

Board of Directors Conference Call Tuesday, January 27, 2015

In attendance: Sarah Cohen, Phil Williams, Jill Riepenhoff, T. Christian Miller, David Cay Johnston, Len Downie Jr., Ellen Gabler, Josh Meyer, Andrew Donohue, Ziva Branstetter, Matt Goldberg, Chrys Wu, Nicole Vap

Staff: Mark Horvit, Amy Johnston

Cohen called meeting called to order at 10:30 a.m.

Previous Minutes:

Branstetter moved to approval minutes from previous meeting.

Goldberg seconded motion. Unanimously approved.

Executive Director Report:

CAR Conference –

- Room block is filling up quickly.
- Registration is running about 100 behind where we were last year, but that was record attendance so this is still very strong.
- Due to last year's historic high attendance, we have done a lot of things to prepare for the larger audience.
- Jaimi Dowdell is overseeing the program for the CAR conference and Stephanie Sinn has helped get us more space.

Cohen noted that she wanted to thank Jaimi for all the work she has done. Several other board members agreed.

Staffing –

- There are three new staff members:
 - o Alex Richards, who will become IRE's third full-time trainer.
 - o Anthony DeBarros, who joins the DocumentCloud team.
 - o Linda Steward, who will be working as a temporary employee in the front office staff.
- There are now 16 full time employees.

Cohen asked how many are working just on DocumentCloud. Horvit replied that there are three (two full time, one contract). The DocumentCloud hires are for two-year positions at our current funding, and the people being hired know that it is a two-year position. We are also not asking them to move. We are working on filling one more slot.

Former Board member Nancy Stancill wrote a book and was had agreed to give us some of the proceeds from that book, while IRE did some promotion of the novel. Those funds were recently donated to IRE by Stancill.

Membership –

- Currently the membership number is hovering at right over 5,100.
- Horvit said he expects membership to drop some this year. Membership is driven in part by conference numbers, and we had two record-setting conferences last year, attendance-wise so we anticipated this and budgeted accordingly.

Diversity –

- The committee the board created to look at diversity issues related to the board will be chaired by Miller.

Course Packs –

- Course Packs have been unveiled and there are 13 professors who have already signed up their classes. These are training materials designed to be used in the classroom.
- We have received a lot of interest in those and we are looking at creating additional packs.

President's Report: Cohen

- Cohen thanked all board members who had donated before the end of the calendar year and reminded everyone that the fiscal year runs through June 30, so it's not too late to get in a donation this year.
- We need to start thinking about people that we can recruit for the Board. Downie and Johnston have said they will not seek new terms.
- Cohen said that if any board members have a concern related to the organization or staff, it should go through her, and she can take it to Horvit. We don't want to micro manage.

IRE Conference: Horvit

Horvit said that James Risen of The New York Times has been confirmed to speak and could deliver the keynote address, and that documentary filmmaker Laura Poitras is confirmed to speak.

Board members agreed that Risen would be a great choice.

IRE's 40th Anniversary:

Williams updated the board on the short film he is making to be presented during the 2015 IRE Conference luncheon. He asked for any input board members have in milestones that should be included.

Horvit said he has been consulting with Downie on other plans related to the anniversary, including the commemorative issue of the IRE Journal that is in the works.

Budget:

Horvit gave an update on the budget:

- Membership revenue is down some due to the fact that we had two record-setting conference last year, but we are on track to make budget. (This was anticipated).
- Web traffic is up. This is likely a reflection of having web editor Sarah Hutchins on staff for a full year, and because membership and attendance numbers are up.
- The endowment looks good. We have had some unexpected donations. There are a couple of couples who have made generous donations this year; one for the second year in a row. Horvit said he has also talked about planned giving with a couple of donors.
- Legal costs are higher than budget this year because of negotiations related to a possible Arizona Project project. Higher than has been previously discussed.
- Administrative costs are higher than last year because the staff has grown and because of annual raises, but we are within budget.

Miller asked about the DocumentCloud budget. He asked whether the money was being spent to match the budget or if we were underspending. Horvit said we have spent less than the budgeted amount for the first year, because it took longer than anticipated to begin hiring. Horvit said he has talked with the Knight Foundation and the grant has been extended for six months – through December 2016.

Miller asked if DocumentCloud would receive more grant money after December 2016. Horvit said he has not discussed additional grant funding with Knight or any foundation at this time. A key goal of the grant is to work on sustainability, so the platform should be generating some revenue by the time the grant period ends. Horvit said bringing in Anthony Debarros to work with Ted Han, and the planned hiring of two more developers, will allow us to make progress toward the goal.

Miller asked about whether Horvit had the time to manage a team of four on DocumentCloud in addition to the rest of the IRE staff. Horvit said bringing in Debarros to help lead the team with Han will make a tremendous difference and greatly reduce Horvit's day-to-day involvement.

Endowment Report:

Johnston said he thought we should make sure our endowment policy keeps up with inflation. He suggested that the issue should be discussed with the Endowment Committee and then come back to the board.

Cohen asked if the policy was changed awhile back so it wasn't quite so conservative. Horvit replied that, yes it was changed. Cohen then asked if we had moved money into the reserve fund. Horvit said that yes the Board had voted to move \$30,000 over to bring the fund up to \$250,000. Horvit also noted that there is other money, in both the endowment and in IRE's checking account that could be used as reserves if the need arose.

