CORPORATE RECORDS
IN NONCORPORATE ARCHIVES:
A CASE STUDY
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ABSTRACT: When a corporation decides to formally preserve its historically valuable records, it generally has two options. It may establish an in-house archives program or it may seek to donate its records to an outside archival repository. The author considers the extent to which outside archives may serve as appropriate repositories for the records of large corporations. In doing so he draws upon the experiences of the Minnesota Historical Society in administering the archives of the Northern Pacific and Great Northern railways as a case study. He concludes that a good match between corporate donor and noncorporate repository is likely to be a rare occurrence and offers several cautions to corporations and repositories considering such a relationship.

Large corporations, facing the similarly large bodies of historical records that they have produced, have two options with regard to preserving those records. They may either establish an in-house corporate archives, which they will then be required to maintain, or they may donate the records to an outside archival repository. It should be no surprise that the latter option seems the more attractive at first blush. It appears to require none of the sizable resource commitments demanded by an in-house archival program. But the truth is that when a large corporation donates a large body of records to an outside repository it establishes a long-term relationship with that institution, a relationship fraught with implications for both the corporation and the repository that may not be immediately apparent.

This article will examine this corporation-repository relationship, and will suggest the extent to which outside archives may be suitable as repositories for the daunting aggregations of historical records produced by large modern corporations. The article will depend upon the author’s own experiences over the past ten years with the massive archives of the Northern Pacific (NP) and Great Northern (GN) railways that are held by the Minnesota Historical Society (MHS). These collections of corporate archives provide an excellent case study in the ability of outside archives to serve as repositories for the huge bodies of historical records generated by large modern corporations.

Let us begin with a look at the history of the railroad records at the Minnesota Historical Society.
The society’s acquisition of the Northern Pacific and Great Northern archives was no casual matter. It had been eyeing the records and approaching the companies since 1870, so a hundred years of patient interest preceded its eventual contracts with Burlington Northern (BN). These railroads, for 100 years, dominated commodity transporation through the northern tier of states, from St. Paul to Puget Sound. They were extremely important factors in documenting the economic history of Minnesota. The history of the railroads helps explain the growth of the Twin Cities, and their continuing importance as banking, transportation, and communication centers for much of the Northwest.

By the late 1960s, the interests of the railway officials had begun to converge with those of the historical society. A merger was just around the corner that would turn the Northern Pacific and the Great Northern into historical entities. Furthermore, the railroads had always been protective of their records and loathe to destroy them. But the railroads clearly had no desire to commit themselves to an in-house archives program. It was completely out of the question. So, in 1968 the Northern Pacific entered into a contract with the Minnesota Historical Society to allow MHS to begin acquiring its historically valuable noncurrent records. In 1972 Burlington Northern, as successor to both the Northern Pacific and Great Northern, entered into a parallel contract allowing MHS to acquire the records of the Great Northern. Thus began the society’s great adventure in corporate archives.

By the time the society had contracts to acquire the records of these two roads, the records had taken on amazing proportions. Much had been retained over the years because the railroads had such ready access to cheap record storage facilities. The original Great Northern headquarters, a seven-story brownstone building with a half-block footprint, was packed with records. So were unused terminal buildings at the two major St. Paul switching and repair yards, as well as station and shop buildings in Seattle and other rail centers in between. There were hundreds of thousands of cubic feet of material.

The repository’s initial sweep through those records brought in about 3,000 cubic feet representing all divisions and departments. The society had recently acquired a large warehouse facility on the outskirts of St. Paul to house its expanding archives program; that fact made this huge initial acquisition possible. Over the ensuing 20 years the staff continued to select records, and to reappraise and dispose of earlier selections. It now appears that MHS will end up with Northern Pacific and Great Northern archives aggregating 15,000 cubic feet. The contracts permit MHS to take only records produced by those two lines and their subsidiaries. Therefore the society cannot take records postdating the 1970 merger that created Burlington Northern. This puts a definite cap on MHS acquisitions and, in fact, the influx of records has now slowed down to an irregular trickle. MHS has not made any serious attempt to renegotiate that terminal date in the contracts because we honestly don’t know how we’d handle any more records.

