

Minutes
IRE Board Meeting
4 p.m. Thursday, June 9
Orlando, Fla.

In attendance: Board members Alison Young, Manny Garcia, Phil Williams, David Cay Johnston, Len Downie, Aron Pilhofer, Andrew Donohue, Lea Thompson, Sarah Cohen, Mc Nelly Torres, Lise Olsen, Cheryl Phillips
Staff: David Smallman (attorney), Mark Horvit, Casey Smith

Young called the meeting was to order at 4:15 p.m.

Minutes from the Feb. 27, 2011 Board meeting in Raleigh, N.C. and from two Board conference calls on April 29, 2011 and May 19, 2011, were approved.

Horvit gave the executive director's report. He introduced new Resource Center Director Lauren Grandestaff. He updated conference attendance figures, noting that registration income was already about \$20,000 ahead of 2010 and that total fundraising hit \$154,000, \$14,000 ahead of budget.

Horvit said membership was at around 4,300, more than 400 ahead of the same time last year. Membership has hit 4,500 for several months this year.

Horvit said the Community Partnership Pilot Project was a success and that a request has been submitted to the McCormick Foundation to fund a larger version of the program. Overall, training revenue exceeded 2010 and is ending the year in the black.

Horvit said NICAR will end the year with a positive balance for the first time in three years. He said more must be spent, however, on salary in the coming year to adequately staff the data library.

Horvit discussed the ongoing project to provide Census data to IRE members. He noted that advertising in the Journal was very minimal in 2010-11.

Johnston gave an update on IRE's finances, saying things are on much more solid footing than they were a couple of years ago. He said that it is time to begin looking forward to raising additional money for the endowment.

Horvit presented the proposed 2011-12 budget. He said no major changes are projected for the coming year.

Board members discussed the need to provide salary increases for staff and instructed Horvit to look for budget funds to do so.

The impact of the pending acquisition of DocumentCloud was discussed. Horvit said that no DocumentCloud funds were included in the budget, but that a supplemental budget would be presented in the fall.

The 2011-12 budget was approved by a unanimous vote.

Thompson and Phillips presented a proposed restructuring of the IRE Contest. They said the plans had been in the works for several months and had received significant input from the Contest Committee, and from a Board conference call held the previous month.

The highlights of the revised contest include dividing entries based on the media used to present it, as opposed to the type of media organization that did the work. The categories were described as text, video and audio, but board members were asked to continue thinking of better labels for those categories. Entries would be broken into 3 size categories, and staff was instructed to devise the best breakdown for newspapers. Online organizations, magazines and weeklies were to be divided by audience (local, regional, national). Broadcast organizations' size categories would remain unchanged.

Several board members praised the work done by Thompson, Phillips and their committee.

The board voted unanimously to adopt the new contest format.

Horvit presented an update on progress on the IRE Website and rebuilding of the membership and donor databases. He said that if all went well the site should be ready for a September launch.

Horvit updated the board on the status of the acquisition of DocumentCloud. All documents have been prepared and agreed to by both parties. Smallman worked on drafting the merger documents and had been in contact with DocumentCloud's attorneys. Horvit and Smallman said they were comfortable with the agreement. The board previously had voted to authorize Horvit to finalize the deal.

Smallman updated the board on several legal matters.

Williams presented a Conference Committee report. A proposed conference fundraising policy was presented and discussed. The policy was designed to make it clear that IRE can accept funding from non-media related organizations and companies for conference sponsorship. Williams said the proposal would free staff to make more decisions on sponsorships. Some board members questioned whether staff already has this freedom.

Board members disagreed on whether such a policy was necessary, and action on the policy was tabled to allow for consideration of revisions to the proposed document.

Young discussed setting a board meeting schedule for the 2011-12 fiscal year. Board members agreed to cut one in-person meeting and meet twice, once for a

two-day retreat in St. Louis in September-October and once at the annual conference in Boston in June. In addition, two formal conference calls will be held, one in the winter and one in early spring to discuss the proposed budget.

The board went into executive session to discuss the executive director's compensation. Horvit was asked to leave the room.

The board returned to open session. Young said the board was pleased to announce it was amending its previous plan for executive director compensation and raising Horvit's salary to \$103,000. The raise is effective on Sept. 1, though the board recognizes that because of university rules and procedures it may be phased in. The raise reflects Horvit's outstanding job performance, as well as a need to bring his compensation in line with executive directors at other journalism membership organizations, she said. The board also recognizes the importance of continuing to work on the rest of the staff's pay, she said.

Young said that she has been keeping non-incumbent board candidates informed about procedures for officer elections on Saturday night as well as letting them know that if elected they would be eligible to run for officer positions if they were interested. Young said the following incumbent board members had, as of today's meeting, declared their intent to run for officer positions after Saturday night's board elections:

President candidate(s): Manny Garcia

Vice President candidate(s): Andrew Donohue, Phil Williams

Treasurer candidate(s): David Cay Johnston

Secretary candidate(s): Sarah Cohen

At Large Executive Committee Member Candidate(s): Lea Thompson

Young presented Phillips with an IRE Service Award honoring her decade of service on the IRE Board. She thanked Phillips for her leadership as a former board president and on such issues as the revamping of the IRE Awards.

The meeting adjourned around 8:15 p.m.