like to see us investigate growing the annual fund using recurring monthly donations with a credit card on file, as other organizations do.

#### 2. ASOR Net Investment Report (Andy Vaughn)

- Andy applauded the generosity of our supporters. Donors see ASOR as doing work that changes the world.
- The self-managed account is still doing better than Scott & Stringfellow (see notes for Exhibit B for more detail)
- Emily noted that we will be looking into self-managed vs. Scott and Stringfellow at the end of June. At that point it will have been 35 months, and ASOR can determine whether to continue using Scott & Stringfellow to manage investment accounts or to self-manage investment accounts. The Finance Committee will review and determine whether it's time to come up with an exit strategy. There was consensus that the ASOR Treasurer, President, Board Chair, and Executive Director would be authorized to make the change if needed.

#### 3. Finance Committee Action Items

- Review and adoption of FY23 proposed budget

Ann-Marie Knoblauch moved, Eric Meyers seconded.

**BE IT RESOLVED** that the Executive Committee recommends that the Board of Trustees receive the FY22 Budget to Forecast report and adopt the Proposed FY23 Budget as received from the Executive Director and the Treasurer, and as discussed by the Finance Committee.

Discussion:

- Andy noted that the salary and benefits line has been increased to reflect staff raises to keep up with inflation.

**Unanimously approved.**

- Establishment of Stevan B. Dana Endowment Fund #3

Joe Seger moved.

**BE IT RESOLVED** that the Executive Committee, acting on the recommendation of the Finance Committee, recommends that the Board of Trustees formally establish the Stevan B. Dana Endowment Fund #3 using the language provided in Exhibit E.

No discussion.

**Unanimously approved.**

- Motion to treat the Board-Designated Publications Fund as a quasi-endowment fund.

Joe Seger moved.

**BE IT RESOLVED** that beginning with Fiscal Year 2023 (July 1, 2022), that the Executive Committee, acting on the recommendation of the Finance Committee, recommends that the Board of Trustees treat the Board-Designated Publications fund as a quasi-endowment, like the Board-Designated Building Fund and the Board-Designated Kershaw Fund. As outlined in ASOR's Investment and Spending Policy, the Board-Designated Publications Fund will produce quarterly distributions to support ASOR publications. Recommendations for spending these dispersed funds will be made by the Publications Committee, subject to the approval or amendment by the Board. The Executive Committee may act on behalf of the Board for spending recommendations. As a Board-Designated Fund, this decision and these allocations may be changed by a future vote of the Board.

Discussion:

- Jane asked for clarification: will the fund produce quarterly distributions and the amount will be made known to the Publications Committee?
- Andy responded, yes, that technically, the Publications Committee will make a recommendation to the Board regarding how the distributions, and technically, the fund is a Board-designated fund, so the Board can decide that the funds can be used elsewhere. The expectation, however, is that the Board will normally approve the Publications Committee's recommendations.

**Unanimously approved.**

- Motion to formalize names of the three (3) Dana Endowments
  - Emily noted that this topic was not discussed at the Finance Committee.
  - Andy explained that this comes at the request of the donor
  - Sharon asked whether ii., the Stevan B. Dana Endowment #2 for Grants to ASOR-Affiliated Excavation Projects, will fund projects outside of Israel as well as funds within Israel. Andy replied that it will fund any ASOR-affiliated project, regardless of the country for the project.

Joe Seger moved, Eric Meyers seconded.

**BE IT RESOLVED** that the Executive Committee recommends that the Board of Trustees formalize the names of the following three endowments established by Stevan B. Dana:

- i. Stevan B. Dana Endowment #1 for Scholarships to Support Fieldwork Participation in Israel
- ii. Stevan B. Dana Endowment #2 for Grants to ASOR-Affiliated Excavation Projects
- iii. Stevan B. Dana Endowment #3 for Grants to ASOR-Affiliated Excavation Projects in the State of Israel

**Unanimously approved.**

- Motion to amend the Investment and Spending Policy
  - Emily noted that this does not change ASOR's current practice, but it adds transparency.
  - An error in the math was noted in Exhibit F and will be corrected.

Joe Seger moved.

**BE IT RESOLVED** that the Executive Committee, acting on the recommendation of the Finance Committee, recommends that the Board of Trustees amend the Investment and Spending Policy to modify the investment strategy for the Board-Designated Opportunity Fund and the spending provisions for the Building Fund and to include newly created endowments and funds using language provided in Exhibit F.

No discussion.

**Unanimously approved.**

- Motion to amend the second paragraph of the Travel and Entertainment Policy (the amendment marked below):
  - Emily noted that this comes at the recommendation of the auditors.

Ann-Marie Knoblauch moved.

**BE IT RESOLVED** that the Executive Committee, acting on the recommendation of the Finance Committee, recommends that the Board of Trustees amend the second paragraph of the Travel and Reimbursement Policy as indicated below (by adding the sentence found below (with a blue font and underlining):

“The ASOR Board of Trustees further recognizes that from time to time, the Executive Director must travel and entertain prospective donors, government representatives, and other persons critical to ASOR’s business and mission. In doing so, the Board of Trustees imposes the business judgment rule on the Executive Director; to wit, in deciding whether to incur a travel or entertainment expense, the Executive Director must act on an informed basis, in good faith and in the honest belief that the action taken is in the best interests of ASOR. The Executive Director’s travel and entertainment is subject to review by the President or Board Chair at any time upon request. Requests by the Executive Director for reimbursement under this policy should be reviewed and approved by the Treasurer or the President.”

