

Board of Directors
June 13, 2019

In attendance: Cheryl W. Thompson, Jill Riepenhoff, Lee Zurik, Matt Goldberg, T. Christian Miller, Nicole Vap, Steven Rich, Ziva Branstetter, Jodi Upton, Matt Dempsey, Jennifer LaFleur, Norberto Santana Jr. (joined at 4:10 p.m)

Not in attendance: Matt Apuzzo

Staff in attendance: Doug Haddix, Heather Feldmann Henry, Stephanie Klimstra, Chris Vachon, Kaitlin Washburn

Thompson called the meeting to order at 2:05 p.m.

Budget (Haddix and Feldmann Henry)

Haddix reported that IRE will wrap up the fiscal year June 30 in a strong financial position, with an anticipated surplus of more than \$100,000. In addition, IRE will not need to use endowment fund income (estimated at \$165,000) for regular operations -- the income will be rolled into the corpus of the endowment. The reserve fund stands at \$580,000. Because of increased IRE staffing, the previous goal of \$600,000 to cover six months of operating expenses needs to be raised to \$715,000. Based on board policy, half of any surplus at the end of the fiscal year will go into the reserve fund until it reaches the goal.

Haddix presented a preliminary budget for the fiscal year that begins July 1, 2019. It forecasts a \$51,000 surplus. Several grant requests are pending, so a revised budget will be presented to the board during its fall retreat.

Haddix highlighted key points about the proposed budget:

- The budget includes using \$145,000 in endowment earnings for general operations next year. We budget this way each year -- as a cushion to absorb any unforeseen economic downturn or loss of a grant. If we do not need to use endowment earnings for general operations, we will roll the earnings into the corpus (as we expect to do for this current fiscal year).
- The budget does not include any funding from the Ford Foundation. Our most recent grant has expired, and we are in discussions with Ford for a new grant. We won't know until summer, at the earliest, whether IRE will be funded again -- and at what level. Our most recent Ford grant was \$200,000 for 18 months.
- The budget does include an anticipated \$150,000 in funding for the TNT (Total Newsroom Training) program. This grant likely will be renewed in August or September,

based on past practice. We have no reason to think the funder will abandon the successful program.

- We've set aside \$50,000 for the next phase of our Web project (design and navigation). We don't anticipate using the full amount; estimates are expected by late summer.
- The total conference sponsorship goal in 2020 will be \$325,000 (up from this year's goal of \$300,000). We expect strong attendance and sponsorships, given the cities for 2020 (New Orleans for NICAR and Washington, D.C., for IRE).

Haddix and Heather Feldmann Henry answered specific board questions about line items in the budget. Henry noted that staff is not requesting any increase in conference registration rates for 2020.

ACTION: Motion to approve budget made by Riepenhoff, seconded by Dempsey. Unanimously approved.

Governance committee (Goldberg)

Executive sessions, minutes, lawyer consultations

Goldberg shared that the objectives for the committee were to review the executive session process, review IRS rules on board disclosures to ensure IRE is following protocol and clear up the selection process of contest judges. Goldberg said a lot of research went into achieving these objectives, including talking with IRE's lawyer.

Goldberg said the committee is proposing that the board may choose to go into executive session for discussing staff issues, which would require a motion, a second and a majority yes. Discussions can be shared as determined by the board and minutes may be taken.

Riepenhoff asked to clarify if minutes will be taken or not. Goldberg said the minutes do not need to be specific, but some sort of record of the meeting and the bullet points of what was discussed, without specifics.

Upton said IRE's lawyer emphasized that whatever the board does, it should be consistent.

Branstetter and Riepenhoff asked where and how long the minutes are kept. Goldberg said the committee doesn't have specific guidance, maybe the length of time the secretary is on the board. Branstetter said the minutes should then be transferred to the next secretary.

Vap said that if legal action is ever necessary, the lawyer should be asked what to do with the minutes in that scenario. Goldberg agreed, for example, if there's a heated discussion about terminating someone, that could be a risk of a lawsuit and the IRE lawyer would need to know what was discussed.

Goldberg continued to say that any minutes taken should be about what happened. The committee didn't have specific recommendations, but the minutes should not be a transcript of what happened, more of an idea of what was discussed. The minutes from executive sessions should have the same level of detail.

