

**Board Retreat**  
**Saturday, Sept. 13, 2014**  
**St. Louis, MO**

**In Attendance:** Chrys Wu, Ziva Branstetter, Ellen Gabler, Len Downie, Jill Riepenhoff, T. Christian Miller, Phil Williams, Nichole Vap, Sarah Cohen, Matt Goldberg, David Cay Johnston, Josh Meyer

Via Skype: Andrew Donohue

Staff: Mark Horvit, Amy Johnston

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Meeting Called to order at 9:05 a.m.

Approval of previous minutes: Moved Johnston, Seconded by Downie. Adopted unanimously.

**Executive Director Report:**

**Membership**

Horvit said membership continues to be strong and we continue to stay above 5,000. This is one of the longest stretches in the organization's history that membership has maintained this level.

Downie asked how we reached this plateau. Horvit replied that student membership is one of the largest IRE has had. There have been more professors requiring membership for class and that has helped. Also the program that Gabler initiated to sponsor student members, and the work Riepenhoff has done has had a significant impact. The historic attendance at both conferences has also contributed to overall membership growth. We don't anticipate maintaining that kind of conference attendance, and that would impact overall membership.

There was a discussion of ethnic and gender breakdown of membership. Horvit noted that the numbers IRE gathers are significantly incomplete because a large percentage of members do not share that information. Board members suggested possible ways to encourage more members to share their demographic information, including having a pop-up question when people renew online, or asking members to submit photos.

**Budget/Fundraising**

- At Donohue's direction, Horvit noted the staff created a guide that will help walk board members and others through the budget. Several board members agreed that the guide was helpful. Among the budget highlights, Horvit said:
  - It is early in the fiscal year so it is hard to get a read on where we stand. There is a column that will compare this year to where we were at the same time last year. So far this year is looking good.
  - Conference fundraising is doing well. Thanks to Goldberg and others in the company, NBC is going to co-host the IRE Conference with Comcast. The Atlanta Journal-Constitution will host the CAR Conference.

Meyer asked if CNN was going to be a sponsor. Horvit replied that not as of right now, but that he is working on it.

Horvit noted that some foundations, including Knight and Lumina, have provided multi-year sponsorship funding for the conferences.

Downie asked if there are any red flags in the current financial picture. Horvit replied that there were not.

Horvit said the organization has built up cash reserves – separate from the reserve fund and the endowment – because of the positive finances of the past three years. Some of those funds will be used to expand the staff, including hiring a third trainer who will have the ability to teach data skills that we currently don't have on staff. Horvit also said that, with John Green retiring this spring, a new staffer will be hired for the front office.

Miller asked for details on DocumentCloud. Horvit noted that the 2014-15 budget was approved before IRE had obtained a two-year, \$1.4 million grant from the Knight Foundation for the service. Horvit said there will be new hires made for DocumentCloud to join the existing team, including a project director to work with Ted Han, and another full-time developer. Other positions are possible as well, and there is funding for contractors and consulting. The key goal of the grant is to work on sustainability.

Downie asked if we have looked at charging non-journalists. Horvit said that is one of the avenues being explored.

Miller said sustainability is the priority issue. Discussion of DocumentCloud's sustainability ensued, and whether the platform should be spun off or relocated at some point in the future. Horvit said that is one issue that is being examined.

Discussion about DocumentCloud and its services ensued.

Horvit said he is working on a possible grant that would allow us to create a new online home for the data library. He said he has also talked with the Investigative News Network about a project to create a data store system that could be used by INN members as well. Wu cautioned that such sales are unlikely to generate a lot of revenue. Horvit said he is not counting on data sales as a large profit center for IRE.

### **Other Updates**

Horvit updated the board on developments with the website. He noted that much more is being done with audio, including a podcast that is gathering subscribers on iTunes. A new feature using video is debuting this fall. Both were done by working with students through a class at the university.

He said a new offering called Course Packs is getting a soft launch this fall and will be advertised for the upcoming winter semester. It allows professors to use IRE materials to teach a data component in their courses, and provides materials for their students. The system is set up so that each student in a class pays for the materials. The Course Packs, which grew from a conversation with Cohen, fill a growing need at journalism schools for professors to incorporate more data training into their offerings. It could also prove to be a revenue generator for IRE. The first Course Pack focuses on Excel; if it goes well, a Pack on Structured Query Language (SQL) would be next.

