

Board of Directors Conference Call
Aug. 24, 2012
11:00 a.m. Central

Recorded by Amy Johnston

Board Members in attendance: David Cay Johnston, Len Downie, Stuart Watson, Lea Thompson, Mc Nelly Torres, Ellen Gabler, Josh Meyer, Alison Young, Matt Waite, Sarah Cohen, Manny Garcia, Andrew Donohue

Not in attendance: Rob Cribb

Staff in attendance: Mark Horvit, Amy Johnston

Johnston calls meeting to order at 11:03 a.m. (Central)

Previous Minutes

Young makes motion to approve
Torres seconds it
Minutes approved unanimously.

Exec. Directors Report:

Follow up from June meeting:

- Delta Systems has begun to work on the online contest system and they are also working on some improvements to the online conference system.
- Any changes to the contest categories must be made by Oct. 26.

Thompson asked if it was changes to just categories, or also wording? Horvit said anything the will affect the setup of the system must be determined by then.

- Work continues on setting up Board committees.
- Upcoming Board meetings will be:
 - o Retreat: Dec. 1 & 2 in St. Louis
 - o Meeting in San Antonio during the 2013 IRE Conference in San Antonio on Thursday, June 20.
- Horvit held some preliminary conversations with a member of the board of the Asian American Journalists Association about potentially doing some sort of joint conference in the future. Torres noted that some of IRE board members reached out to AAJA at the Unity conference.
- There has been an offer by a world music artist Lila Downs, to hold a benefit concert during the IRE Conference in June. IRE member Ricardo Sandoval has been the contact person. The concert would be held Saturday evening and would be held at a venue near the hotel and would be open to the public. Proceeds would benefit IRE. It's unclear if we can make this work financially, but staff is looking into it.

Watson asked if it would be in addition to the Blues bash or in lieu of?

Horvit noted that the concert would be on Sat. and we could discuss continuing to hold the Blues Bash on Thursday. Also there will be a slight conflict with the closing reception.

Watson asked about how much the outlay would be? Horvit said that it would be at least \$15,000, but could be more. Downs has done a benefit in San Antonio that we believe netted a little more than \$10,000.

Torres said she would send a link to everyone providing more information about Downs.

Young reminded the new BOD members that the executive committee is empowered to make decision for the whole board in between BOD meetings.

- Horvit said the details have been worked out to create a Data Journalism Fund with a donation from Google. IRE will give away \$50,000 to journalists working on data projects. A volunteer committee is helping shape the requirements and rules.
- Horvit said IRE will be providing 3% raises for staff, which is higher than initially planned, but well within our budget.
- We have been asked by Linda Austin of the Reynolds Business Journalism Center to work with them to develop online Excel training.
- In 2013 IRE will do a workshop with Poynter. Horvit is working with Al Tompkins of Poynter on the details.

Budget Update: Mark

IRE completed the 2011-12 fiscal year with about a \$70,000 balance, significantly higher than typical. This was due to a number of factors, including higher conference attendance and sponsorship, strong membership, an increase in training, and several other factors.

Legal Representation Update:

Horvit said Marsha Fischer, a Columbia attorney who has done work for IRE in the past, has agreed to serve as counsel for IRE on matters involving running the organization. She is not a media attorney and does not specialize in First Amendment issues, so other attorneys will help on those matters.

Garcia contacted attorney Sam Terelli of Miami, who does have that expertise. He has agreed to help with those issues, including pre-publication review of the IRE Journal.

Horvit said that although the Board had agreed to create a committee to help find legal representation, that is no longer necessary. Board members agreed.

Thompson said she has spoken with other lawyers who also would be happy to help. Horvit asked that anyone who knows an attorney that would like to be involved, please send him their names. Once compiled he will send out a list of names to the Board.

Other Business:

Johnston reminded everyone that they need to fill out a conflict of interest form. Horvit will send out the form. Those need to be emailed or faxed to the IRE office. Young noted that these are required for the IRS Form 990.

Committees:

Johnston said he is still working on the makeup of the Contest Committee. Other committees have been set. IRE members elected three members to the Contest Committee instead of the typical two, and all have a print background, so it will be important to have sufficient broadcast representation.

Torres and Waite will be chairs of the Conference Committee.

Gabler and Watson will be chairing the membership committee.

More discussion ensued regarding various committee assignments.

Voting:

Cohen said that she, Torres and Garcia have been looking into voting and governance issues, as was discussed at the June Board meeting. She noted that there has not been consensus among Board members about how to proceed on changing elements of the way Board members are elected and the makeup of the Board. She asked whether the committee should seek comment from members. Discussion ensued, and it was agreed that it would be preliminary to do so at this point.

Among the issues being explored: how to handle absentee ballots, whether elections should be limited to those attending the conference, whether a nominating committee should put forth a slate of candidates, moving to three-year Board terms, and whether some board members should be nominated or appointed who are not IRE members and bring outside expertise.

Some ideas to improve the existing election process also were discussed, including having candidates fill out questionnaires that would be posted online, or having each candidate do a 1-2 minute video.

Young noted that any change in the way the Board is elected, or in its makeup, would require a vote of the membership.

Cohen said a specific proposal would be brought to the December Board meeting.

Other Business

Gabler initiated a conversation about various ongoing threats to access to information by the federal and state governments.

Meyer said this could be a topic for the newly created Public Engagement Committee to tackle. He is a member of this committee.

Johnston asked Horvit to talk with executive directors of other journalism organizations to measure their interest in some sort of joint effort to look at these issues and react to them.

Johnston asked for any further agenda items. There were none, so he made a motion to adjourn. Garcia seconded. All were in favor.

The meeting adjourned at noon.