The Governance Committee said the minimum requirements for all minutes are:

- Record the time and date of the meeting and the list of attending members.
- Non-confidential reports submitted for board consideration.
- Official actions of the board. This should include the precise wording of any motion, the names of members who made the motion and seconded, and the names of members who voted against the motion. At minimum, there should be enough summary of the discussion to show that the board conducted due diligence in deciding the matter.
- Conflicts of interest should be declared and recorded.

Most organizations have the secretary in charge of reviewing the minutes of open sessions before they're distributed to the rest of the board for approval.

Goldberg also suggested that during board meetings, when IRE's lawyer is needed, IRE's lawyer should be available to be on call within a certain window of time.

LaFleur asked how much the lawyer costs, and Thompson said he is pro bono. Haddix said to be selective in asking for his time, given that he is working at no cost to IRE.

Goldberg moved on to explain the IRS best practices that IRE should follow. The practices are: ensure there is a conflict of interest policy for board members, evaluate IRE's investments and make sure assets are safe, update whistleblower policy, take minutes at all meetings and conduct regular board reviews.

Thompson asks for motion to about the changes Goldberg discussed. Goldberg proposes adding a line that says the IRE lawyer should be on call for a two-hour period during the fall board retreat.

ACTION: Motion to approve the Governance Committee recommendations (noted above) by Vap, seconded by LaFleur. Unanimously approved.

Contest committee

Goldberg shared these recommendations from the Governance Committee for the Contest Committee:

1. The committee to be made up of seven people: a chair and a second board member (both appointed by the board president); two members elected by the

IRE membership; and three members selected by the chair and board president with recommendations from the board. Once the chair and president decide on the three, the names would be sent to the full board for review.

2. All committee members to be current in their IRE membership at the time of appointment.
3. The board president should review potential committee members background with the organization with the executive director to identify any concerns.
4. Appointed committee members should have served at least twice as contest screeners.
5. Term limits on the contest chair -- he/she, who is appointed by the board president, may not serve more than two consecutive years in that position.

Discussion ensued among board members about the process for appointment to the committee and the selection of the chair. Topics included whether requirements might be too restrictive, the impact on diversity and continuity from year to year.

Riepenhoff proposed a chair and deputy chair scenario. The two members would be from different election years so that the deputy chair could learn the ropes from the chair before becoming chair in the second year.

Miller asked for more clarity on the appointment process for the chair. Miller said he also didn't want to leave out the wisdom of members on the process. Riepenhoff also said that potential strong candidates would be left out if they restricted to only members with experience on the committee. Vap agreed, and said we are trying to encourage people to get more involved. Branstetter said it's hard to get people to serve and even harder to chair.

Zurik asked why there's a term limit on the chair. Goldberg said that's partially to not keep someone in the waiting. Zurik said what if the best person who has been doing the job has their term expiring.

Rich asked about the conflict of interest policy. Screeners are to notify IRE staff on conflicts of interest, and Rich asked if we monitor this. Riepenhoff said staff monitors it and asks screeners to disclose conflicts of interest.

Thompson said there are concerns that some screeners weren't that experienced and people didn't know what they were doing. Thompson suggested that the chair could provide training for the screeners. Haddix said there is a checklist of things that are asked when calling people to be screeners. Dempsey said people know that those lists are available, and we don't need more training beyond that; we just need to ensure that people running screener groups know about the guidelines.

Riepenhoff said monitoring screeners and super screeners is a staff function.

Miller made a motion to amend and drop recommendations 4 and 5. Zurik seconded the motion.

Riepenhoff made a second motion, agreeing with Miller's motion and adding an amendment to the recommendation No. 1 to say that there should be a chair and a deputy chair from different election years. Goldberg said this would create a scenario where someone would be second in line to serve as chair. Riepenhoff explained that her motion would adopt recommendations 2 and 3, and add to No. 1 that the committee is to be made up of seven people, including a chair and a second board member from different election cycles. Her motion would eliminated recommendations 4 and 5.

Thompson said the president has the right to not appoint a second person as chair.

Upton seconded Riepenhoff's motion. Miller withdrew his previous motion.

But Miller said we should vote to change the language first and then adopt the language. Thompson asked for a vote to change the language. But Rich asked whether the board should be able to review the president's appointment of the chair. Branstetter agreed, saying the president should ultimately make the decision.

Thompson offered up the motion to adopt the language as amended by Rich. Motion failed for lack of a second.

Further discussion ensued to clarify the motion and change the language.