Horvit said IRE has published a new beat book, Collected Wisdom, which gathers the columns by the same name from the IRE Journal, with a new introduction from Downie. An updated version of the mapping beat book is being done by authors Jennifer LaFleur and David Herzog.

There was general discussion with board members asking Horvit questions about several issues, including whether IRE would start offering automatic renewal for memberships. Horvit said he has discussed that with staff and will revisit the issue.

## **Revisions to the Bylaws and Articles of Incorporation – Cohen**

Cohen noted that at the Board's June meeting, it voted in favor of letting students members vote, which requires a change in the Articles of Incorporation. She noted that at the same time, there are some other items that should be revised because they have become outdated. It makes sense to deal with all of those at the same time. All of these issues were first discussed by the Governance Committee.

### **Articles of Incorporation:**

#### **Definition of "professional" members**

The first proposed revision deals with the definition of membership. Horvit said there currently are five membership classes: Professional, Academic, Student, Retiree and Associate.

Professional membership is defined in a way that could be read as leaving some journalists out.

**Current:** Section 5.01...The Professional class shall be limited to persons substantially engaged in reporting and/or, editing.

**Proposed Change:** The Professional class shall be limited to persons substantially engaged in news gathering, presentation or production...

Miller asked why there wasn't any mention of the production when the articles were drafted. Downie said that at the time there was the feeling that the organization should focus on those doing tasks specifically related to reporting and editing. Cohen and Horvit said that with the growth in online journalism, there are key roles involved in creating investigative projects that involve journalists in other roles.

**MOTION:** Downie made a motion to propose changing the definition of professional members in the Articles of Incorporation to "persons substantially engaged in news gathering, presentation or production"; Miller seconded. The vote was unanimously in favor. The measure must be approved by the membership.

#### **Student memberships**

The board previously voted to recommend to the membership that students be given voting rights.

The articles currently state:

**Current:** Section 5.01... Neither Associate or Student members shall be eligible for the voting rights which are reserved to the other classes of members. (Amendment adopted 6/7/08)

The proposed revision removes students from that clause.

**Proposed Change:** Associate members shall not be eligible for the voting rights which are reserved to the other classes of members.

Wu asked why Associate members are ineligible. Horvit replied that we allow members who have left the profession to remain members, but the idea has been that only those involved in journalism should have voting rights.

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Branstetter asked if we ask for the student's majors. Horvit replied that we do not, though staff does try to determine if they are studying journalism or active in student publications.

**MOTION. Williams made a motion to** change the wording in the Articles of Incorporation related to voting rights to state that "Associate members shall not be eligible for the voting rights which are reserved to the other classes of members"; Goldberg seconded. The vote was unanimously in favor. The measure must be approved by the membership.

#### Voting Rights

The Articles include the following section:

**Current:** Section 5.02. Voting Rights. Each Professional, Academic, or Retired member of the Corporation who is present in person shall be entitled to one (1) vote upon each question voted upon at all meetings of the members without regard to his or her class of membership.

**Proposed Change:** To remove Section 5.02 from the Articles of Incorporation. Cohen and Horvit said the change is recommended because the section is redundant (the previous section, which the board just discussed, lists who can and who cannot vote), and to remove any mention of "in person" voting. IRE has allowed absentee voting or many years, and now allows online voting.

**MOTION:** Wu made a motion to remove section 5.02; Meyer seconded. The vote was unanimously in favor. The measure must be approved by the membership.

Williams asked if this change would allow students to run for the Board. Cohen said that it would not. Riepenhoff noted that there are fiduciary responsibilities with being on the board and that it would be good for board members to continue to need to have some real-world experience.

Downie said he thought that it should be taken one step at a time. Let's try the voting for a few years then review and see if we are ready to consider having students serve on the Board.

Cohen said she and Mark had discussed inviting students to come and be represented at the Board meetings. All that we would have to do is pay airfare and other expenses. Miller asked who could run for the board right now. Cohen said all members except student and associates. Horvit noted that in the past there was a limit on the number of academic members that could be on the board, but that limit was removed.

#### Executive Committee Voting

Cohen recommends changing the wording of the Articles to make is clear that the Executive Committee can cast votes in phone or other virtual meetings.

**Current:** Section 9.01.. affirmative vote of the majority in number of the members of the Executive Committee, present in person or by proxy.

