



**Board of Directors Call**  
**Monday, January 14, 2019**

**In Attendance:** Cheryl W. Thompson, Lee Zurik, Jill Riepenhoff, T. Christian Miller, Nicole Vap, Matt Goldberg, Ziva Branstetter, Matt Dempsey, Jennifer LaFleur, Steven Rich, Norberto Santana Jr., Jodi Upton

**Absent:** Matt Apuzzo

**Staff in attendance:** Doug Haddix, Amy Johnston

Thompson called the meeting to order at 3:03 p.m. Eastern. Amy Johnston took roll call.

**Previous Minutes:**

Thompson asked if there were any questions about the minutes from the October board retreat. Goldberg asked that they have a discussion in executive session before voting on the minutes from the retreat.

**Motion:** Discuss the minutes from the October board retreat in executive session before voting on them. Motion made by Goldberg and seconded by Upton. Motion was unanimously approved.

Haddix suggested that they wait to go into executive session until the end of the meeting and everyone agreed that executive session should be held at the end of the call.

**Code of Conduct:**

Thompson asked if everyone had read the committee's recommendation and if there were any questions or concerns.

Zurik asked what the expectation is for the board by putting the email address out there. Goldberg replied that the thinking was that as a board they would decide which board members or committee members would be responsible for checking the email.

Zurik said that he would feel more comfortable with adding something to help protect the board, just in case. Upton agreed with Zurik and noted that the board doesn't have any training regarding this type of thing.

Vap noted that there is something in there about calling security.

Zurik suggested creating an automatic reply for when someone sends an email in. Several of the board agreed that an automatic reply was a good idea.

Thompson asked if there were any other concerns or changes. Goldberg said that the committee would make the suggested changes and send it back to the board.

Miller asked who was going to watch for any emails that might come in. Rich offered to help with this at the CAR conference.

Haddix recommended that if the board moves forward with this, that they have the protocols in writing for consistency and in case any questions might arise. He noted that like the staff protocols, these would not need to be published. Several of the board agreed with Haddix that it would be a good idea to have those.

Thompson asked if there were any other questions or concerns.

**Motion:** To adopt the committee's recommendation with the changes discussed. Motion made by Rich and seconded by Miller. Motion was unanimously approved.

Zurik asked that the committee come back to the board with those protocols.

Haddix asked that one of the board members put together a blog post about the changes for the website. Rich volunteered to write the blog post.

### **Contest: Jill Riepenhoff**

Riepenhoff provided an update on the status of contest judges and timing for judging the IRE Awards this year. Discussion ensued about the composition of contest judges, the ideal number of judges and related matters.

### **Ad Hoc Committee – Contest**

Everyone should have received the contest conflict of interest proposal. It includes adding a question on future contest entry forms where any board member involvement in the work could be explained, even if it's minor, for transparency.

Vap said she agreed that if you are a board member, you should not be entering work in the contest under your name. My concern is that people in management don't have a choice, and I would feel really bad if others wouldn't be able to enter their work because of my involvement.

Upton agreed with Vap. A lot of the discussion on the ad hoc committee was that there is never going to be a clear way to define this. We shouldn't eliminate any contest entry just because a board member had some minor touch with it due to their job.

Vap commented that she wasn't sure they needed to have the questions on the entry form. Dempsey replied that the reason for the question is because while your name might not be on it, there is the possibility that a board member might have done a lot of work on the story. The question was kind of a compromise.

Rich said he would be happy with going back to the old way of things where board members can't submit entries.

Thompson asked if the word "significant" was the sticking point. Vap said that if she were on the committee, she would be annoyed with having to decide on this since the committee already has a lot going on.

Riepenhoff noted that most of the significant stuff would already be weeded out. We need to be clear the word significant is important. This is more for transparency and should not add more work. The board further discussed differences in investigative work done in TV compared with print and varying roles of managers.

**Motion:** Make the suggested change and move forward with the ad hoc committee's recommendation. Motion made by Riepenhoff and seconded by Goldberg.

**Voted "yes":** Thompson, Zurik, Riepenhoff, Miller, Goldberg, Branstetter, Dempsey, LaFleur, Rich, Santana Jr., Upton / **Voted "no":** Vap

Upton and others thanked Riepenhoff for all of her work on the contest.

### **New Business: Cheryl W. Thompson**

I would like to have the Governance Committee start working on an overall review of things and put together guidelines for future use on board best practices and procedures.

Zurik agreed with Thompson that this is a good idea. Upton also agreed and said that as a new board member that would be very helpful. Goldberg noted that as the chair of the Governance Committee, he thought it was a great idea and asked that other members give some suggestions on areas to examine.

Miller noted that as a Governance Committee member, this is a very big job and recommended that they do these as particular things come up. Thompson responded that issues have come up recently and that it would be nice to have something to point to when issues come up in the future. Goldberg agreed with Miller that we need to pick priorities.

**Motion** – To have the Governance Committee look at issues on a rolling basis to come up with policies and then return to the board with any recommendations. Motion made by Goldberg and seconded by Miller. Motion was unanimously approved.

### **Awards – Service Medals & Certificates, Founders Award, etc.:**

Please send nominations or suggestions by March. The deadline for the Founders Award is April 1 and the deadline for service award/certificates is May 1.

Meeting went into executive session at 4:26 p.m. to discuss minutes from the October board retreat. Executive session ended at 4:45 p.m. and the regular meeting resumed.

**Motion:** To approve the minutes from the October board retreat.

Motion made by Zurik and seconded by Santana Jr.

**Voted "yes":** Thompson, Zurik, Riepenhoff, Miller, Vap, Goldberg, Branstetter, Dempsey, LaFleur, Santana Jr., Upton / **Abstained:** Rich

Meeting was adjourned at 4:47 p.m.