ACTION: Miller made a motion to amend and adopt the language as noted below, seconded by Riepenhoff. Motion approved unanimously.

1. The committee to be made up of seven people: a chair and a deputy chair (both appointed by the board president and from different election cycles); two members elected by the IRE membership; and three members selected by the board president, chair and vice chair with recommendations from the board. Once the president, chair and vice chair decide on the three, the names would be sent to the full board for review.

2. All committee members to be current in their IRE membership at the time of appointment.

3. The board president should review potential committee members' background with the organization with the executive director to identify any concerns.

DELETE 4. Appointed committee members should have served at least twice as contest screeners.

DELETE 5. Term limits on the contest chair -- he/she, who is appointed by the board president, may not serve more than two consecutive years in that position.

ACTION: Motion by Branstetter to approve the minutes from the March 22 board call, seconded by Goldberg. Unanimous approval.

The board called at break at 3:30 p.m. and reconvened at 3:49 p.m.

Zurik asks if we want something in writing for appointing the chairs of other committees. Upton said that is worth a discussion since we have three different systems for determining our committees through rules in our bylaws.

Dempsey mentioned he spoke with a number of people who considered running for the board, and they were under the impression that they need to serve on a committee before the board, but they have no idea how to serve on a committee. Dempsey asked if people don't know how to serve on a committee, how do we expect more people to serve?

Thompson said when she didn't serve on the board, she still knew what went on. Dempsey said it would be nice if people knew how to serve on a committee. Rich suggested doing a call out to members. Branstetter and Thompson said there could be an announcement explaining all the opportunities available to serve IRE.

Goldberg recommended a deep dive into each committee and see if a restructure is needed. He said it would be worth it, during the board retreat, to review committees and make them more streamlined. Thompson agreed, and said there are probably some antiquated committees that need to be reviewed.

Riepenhoff said the contest committee is one that needs to be looked at. She said it doesn't just include the IRE Awards. There are things that come up related to contest committee that aren't about the judging, and there needs to be a contest and judging committee, Riepenhoff said.

Thompson asked if we agree that this is something worth discussing at a later point, like at the board retreat. Rich suggested kicking it to governance. Zurik said he would like governance to do a review of the structures of the committees.

Staff Reports (Haddix)

Staff is pleased with accomplishments this fiscal year and is primed for a strong new program year. IRE this year set several records, including IRE19 conference attendance, conference sponsorships, IRE membership and four full-time trainers. He noted that Sarah Hutchins, Charles Minshew and he also conduct training.

He also noted progress on diversifying speakers at the NICAR and IRE conferences. Speakers at NICAR were 50 percent men and 50 percent women; 30 percent were journalists of color. At this year's IRE, 30 percent were journalists of color and 59 percent were women.

The new fiscal year will feature the new Data in Local Newsrooms training program, sponsored by Google News Initiative to provide intensive data training to 10 small and mid-sized newsrooms in the U.S. and Canada. Customized newsroom training also is in high demand. In addition, we plan on doing at least three additional data boot camps in addition to the ones at the University of Missouri.

Haddix asked if the board had any questions about the detailed written staff report. No questions arose. Zurik commended staff for a strong year.

Endowment committee (Miller)

Miller reported that IRE will not need to use endowment earnings this fiscal year for operations. Instead, they'll remain in the endowment fund. He provided a brief overview of endowment funds and returns. In the future, he said the Endowment Committee may wish to address the following:

- We recommend that the new Endowment Committee sit down with Heather Feldmann Henry and perhaps our contact at Oppenheimer to brief on our investments.
- We recommend an independent review of our current returns and our current investments, both from a socially responsible investment perspective and a financial perspective. An outside consultant conducting a one-time review might be financed from endowment interest, if the Board and executive director considers that wise.
- We recommend a strategic review to create a three- to five-year plan for the endowments. Where do we want to go? Do we want to commit to using the interest more aggressively once we reach a certain size of endowment dollars?
- Picking up on our endowment work, what to do about members who want to create a scholarship or similar memorial fund, but do not have the cash to fund it to the \$25,000 level? Doug's idea is the creation of a website page which would list donors and their causes. This would include giving levels tied to gift size. The money would go into a general scholarship fund. As our membership ages, how do we address those members who want to honor the IRE as part of their estate planning?