**Proposed Change:** affirmative vote of the majority in number of the members of the Executive Committee, present or by proxy.

**MOTION:** Williams made a motion to change the Articles of Incorporation related to executive committee voting to state that the committee may act "upon an affirmative vote of the majority in number of the members of the Executive Committee, present or by proxy"; Miller seconded. The vote was unanimously in favor. The measure must be approved by the membership.

### Changes to the Articles-

**Current:** Section 10.10: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; upon two-thirds vote of the Members after majority adoption by the Board of Directors of a resolution submitting such amendment of the articles to the membership at an annual or special meeting by written notice given to Members;”

Cohen said the issue is the wording that requires two-thirds vote of the members. The question is whether that can be interpreted – as it has been – to mean 2/3s of those who vote on any given issue, or two-thirds of the entire membership.

Horvit said his interpretation has been that it requires two-thirds of those who vote, the same way a vote for president of the U.S. requires a majority of those who vote, not the entire country. But he said one option would be to change the wording to “2/3s of voting members.”

Cohen said she leans toward not changing this wording, and discussion ensued.

Downie suggested running the wording by an attorney, and Wu agreed that clarity is needed.

The issue was tabled for future discussion.

## **Bylaws**

### Application Process –

The bylaws don't currently state that students must apply for membership (they only mention professional, academic and associate members).

Horvit said that, as a practical matter, students to have to apply for membership.

Downie said that he didn't believe a change was necessary at this time, and no action was taken.

### Quorum -

**Current:** Section 5.06 Quorum. A number of members equal to a majority of the members of the Corporation registered at the most recent convening of an annual national conference shall be necessary to constitute a quorum at a membership meeting and all motions for action shall be carried by a majority vote of the members present except that a two-thirds in number of the members present shall be necessary for the amendment of the articles. (Amendment adopted 2-13-81.)

Cohen said the Governance Committee had debated whether this section could simply be deleted, or if the definition of a quorum should be made significantly smaller., as the current definition has always been difficult to meet and that with online voting, attendance at the membership meeting has dropped significantly.

Wu asked whether a scenario could be envisioned where a large mass of people would be needed for a vote. Wu said that rather than deleting this section, a quorum should be redefined. Cohen said some groups require 1 percent, and then said that if such a small number is used, is any requirement really necessary?

Williams questioned whether this issue could be adequately addressed during the retreat and suggested tabling it. He also asked whether a more comprehensive review of the bylaws was needed; Miller agreed. Cohen said the issues on the agenda for this meeting were those than the Governance Committee believed needed to be addressed now.

After more discussion, the question was tabled for further review.

### Notice of Board meetings to Board members

**Current:** “Section 6.06. Notice and Waiver of Notice of Meetings. Not less than ten (10) days’ notice, specifying the time, place, and general purpose of each meeting, shall be given to each Director personally, either by mail, or by telegram. Notices of meetings of the Board of Directors shall be substantially in the following form:

TO THE MEMBERS OF THE BOARD OF DIRECTORS OF INVESTIGATIVE REPORTERS AND EDITORS, INC.:

Please take notice that the annual (a special) meeting of the Board of Directors of Investigative Reporters and Editors, Inc. will be held at \_\_\_\_\_,

On \_\_\_\_\_, 19\_\_\_\_\_, at \_\_\_\_\_ o’clock p.m. for the following

Purposes:

1.  
(Here Insert)
- 2.

Please be advised that in event of a failure of a quorum of the Board of Directors of the Corporation, but presence of a quorum of the Executive Committee, the meeting will proceed as a meeting of the Executive Committee; but that all members of the Board of Directors who are present and who are not members of the Executive Committee may in such event participate in the meeting for purposes of advice and discussion, but not for voting.

Dated \_\_\_\_\_, 20\_\_\_\_\_.

Secretary  
Investigative Reporters and Editors, Inc.”

Cohen said the issue is whether this section is necessary or could be removed. After brief discussion, the matter was tabled and returned to the Governance Committee. The committee will report back to the board. This motion was made by Miller and seconded by Williams and approved by unanimous vote.

At 10:55 a.m. a break was taken.  
The meeting resumed at 11:10 a.m.