No discussion.

**Unanimously approved.**

- Motion for selecting External Auditors:
  - Emily noted that this motion is intended to ensure that we apply best practices to our auditing proposal review process.

Jane DeRose Evans moved.

**BE IT RESOLVED** that the Executive Committee, acting on the recommendation of the Finance Committee, recommends that the Board of Trustees authorize the Treasurer and Executive Director to review proposals (bids) for ASOR’s external auditor and to select a firm for a 3-year contract after consulting with the President and Board Chair. This authorization is contingent on the final, guaranteed price not exceeding the FY23 budget by more than 10%. If the Treasurer and Executive Director wish to choose a firm whose bid exceeds 10% of the FY23 Budget, they will first seek approval (by email or Zoom) from the Finance Committee.

No discussion.

**Unanimously approved.**

- Richard noted that it would be helpful if when a new auditing firm came in, they develop a to-do timeline so that we know what is needed when.

## **11:30-12:00 Break for lunch**

### **Committee Reports and Discussion/Action Items (12:00-2:00)**

1. Ad Hoc Committee on Climate Impact (Andy Vaughn)

- Andy referred the committee to the submitted report, indicating that the conversations continue to be good.
- One goal is to minimize the carbon offsets as the primary method for becoming carbon neutral.
- There was no additional discussion.

## 2. Ad Hoc Committee on the ASOR Archives (Susan Ackerman)

- Susan noted that the committee included Eric Meyers, Jason Ur, and Paul Flesher.
- The ad hoc committee raised several questions about the proposal to house ASOR's archives at the American Heritage Center (AHC) at the University of Wyoming. Paul Flesher is the director of the AHC and answered the questions. The questions and answers are included as part of the ad hoc committee's report.
- The ad hoc committee's questions fall under two main categories: 1. The accessibility of the archives in Wyoming for ASOR members and international scholars; and 2. The degree and rate of digitization.
- It was also noted that once the decision is made, there is no going back, the AHC will own the documents.
- The AHC is a world class archive facility, but they seem to focus on the American West.
- Susan noted that the Albright will be sending their archives to the AHC. Paul Flesher hopes to grow it as a repository for archaeological archives.
- Ann-Marie expressed support for the plan, but noted that this is a priority of Paul's as the current director, but if is not written into their mission, then a future director may have different priorities regarding acquiring archaeological archives.
- Susan noted that after Paul the archaeological collection might not grow, but they will be professionally maintained. The same level of care and conservation cannot be provided in Alexandria.
- Emily indicated that she had recently hired an archivist for her library's Special Collections and her approach is to take what the collection has and expand it, suggesting a future director of the AHC might continue to grow the archaeological archives.
- Chuck expressed full agreement with Susan, but noted he has also seen situations where collections have been orphaned (though well taken care of) when they are no longer an active interest of the staff. Might we ask them to put this into their mission?

Emily Miller Bonney moved; Chuck Jones seconded.

**BE IT RESOLVED** that the Executive Committee accepts the recommendation of the Ad Hoc Committee on the ASOR Archives and further recommends that the Board of Trustees that the ASOR Archives be sent to the American Heritage Center as their new and permanent home.

**Unanimously approved.**

## 3. ASOR connection with American Excavations in the Tophet at Carthage Exhibition (Sharon Herbert)

- Sharon explained that Joe Greene and Brien Ganard are putting together a traveling exhibit about the American archaeological excavations at Carthage in the Precinct of Ba'al and Tinnit (the so-called *tophet*) and the ASOR Punic Project excavations. The exhibition is happening in concert with a publication of the excavations.
- Joe submitted a short document to the Board inviting ASOR to join other institutions in the US and abroad in organizing the exhibit. It is clearly stated in the document that Joe and Brien are not requesting direct or immediate financial sponsorship.
- Much conversation ensued on this topic. The projects have an affiliation with ASOR as ASOR-sponsored excavations, but are not CAP affiliated because CAP did not exist when the excavations took place.
- After lengthy discussion about the appropriate steps for Joe and Brien to gain ASOR support, it was determined that this topic should be brought up to the Board as an informational item; and explain that the EC is recommending that Joe and Brien apply to CAP for publication status. If the status is approved, then the project would have CAP affiliation and such affiliation would present opportunities for the exhibition (and publication) project apply for funds.

#### 4. CCC Activities (Chuck Jones)

- Chuck noted that the CCC continues to be a useful communication tool.
- The CCC met monthly over the past year, with much attention and discussion focusing on the Annual Meeting and on DEI and DEI initiatives.
- Also discussed was the plenary speaker for November 2023 and the decision to move the CCC discussion during which the speaker is chosen to an earlier date in the year in order to give invited speakers more time to prepare.
- Chuck asked whether chairs of ad hoc committees should be included in CCC meetings, Sharon noted communication is important, but it is not necessary to be part of the meetings. Currently Sharon reports on the progress of ad hoc committees to the CCC.

#### 5. Development (Lynn Swartz Dodd)

- See attached submitted report

Meeting adjourned 12:37

Respectfully Submitted,  
Ann-Marie Knoblauch