Miller asked whether there is an industry standard for what should be kept in reserves. Johnston replied that there isn't a specific number. However he said there is something called the prudent man rule and that there are rules of thumb. He said some groups maintain 180 days worth of operating revenue, but he also said that number can be lower depending on an organization's cash flow.

Cohen asked Horvit how much that would be for IRE. Horvit replied that it would be roughly \$750,000.

Audit Report:

There were two points made in the auditor's management letter, which has already been discussed by the Audit Committee.

- Auditor wants us to do a better job of writing off uncollected debts. With new software that we have it will be easier to track this and follow up on these.

Cohen asked if this issue affected the budget. Horvit replied that it didn't.

- We have cash sitting in bank accounts, including the Reserve Fund. We have done that to keep it safe, but it earns little interest. The auditor suggested that we let out investment people handle that so that we can be earning more.

Johnston noted that it was a very minor amount of money compared to IRE's overall budget and endowment. Horvit said that if the board wanted to, we could look at moving that over to be invested. He also noted that in doing that there is a bit of risk. There was no action to investigate this further.

Cohen asked Johnston and Downie – who are on the Audit Committee – if there were any issues in the audit that the Board needed to be aware of. Both replied that there were not.

Motion to adopt the Auditors report made by Johnston
Seconded Meyer, unanimous approval.

Quorum:

Cohen noted that IRE is going to have to have a membership meeting at the CAR Conference, and prior to that we should talk about what constitutes a quorum of the membership. And in order to do that we are going to have to deal with the issue of a

quorum. We consulted with our attorney and others and decided that a good standard for a quorum would be 5 percent of the number of attendees at the most recent IRE annual conference. Discussion ensued.

Motion: A quorum will be defined as the number of members equal to 5 percent of the attendance registered at the most recent attendance at the national conference.

Motion made by William and seconded by Miller.
Unanimous approval.

Member Services Report: Gabler

- Meetups are going well. One was launched in Seattle last week and Miami will be next week.
- Some of the meetups have are partnering with some diversity groups.
- The student member sponsorship program was launched again last week.
- After some discussion with Cohen and some other members, we are making a slight change so you can now designate that your sponsorship goes to help increase IRE's diversity.

Horvit noted that so far there are 73 people that have donated and that there are several people who have paid for multiple student memberships. Gabler said that John Green has done a lot of work on this so be sure to thank him.

- We are trying to figure out what we can do next. One idea is a membership drive where people can suggest names of people to invite. Another idea was to do more minority scholarships to send people to the conference. Miller suggested considering crowd sourcing for the money for scholarships. Gabler said IRE needs to be mindful of not overwhelming members by asking them for something too frequently, and also that the board should be mindful of not overwhelming the staff by starting too many initiatives.

Miller ask if realistically this could be done between now and the conference. Gabler replied that we don't want to be doing things just to do things. Horvit noted that the membership drive isn't really a staff time issue. It's more of how much do we want to ask of our members.

Williams asked about allowing people to allow their credit cards to be charged annually for memberships so that they don't have to manually renew. Horvit replied that staff can set that up for members now, and we are checking with the company the built the membership database to see what it would cost to add that option to the system.

Riepenhoff asked if we let people know that their membership is expiring. Horvit replied that the system is automated to send reminders and that John Green also follows up. He noted that members hear from us at least three times before a membership expires. More discussion ensued about various membership drive options. Gabler talked about having a drive in which IRE members encourage their universities to send students to the IRE Conference in Philadelphia in June.

Discussion then turned to the idea of crowdsourcing a fund drive to sponsor students, led by Miller. Wu talked about the sophisticated nature of successful crowdfunding accounts on platforms like Kickstarter. Miller talked about the potential advantage of getting IRE in front of a wider audience. Donohue said that could be valuable, but it would take a clear plan to succeed.

Cohen asked if Miller would research the idea and get back to the board. He said he would do so and would get in touch with Wu.

Journalists in Peril proposal - Horvit

Horvit said he has spoken with Dana Priest, who works at the Washington Post and teaches at the University of Maryland, about a proposal she has to raise money for journalists that are in peril.

He described her plan, which is to sell bracelets with the names of journalists who are at risk and to donate the money to the Committee to Protect Journalists. She has asked whether IRE would be involved to help with logistics, including sale of the bracelets, because CPJ does not have an online store. A third party would be responsible for shipping the bracelets. IRE would be compensated for use of its staff time and resources.

Discussion about whether IRE should be involved ensued. Some board members said the arrangement would help IRE play a role in helping journalists in these situations. There were questions about whether this would diminish efforts to raise money for IRE or would pull away too much staff time. Downie emphasized that if IRE is involved; the funds need to go for the specific purpose of aiding journalists, as to opposed to more general operating support for CPJ. Wu cautioned that IRE should not be accountable for shipping issues or damage that may occur in shipping, as IRE is not going to be involved in shipping.

No vote was taken, but the general consensus of the majority of the board was that Horvit should pursue this, but should address all the caveats mentioned during the conversation.

Project Word: Horvit

There is an organization called Project Word that is run by IRE member Laird Townsend. Horvit said he and Townsend have discussed IRE working with Project Word on projects that would benefit independent journalists. He said IRE is serving as a fiscal sponsor for the project. No objections were raised to working with Project Word and exploring grant possibilities.

There was no other new business. Branstetter moved to adjourn; Downie seconded. The vote was unanimous and the meeting adjourned at 12:23 p.m.