### **Contest – Branstetter**

Branstetter said that IRE member Nancy Amons asked the Board to consider changing the way members chosen to be contest judges. Currently, immediately after the board election, an election is held to name two people to the Contest Committee (which comprises a total of six). This has been done largely to allow unsuccessful board candidates to run for the Contest Committee if they choose to do so. But Amons states that while the meeting is open, few members are present for this process, so the number of people who can run for those slots, and who vote on the choices, has been very small. She proposes having two Contest Committee members elected as part of the overall board election. These positions would be added to the same ballot. She notes this would leave 3 positions to be filled, and that unsuccessful board candidates could be appointed to those slots if they are interested and if the Contest Committee chair agrees.

The board discussed the proposal and looked at several options:

- 1) Adopt the change Amons’ proposes

- 2) Automatically add the two board candidates who were the top runners up in the board election (and if one or both were not interested, move down the list)
- 3) Make no changes.
- 4) Have a second online election later for the two Contest Committee seats

Cohen noted that the bylaws do not require a public vote for the Contest Committee. Horvit noted that having another online vote for the judges would create additional work for staff and cost to IRE (we would likely have to pay more to the service that conducts our online voting).

Discussion ensued about the process.

**MOTION:** Miller made a motion that IRE will implement a system to vote in two members of the Contest Committee at the same time that membership votes on the Board of Directors. Three more committee members will be appointed later; Myer seconded. The vote was unanimously in favor.

Wu suggested that there be a backup plan, so the motion was then amended.

**AMENDMENT TO THE MOTION:** Miller offered an amendment saying that if no candidates choose to run, those two seats will also be appointed; Meyer seconded. The vote was unanimously in favor.

The newly amended motion reads:

IRE will implement a system to vote in two members of the Contest Committee at the same time that membership votes on the Board of Directors. If no candidates choose to run, those two seats will be appointed through the same process as the other seats on the committee.

### **Board elections process**

Board members discussed various issues surrounding the election process.

Meyer noted that some broadcasters were recommending that broadcast members vote only for the broadcast candidates at the IRE Conference. Horvit said this is block voting and something that any group can do if it chooses to. He also noted that, by the time of the Conference, the vast majority of votes had already been cast online. He also noted that some panel speakers were encouraging voting during the sessions. Horvit said he will make it clear going forward that the panels are not an appropriate time to campaign. Horvit reminded the Board that they had agreed at their June meeting to have a candidate's nominations listed online as part of their profile, as opposed to waiting for the membership meeting. Gabler noted that this will decrease attendance, which already is low. Cohen noted that the Board knew going into the online voting that the membership meeting attendance would take a hit.

Goldberg asked about moving the statements to the opening reception. That way attendees would hear the speeches early in. Horvit replied that most of the votes will have already been cast even before the opening reception. He said that he had talked with the staff about this and it is hard to get control of the crowd.

Cohen asked about using a panel room. This would allow people to go and hear the speeches. Gabler said that she thought there would still be a group of members that would go the meeting.

Cohen asked what other groups do. Wu replied that ONA does online voting and the meeting is more about what is going on and organization business.

Horvit said that we could certainly take one of the meeting rooms and do the speeches. Meyer suggested setting aside a half hour immediately before the opening reception to have candidates give speeches, in the same room. Those who want to come early can do so.

Williams asked if we are just doing the speeches to preserve a tradition, when we have online and video options.

Cohen said that we still want members to hear the candidates live if they want.

Gabler said she thought that we should have the nominators and seconders at the speeches.

Horvit said he would look at holding the speeches prior to the opening reception. At the membership meeting, we would announce the results. Donohue suggested that we stress that the membership meeting is also an opportunity for members to give feedback. This has always been so, but many members may not realize that, he said.

### **Membership Committee: Gabler**

Gabler noted that a session related to membership diversity would be held that afternoon.

She mentioned a few other items:

- A possible membership drive. Gabler said that if IRE chooses to do one this spring, it could be done by asking our members to suggest potential new members, while focusing on diversity.
- She said those planning meetups could be encouraged to do so in partnership with diversity groups. Several already are doing so.
- She said IRE should consider publicly stating our diversity efforts. Some suggestions we get are for things we're already doing, but the public may not know of them.
- The mentorship program is very successful. Between the two conferences we had about 150 people involved.

Riepenhoff noted that she had a number of students contact her who were interested in getting involved. She also said that the committee is trying to come up with more opportunities for students to get involved. She said she'd like to come up with ideas that don't cause more work for the staff.