The selection of records was left entirely in MHS hands. In the earlier years, when the most material was available, staff members and interns simply roamed room by room through all the storage facilities inventorying materials, then comparing those inventories with the repository’s documentary wish list, and selecting accordingly. The contract arrangements regarding selection are quite simple. Burlington Northern offers MHS records at its pleasure. It also opens up
its storage areas to the society on the same basis. If MHS finds something it wants, it requests it, but Burlington Northern is under no obligation to donate requested records. Patience and persistence, however, have usually brought the things the society wanted into its custody eventually.

Burlington Northern had no real records management, though that is slowly changing. They had a record center supervisor who passively received records from the staff and operating departments, kept track of where they were, and serviced them for the donating departments in a rudimentary way. The creating department maintained complete control of all its records—current and noncurrent. Therefore, it was to the department heads that we appealed in our records selection. Each department head had complete control of the society’s acquisition of records from that department. The legal department served a valuable role in this process as a clearinghouse for all the requests. This enabled MHS to deal with the corporation through one gateway and, when the system worked right, this also provided the repository with a sort of watchdog inside the company that would make sure the departmental personnel dealt with its questions and requests promptly, and consistent with contract provisions. They also acted to educate departmental personnel about MHS contracts with Burlington Northern and, occasionally, to exert a little pressure on other corporate officials on the society’s behalf. Much of this valuable function has, unfortunately, fallen by the way as the corporation has moved most of its offices to Texas and Kansas and the sense of Minnesota loyalty has faded. MHS now finds itself dealing more and more with department heads who have no idea why such a distant and unaffiliated institution should hold their records, and who are not inclined to give it nearly the consideration it has received in the past.

How did MHS handle its selection? The society viewed itself, from the start, as the official archives of the Northern Pacific and Great Northern railways. So it was not interested in making a small selection of particularly interesting materials. It was after a broad-based documentation of the full historical experiences of the two companies including all those pieces of them that never functioned directly in Minnesota.

MHS went after the records in every staff and operating department that most comprehensively and economically documented its existence over a full hundred year period. Some of the most valuable records came from the presidents’ offices of the two corporations, which both kept extensive subject files on every topic and activity of interest to their top executives. The repository selected fundamental records of the comptroller, the secretary, the legal department, labor relations, the chief engineer and mechanical engineer, the marketing department, and the operating department. It selected extensively from the land department—NP managed the largest land grant (250 million acres) ever awarded by Congress. MHS selected records from all geographical divisions of the functional departments. It selected records from all 500 branch lines and subsidiaries, including many nonrailroad enterprises. In sum, it tried to uniformly document every phase and period of the activities and experiences of those two huge companies, to give a balanced picture of their histories.

Those records have proved to be some of the society’s most important in terms of the extent of the research public that they have served. The MHS archival collections reference room draws in hundreds of people every year to use the records. They come from all over the United States and from many
places overseas. In addition, the repository services many requests from Burlington Northern personnel for information, copies, and loans.

That is a thumbnail sketch of the Minnesota Historical Society’s experiences with the railroad archives in its custody. The real purpose of this article, however, is to generalize from these experiences, to use them as a basis for commenting on the advisability of placing corporate archives in an outside repository. Making such a disposition of their historical records may seem a very attractive proposition to some corporations in certain situations. There certainly are real benefits that can accrue to the corporation. However, there are also a number of cautions that need to be voiced.

Let us look first at the benefits a corporation can expect to reap by selecting an outside repository as the home for its historical records. The foremost benefit a corporation gains is a fundamental guarantee of the physical care and preservation of those records. Physical care is addressed at several levels in a competent repository, including environmental controls within the building space, itself; appropriate housing of the records in protective, noninjurious materials; and the provision of conservation services to preserve damaged and deteriorating records. Of course an in-house corporate archives, properly developed and equipped, could certainly provide the same preservation services.

But a preservation issue more fundamental than the matter of simple physical care is that of existence, pure and simple. An outside repository generally has a guaranteed existence. It exists to hold and make available important records. And it will continue to do so regardless of the economic climate that prevails beyond its doors. The Minnesota Historical Society has been acquiring and caring for archival materials since 1849, and nothing short of Armageddon is likely to interrupt that mission. In-house corporate archives can rarely feel so secure.

The corporate archives is likely to be one of the first activities to be cut back or closed in a severe financial pinch. Then the archival program languishes and the records, themselves, may be in jeopardy.