Upton asked if there was a discussion about launching another endowment drive. Haddix said there will be an opportunity for another drive as we come up on the 50th anniversary of IRE in 2025. We'd like to work closely with the Endowment Committee to launch a drive that would conclude with a birthday celebration.

Branstetter cautioned to make sure that any endowment drive did not hurt other contributions and donations to IRE for regular operations. Haddix said primary endowment donors for a new campaign likely would be new or supplemental to other types of contributions to IRE. Upton asked if we can better track how long people have been involved with the endowment. Haddix said we will soon have better metrics on that.

Conference committee (Vap)

Vap mentioned the record-breaking attendance at IRE. She said the master classes have been very popular at both NICAR and IRE. Those sessions give long-time members the chance to dive deep on something as opposed to the other classes, which are targeted toward younger members with less experience.

The committee has been meeting every month, Vap said, and have talked with governance about committing to meet more often.

The committee also discussed increasing diversity on panels, not just people of color, but also market size and different levels of experience. Most panelists are chosen by staff; they know the people well and the membership the best. The staff also asks for recommendations through a Google form and will continue doing that. Vap said that this year, the committee and staff worked on planning speakers, panels and showcases earlier. The committee would like to do a better job to increase ideas for new panels and tracks of panels.

Goldberg applauded the very different thinking that went into the panels this year. Vap agreed, the outside-the-box thinking has people excited. Dempsey pointed out that the Commons have been more successful. Upton pointed out that there have been fewer technical difficulties.

Contest committee (Riepenhoff)

Riepenhoff said the committee would like to limit the number of primary elements submitted for contests; some are getting extremely long and time consuming. Riepenhoff said we need to be more in line and realistic, just as other contests have limitations. There were also a number of entries that were disqualified because of ads, both video and audio, she said.

Branstetter said there should be a checklist for the screeners, like checking for ads.

Riepenhoff asked if the idea of the contest judge committee vs. the contest-related committee will be kicked to governance? There are a number of contest-related issues that don't involve judging, she said, like finding a place for oversight of the Phil Meyer Awards.

Zurik said governance can review the committee set up. Branstetter and Zurik said the limiting of contest submissions should be discussed at the retreat.

Member services committee (Zurik)

Zurik said member services funded six diversity scholarships and expanded the fellowship. All money raised at IRE19 will go toward the IRE Journalist of Color Fellowship. He encouraged

board members to ask their employers and other organizations they're connected with to contribute to the new JOC Fellowship program.

Audit (Rich)

Rich said the audit was clean this year, and there were none of the worst kinds of issues. The few issues that did come up, he said, had already been discussed with Heather. The auditor is also retiring, and she brought in a colleague to be a part of the audit this year so that the transition is smoother when the auditor retires.

This year's audit reflected the transfer of DocumentCloud to Temple University, which explains some "losses" on paper. There were no actual dollar losses to IRE in the transfer.

Rich said Heather (Feldmann Henry) worked tirelessly to get up to speed in changing audit standards, and she was great throughout the audit process.

Public engagement (Branstetter)

Branstetter said we had a handful of requests for IRE to weigh in on causes and litigation and support. The committee suggests seeking clarity on how to decide when to weigh in, like should the IRE lawyer be involved. Branstetter said we did decide to support litigation in certain cases, and we wouldn't want to sign on with advocacy organizations.

Audience questions

The board asked members in attendance if they had any questions or concerns. One member asked why board minutes would not list IRE employee salaries (referencing the earlier discussion of Governance Committee recommendations). Riepenhoff noted that the executive director's salary is on IRE's IRS 990 form, posted on the IRE website. Haddix also pointed out that all full-time IRE staff are employees of the University of Missouri, and their salaries are publicly available in several places.

IRE Service Certificates

Thompson presented four IRE Service Certificates on behalf of the full board of directors. Recipients were: Matt Goldberg, Ziva Branstetter, T. Christian Miller and Phil Williams. Thompson noted the contributions and impact of each recipient. Recipients each spoke briefly about their service to IRE and ongoing commitment to the organization.

Special gift

Haddix presented Goldberg with a special IRE Visionary Leadership gift. He noted Goldberg's crucial support to the IRE staff during the transition between executive directors in 2016, his fundraising prowess, his leadership in redefining the executive director's job duties and his role as an effective IRE ambassador.

ACTION: At 4:55 p.m., Vap motioned to adjourn the meeting and Miller seconded. Unanimously approved.