Miller asked about the student mentor program. Riepenhoff said that we had a special program for students to be matched with mentors. We had difficulty recruiting mentors for the student program. Horvit added that the goal was to get different people to be student mentors rather than pulling them from the regular mentor program, as we can only ask our volunteers to do so much.

Riepenhoff noted that after the Campus Coverage Project, she was getting contacted every week with students wanting advice. She said there was, and still is, a great need for this and we need to look at how we can do this. Horvit suggested that it was something to think about for the breakout session.

Wu said that we need to spell out what IRE can do for you.

Wu said that we need to make our marketing better and easier to see. If we want to get beyond the name we have to show what IRE offers. Meyer replied that we all agree with that, but how do you get it out there. Horvit said that we have a "Join" page, but the home page only offers a link to that.



Cohen asked if we can show more of our members faces. She noted that other sites have pictures of their members doing things. Gabler asked if she thought that would bring more people. Cohen replied that she thought it was more inviting.

Williams noted that the video on the join page is made up of mainly Caucasians and that it should be updated to reflect more diversity.

Horvit said that we do take lots of photos at the conference however most of them are people standing in a group or at a podium. He said he would think about ways we can expand on this.

Horvit said that we worked really hard on diversifying the speakers at the conference this year. He also discussed some other ideas for IRE's efforts to increase diversity, not just in the organization but in investigative reporting overall.

Discussion ensued, and it was agreed that it would be continued in the breakout session on diversity after lunch.

The board briefly went into closed session.

Open session resumed and Downie thanked Horvit for his work.

A lunch break was taken at about 12:50 p.m.

The meeting reconvened at 2:25 p.m.

The group divided into breakout sessions looking at membership diversity and IRE's 40<sup>th</sup> anniversary.

Group meeting reconvened at 3:25 to discuss issues brought up in each breakout session.

### **Board Structure and International Representation - Horvit**

Everyone was given a copy of a letter that was submitted by three former board members and others. There is a concern that with the new online-voting structure, it limits the chance for international members to be elected, and they would like to see a seat dedicated to an international member. We can put a committee together to put together to come up with a proposal with several different ways that this could be dealt with.

Horvit said he and Cohen have talked about this and we wanted to let all of the board give their thoughts on this before we move forward with this.

Part of the conversation involves whether setting aside a seat for an international member specifically would deal with other issues of board diversity, and whether more than one seat should be set aside for specific purposes. The flip side of the debate is that, currently, membership is free to vote in whomever it thinks is best. Horvit noted that an international member was within a handful of votes of being elected in the previous election; she was the next highest vote getter.

Cohen said there are several ways to deal with diversity efforts of all kinds: demographic, geographic, skills and media. One method is setting aside seats on the Board. Another, that some other groups do, is to create one or two 1-year positions that are appointed rather than elected, either by the new president or by the board as a whole. Rather than deal with various options one at a time, she suggested going around the table and asking each Board member whether he or she was open to the idea of changing the composition of the board. If not, there was no point in going forward. If so, talk could follow on what, precisely, we want to do.

Each Board member weighed in.

Williams – The challenge with the proposal is that we have a need for greater international representation. But after next year we may have different needs. There are diversity needs on several different levels. I am open to the possibility of a 1-year appointment to serve the board needs on several different levels.

Miller – I am open to idea of having two open slots. If you have two, it can be mixed up. If there is only one it can become the “minority” slot. There are a lot of mechanics that have to be thought out. 1 year or 2 years, can they vote or can’t they vote, do they have to attend the meetings etc.

Vap - It is a complicated issue. Is our voting process democratic if we are picking people to fill certain spots?

Meyer – There have always been groups that pushed to get people elected. I think it would be a bad idea to open this up for international members. Where do you draw the line? I agree with Miller that we need to look at the mechanics of it. We run the risk of being king makers. Do you need to make them board members or just have a special seat? I’m in favor of it but it needs more study. I also agree with Miller we would need two seats.

Riepenhoff – I’m not in favor of a dedicated board seat. What happens if no one decides to run or the person that does is a clown? Maybe that year there is a need for an international member, or an educator, and another group still gets left out. Don’t designate it for a specific group because it may not always need to be that particular group.