The second major area in which corporations benefit by placing records in outside repositories is that of increased control over the content of the records. Competent archival repositories put a tremendous amount of effort into the organization, arrangement, and description of the records placed in their care. Efficient access to information is a cornerstone of the archives’ mission.

A properly administered in-house corporate archives would of course, provide the same level of accessibility. The advantage for the corporation in placing its records in an outside repository is that it can jump on a wagon that is already moving at speed. It need not develop a program on its own, and developing an archival program is no small matter. As we all know, it is a lot more trouble and expense than hiring an archivist and giving him or her a corner of the basement. It is very tempting to look to an independent repository with a proven track record and its own financial resources.

This is what Burlington Northern did. And the Minnesota Historical Society was happy—thrilled—to be a partner in that arrangement. But it must in all honesty be acknowledged that this was, and remains, a very unusual situation. Not unique, certainly, but definitely a rare coming together of needs, resources, and opportunities. For that reason, any corporation inclined to place its historical records in an outside archival repository needs to consider a few very important questions, and archival repositories need to be cognizant of them as well.
1. Does an Appropriate Repository Exist?

The prospective corporate donor must first consider whether an appropriate repository even exists. What is an appropriate repository? It is one whose physical resources and interests match the needs of the corporate donor. When seeking a repository for its historical records, the corporation is very much a consumer, and it must search out a repository that is able to provide the necessary level of services. This, then, is the very first thing that both corporation and repository must consider: not, in fact, which repository is most appropriate but whether any outside repository can satisfy the corporation’s own unique requirements.

The idea of appropriateness is terribly important because the corporate donor and the chosen repository will be working together for a very long time. Corporations are legally constituted persons with very long lifespans. A repository’s acquisition of a corporation’s historical records is therefore not a discrete act but is, rather, the commencement of an ongoing relationship that has much in common with a marriage. If the repository is not an appropriate partner for the corporate donor, in terms of both goals and resources, serious frictions will develop over the years and both partners will come to regret the union.

The question of appropriateness breaks down into several component issues. The first of these concerns size. Archival repositories, like corporations, come in all sizes. A repository’s physical plant may be part of one floor in a small library, or it may encompass an entire building. The volume of its holdings may be smaller than 100 cubic feet, or they may measure 100,000. An archives may be administered by a single archivist or by a professional staff of 20 or 30. The important fact for large corporations is that most public repositories are at the small end of this continuum. The acquisition of a corporate record collection, though it may place a noticeable burden on a repository, must still fit within the scope of the repository’s normal operations. If there is a mismatch between the repository’s resources and the physical extent of the corporate collection, neither the repository nor the corporate donor will ultimately benefit from the donation.

The Minnesota Historical Society is one of the larger public archives in the country, and at times it still nearly choked on its railroad records. They more than doubled archival storage space requirements and put many other pressures on the program as well. The archives of small businesses are easy for most repositories to handle. If they measure less than a couple hundred cubic feet it’s a doable thing for most institutions. But the historically valuable records generated by the many large corporations that have dominated our twentieth century economic environment are in a whole different league. An outside repository might be more likely to want only a tiny subset of the records—a few especially precious or attractive tidbits. But it is a real disservice to pick a few little pieces out of the larger body of important documentation.

This last statement is not intended to suggest that archivists should not make a judicious selection of records; of course they must. Intelligent and prudent selection is a cornerstone of archival activity. However, that selection, if it is to comprehensively document the historical experience of the corporation, must contain a certain minimum, or baseline, complement of records. That critical mass of records can probably be no smaller than three or four percent of the
total body of corporate records (assuming, of course, that most significant records are in existence). In the cases of most large corporations, then, the baseline complement of archival records will almost certainly measure in excess of a thousand cubic feet. To take only 50 feet or 100 feet of especially "sexy" records from a body like that would be indefensible on documentary grounds. It is analogous to plucking one particularly pretty stone out of an important piece of jewelry.

It is therefore extremely important that the repository, entertaining the possible acquisition of a corporate records collection, review such size-related considerations with the corporate donor. In the long run it is better not to acquire such a collection than to have it weigh down the repository’s overall program, or to eviscerate it by selecting too tiny a sample.

A second issue concerns service expectations. What will the corporation expect from the repository in terms of record retrievals, photocopying, and research? The archives is not a records management operation, and an outside repository will not be eager to fill a ready reference role. It is much more likely to be geared toward assisting researchers doing their own work. Frequent lookup, loan, and copy requests are likely to strain staff resources. It is vitally important that the repository have the personnel resources, and the inclination, to provide the level of donor services that the corporate donor requires. This fact has sometimes caused further frictions between the Minnesota Historical Society and Burlington Northern. MHS has on a number of occasions balked at staff-intensive requests and forced the corporation to wait, or to send its own personnel long distances to expedite the request. This is another instance in which repository and donor must carefully and frankly review both the real service expectations of the donor and the repository’s ability and willingness to meet them. Otherwise both parties will be in for rude shocks farther down the road.

A third issue concerns the repository’s mission. A repository may have extensive physical resources; it may have a large and competent staff; it may have an impressive reputation; and it may be located right around the corner from the corporation. But if the potential donor is an aerospace company and the repository’s collections all relate to 19th century political history, the repository is not going to be an appropriate one. Every good repository has some sort of focused documentary mission. The corporate donor must consider that and must make sure that its records fall into the mainstream of that mission. Otherwise its records may become orphans within the repository’s program. The caution is similarly true for the repository. Its own sense of focus will be diluted by the presence of a large records aggregation that is at odds with, or irrelevant to, its documentary mission.

The Minnesota Historical Society was an appropriate repository for the historical records owned by the Burlington Northern. The society’s physical plant could absorb the huge collection, and it had the staff resources to service the materials, though it has still not been able to assimilate materials as quickly as it would have liked. The Northern Pacific and Great Northern railways, as extremely important Minnesota-based businesses for over a century, clearly fit within the society’s documentary boundaries and were, in fact, an obviously missing piece of the puzzle. Because it held many other business collections, MHS had a large amount of staff expertise, and an orientation toward the busi-
ness and economic history of the Upper Midwest. Had all these salutary conditions not existed, the railroad collections could well have become a terrible drag on the society’s archival program, rather than the jewel in its crown.

2. Is the Corporation Willing to Give up Control of its Records?

A second caution that ought to guide corporate donors and prospective repositories concerns the amount of control over its historical records that the corporation is willing to relinquish. The single biggest fact separating the corporate archives from corporate records residing in a repository like the Minnesota Historical Society is the legal act of donation. In a corporate archives the corporation still owns and controls its historical records. Although the administration of them changes somewhat, the records remain, as always, the absolute property of the company. But a public repository with any integrity, and with any sense, will demand absolute ownership of the physical records. It will also demand a fair amount of control over the use of the records. If it did not insist on this sort of autonomy, it would be setting itself up for real disaster; investing scarce resources in something that it cannot guarantee its authority over would be truly boneheaded.

This fact still comes as a shock to many Burlington Northern employees who conceive of MHS as babysitting their records for them on some sort of long term basis. In fact, the records are no longer the corporation’s; they are the repository’s.

One element of this loss of control is the loss of physical custody. MHS will occasionally get a call from a new Burlington Northern manager who will ask it to return some records donated during his or her predecessor’s tenure. The society can almost never comply with a request like that. The records have become its legal property and it has a right and obligation to hold them as public archives. MHS will try to loan the materials back on a temporary basis, so that the department can make copies of what it needs most, but the repository will not relinquish ownership to important records that it has legally acquired.

Another element is the loss of control over access. A corporate archives exists to serve the corporation. This is not to say that it doesn’t fulfill some larger social or cultural purpose. But, first and foremost, it serves the company. And the company usually has an interest in limiting access to its records. But an outside repository exists to serve all comers on an equal basis. That includes the corporate donor, the donor’s competitors, and any other researcher who comes in off the street. It exists to provide as much information as possible to the interested public.

Like most repositories, the Minnesota Historical Society tries to accommodate these diverging interests by investing the corporation with some control over access. Burlington Northern has the right to control access to all records that are more recent than a certain date (see footnote 3). Requests submitted on special forms are approved or denied by Burlington Northern’s legal department. That gives them a hand in controlling which corporate personnel can see which records, as well as in controlling users outside the company. But this is about as far as most competent repositories would go these days with regard to the amount of control over access that they will share with the corporate donor.
As a matter of record, Burlington Northern has always been quite liberal in permitting access to the records. They have granted access to almost everyone that they did not feel was out intentionally to harm them. However, they have no power to forbid access to anyone, insider or outsider, to records more than 50 years old, and that includes the great majority of the records that MHS holds.