Downie - IRE has a democratic history. It has been messy at times. And last year has made it even more democratic, with the advent of online voting. We have only had one year. This letter is based on one year’s results. If you have an international seat, it seems you would need to have a minority seat. How can we have an international seat and not a minority seat? We need to study this more and look at it. I don’t like the idea of changing the process after only one year.

Miller asked what if the seats weren’t designated. Downie asked in return, how do you quantify what group should have this seat? I don’t see any harm in looking at this and talking to the membership about it.

Johnston – We have made a major change to our voting system, with unusual results. I don’t think we should rush to change this. This is a very democratic group I think we need a few years to look at this and then in a few years look and see if something needs to be changed.

Gabler – I am uncomfortable with appointing a seat. I think this pushes us back. I think it leads to the old boys club that people think we have. It leads to the question of what group you designate for the seat, and if we followed one of the proposals – appointing one person for a year, and then letting them run for the seat – that would give them a leg up over others. I have spoken with people that weren’t comfortable with designating a specific seat.

Branstetter – I think we are trying to change a problem as a whole organization. I think we should give the online voting at least another year.

Wu – I am opposed to an idea of having a designated seat, for all of the reason stated before. This is the first year of the new voting system, and we don’t know what might change in the future. This has opened up a much larger group to voting. How do we decide who should get that seat

Cohen – I think it is too soon to say we need to have an appointed international seat. I am up in the air about this. I see the benefit of having two appointed seats. I’m not convinced that it’s the right thing to do, but I am open to seeing a proposal. \

Riepenhoff asked if we have had a lot of international candidates. Horvit replied that we haven't had many run.

Downie noted that there are many countries that have their own version of IRE and most of them are members and involved in those organizations also.

Goldberg – I think Len put it best, we have taken great leaps at being democratic. I don't feel that we are in a spot where we need to do this now. The board can create committees.

Donohue – I'm pretty strongly against designated seats and appointees. This is kind of a short cut to the hard work we have to do to diversify the organization. I think that urgency goes away when we know we can just appoint people. It seems a little bit like an overreaction to a one year's results. I think we already bringing people in that we need on committees. I think the new structure already brings international members and gives them the opportunity to run.

Cohen summarized by saying, So the consensus is that we do not want to do that at this time?

Miller disagreed, saying the board needs to look at this. He noted that we do appoint people to the contest committee. This would only be two positions, not enough to be considered kingmakers. Other organizations bring people in to strengthening their board.

Downie said the consensus has been to say no to designating a specific international seat. The other issue is do we bring someone in that can strengthen the board? We could create committee to look at whether or not we should bring people in to strengthen the board by providing representation we do not otherwise have.

Discussion ensued about creating such a committee

Horvit was asked what he thought. He said he liked the idea of being able to bring in people to the Board to help strengthen certain areas where our representation or expertise is weak. By bring people in you create a pipeline and saying saying that you feel strongly about representation. He said it's an overreaction to base change on the results of one election or to assume that an international member can no longer get elected. But that there are bigger issues that adding such seats to the board could address.

Downie suggested that Cohen appoint someone to explore the issue. Donohue noted that the board had a similar discussion last year and that no action was taken; some board members questioned whether more time should be spent if the desire of the board is not to make any changes.

Downie asked if we had engaged the membership about this. Donohue replied that we hadn't.

Williams noted that a few years ago there had been a discussion about if the board had wanted to have an advisory board. Horvit said that in the past there was a discussion about an advisory board. The consensus was that if they didn't have any teeth, most potential appointees wouldn't be interested.

Meyer asked what other groups do. Cohen said that the Board packet contains a breakdown of what other groups do.

Williams asked what Downie's motion was. Downie said his motion would be to have a clear sense of the board on whether to ask the president to explore the question of appointed members to the board, so that the matter can be decided one way or the other.

**MOTION: Downie moved to** ask the president to create a committee to explore the issue of creating appointed seats with IRE members and other organization and report back to her with the recommendation; Williams seconded. The vote was 7-6 in favor. (Yes: Williams, Miller, Riepenhoff, Branstetter, Cohen, Goldberg, Meyer. No: Donohue, Gabler, Wu, Vap, Downie, Johnston).

### **Keynote – Goldberg**

Goldberg said the conference committee had a good discussion on potential keynote speakers.

Discussion ensued about various candidates. A general consensus emerged for the initial top three people to be contacted: John Oliver, Ta-Nehisi Coats and Laura Poitras (the board agreed that Coats and Poitras would be great to have at the conference in any role).