A final element is the loss of control over service. Just as a public repository is committed to equal and fair access to its holdings, so it is likewise committed to servicing user requests on a fair and equal basis. Herein can lie another rub for the corporate donor. The repository does not work for the corporation. It serves a large user clientele of which the donor is a smallish part, regardless of the size of the corporate record group that it may have donated.

In the society’s case the railroad records are nearly as large as its other three thousand manuscripts collections together. In a situation like that it is very easy for the corporate donor to see itself as having a special relationship with the repository. And a special relationship does exist, up to a point. MHS has always felt that it owed the company a level of reference and other services that it would not have felt obligated to provide to the typical donor. This is because, apart from the simple magnitude of the collection, the society felt itself to be involved in an important ongoing relationship with Burlington Northern. Acquisition and processing of the records would take place over decades, rather than in single acts as is more typically the case. The company would have a substantial and continuing need for client services; in most manuscripts donations that is not the case. MHS was, in effect, administering the corporate archives of a continuing corporate entity.

It is an easy thing, in such a context, for the company to cross over the line in that complex relationship, and to begin to view the outside repository as a company adjunct. It may even see it as an extension of its own records management operation. That sort of attitude, and the expectations that will arise from it, will not wash with the archivists in an outside repository. They will likely bridle at service requests that strike them as special pleading by one donor.

So, to summarize this larger point, if it chooses to place its historical records in a public repository, a company has to be willing to accept a very real loss of control. That means a loss of physical ownership, a loss of control over access to the records (in large measure), and a loss of control over the level of reference and other services that it can demand from the record keepers. It is incumbent upon the repository contemplating such a donation to make these realities very clear to the potential donor. Otherwise it can expect a relationship punctuated with many misunderstandings.

3. Will the Corporation Provide Financial Support?

The final question that both the corporation and the repository must consider is whether the corporation is willing to support its donation of records with a substantial monetary donation. It is absolutely unrealistic for a large corporation to view an outside archival repository as a way to avoid the cost of managing its own historical records. The acquisition of a large body of corporate archives places an unusual burden on almost any repository. Storage space, alone, in an archival setting is terribly expensive. Added to that are processing costs to arrange and describe the materials; timely processing will demand additional
staff for a certain period. And then there are the continuing costs of servicing the large body of materials to the level demanded by the donor and other repository users.

If the corporation wants its donation to be successful, if it wants to see quality results within a reasonable period of time, it is going to have to fund this preservation and processing. Without the contributions that accompanied each of the Burlington Northern contracts, MHS would have been in a poor position to administer those collections, despite its own size relative to most other archival repositories. Burlington Northern gave the Minnesota Historical Society a total of $100,000 in two separate grants. Those donations permitted it to pay extra salaries in the short run so that it could establish initial controls over all the records received, and so that it could carry out fairly full arrangement and description of some of the most important records in a timely fashion. It also enabled the society to buy the many materials needed to house the first huge increments of records. MHS was servicing all donated materials fairly effectively within a short time. Left to its own resources, it would have taken the society years to get even the most basic sort of control over those collections.

In retrospect, it seems clear to the writer that Burlington Northern got off pretty cheaply with its contributions. Given the volume of the donated records, BN’s financial support comes to about six dollars per cubic foot. At that rate they are paying only a small fraction of the one-time costs of preserving and making those records accessible, not to mention ongoing storage and maintenance over many years. Looking elsewhere for a repository in no way relieves the corporation of the considerable financial burden imposed by its historical records. For if it contributes a large body of records without corresponding financial support, it may as well have piled them indiscriminately in its own basements and boiler rooms. It will not be assuring their physical preservation, nor intellectual access to them. Massive records collections require massive infusions of money to convert them into full-fledged archival resources. The corporate donor gains little from donating its records if the repository is able to do little with them. The repository gains little from accepting records it hasn’t the resources to deal with. They become an albatross. Again, here is an important area in which corporate donor and repository must communicate. They must frankly consider the level of material resources required to make the contemplated donation viable, and they must then examine the repository’s own resources against that requirement.

Conclusion

What, then, makes for a successful arrangement between corporate donor and outside repository? I think that honest and thorough communication is the undergirding principle that must inform such a relationship. Both sides must understand what each really wants from the donation. Then they must frankly determine what resources each will be able to bring to the arrangement. With this knowledge in hand, each must decide whether the donation will be beneficial to its organization.

The two parties need to decide that the repository is appropriate to the collection—that it is large enough, that it has adequate staff and financial resources, and that it has a documentary mission that can incorporate the donor’s records
in a seamless way. Having determined those things, the parties must unambig-ous state their own objectives and performance expectations. What access and use restrictions will be in place and how will they be managed? What loan, return, and disposition procedures will be in effect? How much copying and research time will the repository provide? What turnaround time on corporate reference requests is acceptable? What processing standards and timetables are expected? Donor and repository will likely find themselves at least somewhat at odds on such questions. They must honestly decide the extent to which they can accommodate the other's agenda, both now and in years hence. And they need to decide upon a fair level of financial participation from the corporate donor. This figure must be based upon real processing and storage cost considerations, and must take into account the financial resources of the repository and its willingness to expend them, now and in the future.

The experience of the Minnesota Historical Society in acquiring the corporate records of the Northern Pacific and Great Northern railways has been a good one, one that benefited the corporate donor and the repository. A real partnership was developed between MHS and Burlington Northern in which each affirmed the value of the records and the arrangements for their preservation at MHS. MHS took stock of its resources and sought appropriate financial help from the donor (though it probably underestimated its financial needs while in the heady atmosphere of acquisition). It established a contract that carefully controlled access to and use of the records. Perhaps the weakest part of the arrangement lay in the failure explicitly to consider all aspects of the donor's service expectations. MHS did make provisions for loans and for the disposition of deaccessioned records, but it failed to commit itself to the amount of time it would spend on donor requests, how much photocopying it would do, or to turnaround time guarantees. Such omissions have caused frictions along the way, though these have usually been resolved acceptably on a case by case basis.

All in all, it has proved a successful arrangement, but one that was possible only because of a confluence of many factors relating to resources, goals, and expectations on the parts of both donor and repository. A true partnership in the donation must develop, with both sides having a sense of ownership in the shared enterprise. Frank communication regarding all the variables can help such a partnership develop.

The odds against such a happy convergence seem to me to be daunting, and I personally think that effective matches between large corporations and outside repositories will be rare. A much more common scenario may be one in which the repository agrees to counsel the corporation in establishing an in-house archives. Archival repositories are in a very good position, as organizations of trained and concerned professionals, to help corporations develop and manage competent archival programs in the most economical way possible. They may find it mutually rewarding to establish and nurture a different sort of relationship with the corporation altogether—a relationship in which they serve as mentor rather than as repository.

There are many large corporations operating in our economy that are holding vast quantities of historical records, and that have not given serious thought to the preservation of those resources. This is especially true of corporations in the technology-based industries that have grown up since World War II, which have
not been around long enough to have developed a historical sense of themselves. The important records of such cost-obsessed firms are not likely to survive, willy-nilly, for a hundred years as did the records of many large railroads. It is incumbent upon archival repositories to consider how to meet such documentary needs. But it is equally important for them to honestly consider the limits to their ability to take on such corporate collections themselves. Novel, creative arrangements with corporations will be required more and more in the archival future.

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NOTES

1. The term outside archives (or repositories) will be used throughout the article to refer to archival repositories, whether privately or publicly owned, that collect archives and manuscripts generated by other organizations and individuals for the purpose of enabling public research. This term is used in contrast to the terms in-house or corporate archives, which refer to archival units within corporations that collect and preserve the records of that corporation, primarily for the corporation’s own internal use.

2. In March, 1970, the Great Northern Railway Company and the Northern Pacific Railway Company, along with their largest jointly held subsidiaries, the Chicago, Burlington & Quincy Railroad Company and the Spokane, Portland & Seattle Railway Company, were legally merged to form Burlington Northern Inc., a massive corporation inheriting all of their transportation, natural resources, and related properties and business operations, as well as all of their historical business records. Although the first MHS contract was with the Northern Pacific (1968) it was soon reaffirmed, and subsequently administered, by BN. Therefore, BN is given as the corporate donor throughout the article.