### **Other business for Day One**

Horvit said that Williams was unable to be there the next day and had a couple of things he wanted to share.

Williams said he wanted to mention that whenever IRE takes on advocacy issues, it is important to make sure it's clear that the organization is doing so. He said it provides an opportunity for IRE to further expand its brand.

A motion to adjourn for the day was made by Wu and seconded by Goldberg, and was unanimously approved. The meeting adjourned at 5:20 p.m.

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### **IRE Board Retreat**

**St. Louis, MO**

**Sunday, Sept. 14, 2014**

In Attendance: Chrys Wu, Ziva Branstetter, Ellen Gabler, Len Downie, Jill Riepenhoff, T. Christian Miller, Nichole Vap, Sarah Cohen, Matt Goldberg, David Cay Johnston, Josh Meyer,

Via Skype: Andrew Donohue

Staff: Mark Horvit, Amy Johnston

Not in Attendance: Phil Williams

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Meeting Called to order at 9:05 am.

### **Conference Registration Fees – Horvit**

Horvit said registration fees for the CAR Conference were not raised in 2014. The rate was \$215; for IRE it was \$230 (both were more expensive on-site). He said that more hands-on rooms were available this year and the plan is to add more for 2015, and there are costs associated with doing so.

He said he does not anticipate attendance being as high as the record of almost 1,000 in Baltimore, but that staff is preparing as if it will be. Wu asked why not; Horvit said the location isn't as close to as many people.

Horvit said staff, including Jaimi Dowdell, Stephanie Sinn and Heather Feldman Henry, recommend raising the CAR rate to \$295, to cover higher costs and to be more in line

with some other journalism conferences (Horvit discussed other rates). They also noted that hotel rates will be cheaper in Atlanta.

Horvit said he has some concerns with increasing the rate that much in one year, though the \$295 rate could be a good goal.

Downie asked if the \$295 rate would be higher on-site; Horvit said it would.

Wu noted that such an increase would mean raising prices almost 40 percent in one year.

Meyer suggested that it could be acknowledged that the prices were being raised to help make the conference better given the growth.

Johnston said his inclination is to go with \$260 this year and then raise it again next year. A majority of board members agreed.

Horvit said that the plan is to also raise the IRE 2015 fees, but that the increase will be in keeping with previous years.

### **Advocacy Committee – Donohue**

Donohue said the committee has been dealing with two different issues. We have been receiving requests to sign more petitions. We have also started a bigger conversation about whether there are larger public advocacy things we can do beyond signing letters. Donohue said the committee wanted to get a feel for the board about how big of a priority public advocacy is for us? In the past we have said that it wasn't as big a priority compared to other goals. He also asked for ideas on things IRE can do that are meaningful.

Johnston said it's important to consider what other organizations, like the Committee to Protect Journalists, already do. There is no need for IRE to duplicate what already is being done, he said.

Downie said members might want IRE to address specific issues, like security, but that it's not clear if membership wants IRE to constantly take positions on issues, as groups like the Society for Professional Journalists do.

Meyer asked what IRE's focus is and that it's important not to muddy the waters by diluting that focus.

Downie and Cohen talked about working with other groups to maximize impact.

Horvit said that after the Lowell Bergman keynote speech he received helpful feedback. He noted that when we have members facing a specific problem, we may be able to do more. As an example, he discussed the case of an IRE member in Mexico who was murdered. When IRE held a workshop on the border, the organization also held a fundraiser to benefit his family. Horvit said there is a segment of the membership that believes more can be done. He also noted that there was not an outcry from membership after Bergman's speech asking IRE to do more.

Discussion ensued regarding what could be done.

Vap asked if anything was done regarding the case of Jana Winters, a journalist in Colorado who was threatened with jail time if she did not reveal a source. Horvit said that once he learned about the case he attempted to create a panel for her to speak at the conference, but that her station ultimately declined. IRE did not make a public statement in the case. Horvit said Winters told him after the fact that it would have been meaningful to her if IRE had spoken out in support, even if it wouldn't have had any practical impact on the case. She also said she was unaware of Horvit's effort to give her a chance to speak at the conference and that it also would have been meaningful. Horvit also discussed other things IRE has done in individual cases in recent years.