3. The reader may be interested in a description of the contracts that were negotiated for the donation of the railroad records. The NP and GN contracts are typical, both in structure and content, of the contract documents for larger collections of business records and personal papers that require language specifying access and use restrictions. The documents state that the donor owns the records to be donated (and is therefore legally able to transfer title); that donation commences on the signing date, but that periodic donations will be made thereafter; that MHS will preserve the records and accord them the professional care it gives to all archival materials in its custody; and that it will return any records that the donor later discovers it must retain for legal purposes.

With regard to restrictions, the contracts are somewhat more complicated than those usually negotiated. Free public access and use is accorded to all records that are by the date of their creation more than 50 years old. The remaining records become unrestricted according to a schedule that opens an additional two years of records at every anniversary of the contract signing, thereby providing for the removal of all restrictions by 1998. Persons wishing to use restricted records require written permission from BN. Researchers wishing to quote from or publish portions of restricted records are required to submit the quotations or excerpted material to BN for approval. Most other MHS contracts contain simpler provisions regarding restrictions, typically according restricted status to any records less than “n” years old by document date. A final provision specifies that records MHS wished to deaccession at some later date would be offered back to BN and, if the donor did not want them returned, would be offered to another repository or destroyed at MHS discretion.

The contracts did an important thing in that they established a procedural basis for an ongoing relationship with BN. They specified clearly what materials could be used for research, how access would be controlled, and how dispositions would be made. They also established a per-
petual relationship between MHS and BN. A weakness that is notable in both is that they do not require BN to donate noncurrent records of interest to MHS; the repository must depend upon the donor’s goodwill for that.

4. Those early (1968-1973) survey and selection missions were aimed only at NP records, since a contract for GN records was not signed until 1972. The early field work was handled much like a military campaign, with all available archival staff pressed into service. All existing records were systematically surveyed, listed, and appraised, and the portions deemed archival were hauled away by the truckload. By the time the second contract was formalized 15,000 cubic feet of NP records were already in MHS custody. Over the ensuing five years another 10,000 feet, much of it GN records, were acquired. After 1978 the acquisitions leveled off as MHS shifted from an acquisition to a managerial phase in its custodial history. More information on the selection and transfer of NP and GN records is found in Duane P. Swanson, “20,000 Feet of Railroad Records: The MHS Experience,” an unpublished paper presented at the Society of American Archivists’ 47th annual meeting, Minneapolis, Minnesota, 7 October 1983. Swanson played a particularly important role in the acquisition and bibliographic control of NP and, especially, GN records through 1978.

5. Although appraisal issues are ancillary to the thrust of this article, some readers may be interested in a few more words on the appraisal of this massive group of records. Out of the 100,000 cubic feet of records that were surveyed by MHS staff over the years, less that 25,000 feet were made their way into the repository (Swanson, “20,000 Feet of Railroad Records,” p. 5). No formal appraisal criteria were recorded in the internal files documenting the acquisition of the NP and GN archives and, indeed, the rules and standards were probably made up as they went along. The appraisal criteria and methods used by MHS archivists were severely tested and reshaped by staff field work on the railroad records.

A couple of broad appraisal principles are, however, suggested by the records that have been selected and retained since the project began. The first such is the notion of comprehensiveness: that the corpus of records selected should evidence the historical experience of all sections of the corporations throughout their histories. That means all operating and staff units, all geographical divisions, and all time periods. The records retained ought to comprise a balanced view of the whole entity. A second principle is economy: that the records selected should be those that document corporate experiences in the most compact and summary way possible (again, see Swanson, “20,000 Feet of Railroad Records,” p. 5). This means rejecting reams of daily and weekly financial data in favor of monthly or quarterly summaries. It may also mean eschewing the administrative correspondence of several lower echelon functionaries in favor of the files of their common superior whose own files summarize all the significant topics found in theirs.

In practice this meant that although MHS selected records from all departments, divisions, and subsidiaries of both corporations, it took an increasingly hierarchical view of bureaucratic entities and sought to identify and retain those record series that most economically summarized, or evoked, the substance of that administrative unit’s historical experiences. The will to economize increased as the years went by, and was also applied retroactively as thousands of feet of earlier takings were later reappraised and found lacking in archival merit.