Downie said IRE should continue to look at incidents on a case-by-case basis. Wu suggested that doing is better than simply writing letters or press releases. Meyer said IRE should do a better job of publicizing its efforts, and several board members agreed.

### **Conference Planning – Gabler/Horvit**

Gabler said that while staff does a great job overall with the conference, she wonders if there is something Board members could do to help with the panel scheduling process. She said she heard complaints from speakers who were not notified with details about their sessions until two or three weeks before the conference. She also said it would be better to have the schedule posted online more quickly and that it might help draw more attendees.

Horvit took issue with the idea that speakers didn't have notice until two weeks before the conference, noting that the schedule goes to print about a month in advance. He also said that when he attempts to schedule too many sessions far in advance, many speakers either can't commit, or then back out because of work requirements (or other things in their lives). Or, they agree to speak on one day, then request a change as it gets closer. He noted that unlike many other conferences, IRE has a huge amount of sessions which means a huge number of speakers. He also agreed that it would be great to get all of that work done more quickly and that more help from the Board would be great.

He said staff has tried to solve some of the issues created by late scheduling by posting the list of panels and expected speakers. He also has been asked by previous boards to make sure that winners of awards such as the Pulitzers are featured on panels, but those awards aren't announced until early to mid April.

Johnston asked if we are having trouble filling the speaker slots. Horvit replied no, we have to turn people down. He said that to accommodate more, staff added a room at the last minute, which cost us more money.

Horvit said he is responsible for some of the backlog on the process, and staff is working on minimizing that. He also said that it takes time to get current contact info and bio information on the large number of speakers IRE uses (some 400 in 2014), but that staff is also working on that part of the process.

Discussion of the process ensued.

Board members also discussed general topics for the 2015 conference. Downie noted that the changes in ownership are now rapid and asked how does that effect investigative reporting. Miller said that he would like to hear from reporters about that. Downie volunteered to together a panel for that topic.

Wu asked if we solicit sponsorship for any of the extras. Horvit said that we have done that for the Wi-Fi but no one has taken us up on that. We do get the opening and closing receptions sponsored. We also try and get the luncheon sponsored.

### **Founders Award – Downie**

Downie said the board decided a couple of years ago to give out a Founders Award on an as needed basis. It is given based on life achievement and involvement with IRE and in investigative reporting.

He said it has been suggested that the award be given to Don Barlett and Jim Steele at the Philadelphia conference. Barlett and Steele had a major impact on investigative journalism, and did much of their work at the Philadelphia Inquirer. He noted that this would also be done in conjunction with IRE's 40<sup>th</sup> anniversary.

**MOTION:** Downie made a motion to give the first Founder's Award to Don Barlett and James Steele; Miller seconded. The board voted unanimously in favor.

Downie said he would talk with fellow founding member Myrta Pulliam, and that staff would work on the award.

### **40<sup>th</sup> Anniversary – Downie**

Downie summarized key points of the break out session on the anniversary. Among those:

- A video will be shot looking at IRE's history and some highlights of investigative reporting during that time. Williams has agreed to oversee that.
- One or two panels looking at that history will be included in the program for the IRE Conference in Philadelphia.
- A commemorative edition of the IRE Journal will be dedicated to the anniversary.
- Efforts will be made to raise funds based on the anniversary.

### **Future BOD Meetings**

Dates were set for future board meetings. Phone calls were scheduled for Dec. 16 at noon eastern, March 17 at noon eastern and May 5 at noon eastern.

(Note: The Dec. 16 meeting was later moved to late January 2015).

### **Arizona Project - Horvit**

Horvit gave a brief history of the efforts to turn the Arizona Project into a movie. He discussed a new effort that involves some of the same partners as the previous effort, and could involve creating a Kindle book (or something similar) from which a movie could be pitched. IRE would provide access to documents and work to get Arizona Project participants to participate.

Horvit discussed details of how a potential arrangement would work, including the rights to the book going to IRE if no film results in a timely manner. The board also discussed the need for editorial review

Donohue asked if we trusted the people that are doing this and said that he thought it would be fine.

Downie said he didn't see any problem with it. Several of the board agreed with him. The general consensus was that the board was not opposed.

### **New Business**

Cohen said that the board would like to thank Horvit and the staff for all of their hard work. The Board applauded the staff.

A motion to adjourn was made by Miller and Seconded by Donohue and was unanimously approved.

The meeting adjourned at 11:14 a.m.