

IRE Board of Directors
Virtual Board Meeting Minutes
10 a.m. ET | Oct. 27, 2023

These minutes were approved by the board via email and finalized on Nov. 1, 2023.

- *Cameron sent a motion to approve the minutes on Oct. 31.*
 - *Seconded by Hinkle on Oct. 31.*
 - *The final vote was 11-0*
 - *Walker did not vote by the stated deadline. Weichselbaum did not participate in the meeting.*
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I. Call to Order (President Brian M. Rosenthal)

II. Roll Call (Secretary Darla Cameron)

- A.** Cameron, Director Jodie Fleischer, Director Cindy Galli, Treasurer Mark Greenblatt, Vice President Josh Hinkle, Director Kate Howard, Director Aaron Kessler, Director Ana Ley, Rosenthal, At-Large Director Lam Thuy Vo and Director Mark Walker were present.
- B.** Executive Director Diana Fuentes, Director of Partnerships Anna Lopez, Director of Member Services Amy Eaton, Financial Officer Heather Feldmann Henry, and Director of Diversity & Inclusion Francisco Vara-Orta were present.
- C.** Director Hyuntaek "Tag" Lee joined at 10:10 a.m.
- D.** Director Simone Weichselbaum was absent.

III. ACTION ITEMS

A. Contest Committee recommendations (Chair Lily Jamali)

1. Jamali presented recommendations from last year's contest committee:
 - a) Create a task force that will explore whether to waive fees for some award entries:
 - (1) In order to ensure a diverse pool of qualified award applicants, IRE should encourage participation for freelance journalists and those local and small newsrooms.
 - b) Create a task force that will explore whether to update the FOIA award parameters
 - (1) This category as currently written appears designed specifically to highlight information that is obtained when a FOIA is fulfilled, creating confusion around what is an eligible entry. The board should explore opening the

category up to journalists whose requests were denied but went to extraordinary lengths to obtain the information.

- c) Create a task force that will explore whether to establish a new award category — one that is focused on celebrating the excellence of a newsroom/nonprofit with a small editorial team
 - (1) A new award category (with radio, print and video lanes) could better recognize local investigative journalism.
 - d) In consultation with the governance committee, write out guidance for how the board of directors should weigh in on special citations.
- 2. Jamali said the committee did not take a position on whether IRE should amend its policy on board members being able to enter the contest. (Since 2019, work that includes a “significant role” by any member of the IRE Contest Committee or the IRE Board may not be entered in the contest.) Past Director Barbara Rodriguez researched other organizations’ policies and [that document](#) should guide future conversations with full transparency for the membership
 - 3. Directors questions and comments:
 - a) Walker asked about the special citation that arose out of the FOIA category. Fuentes said it’s usually up to the judges’ discretion to decide how to categorize entries, and she wants to avoid creating a policy based on a one-off situation. Walker said he has served on the committee and served as FOIA director at the Times, he wants to give insight on why that description shouldn’t change.
 - b) Howard said the contest committee has elected members and it would be ideal that they were empowered to make contest description decisions
 - c) Fleischer said the board should consider taking a vote on whether board members can submit awards because we keep delaying a decision. She said members don’t run for the board because of that rule, and by being on the board they could penalize their organization.
 - 4. Jamali and Rosenthal will discuss this more offline and make sure that recommendations are brought back to the board later.
- B. [Budget revision and staff salary update](#) (Fuentes, Feldmann Henry, Greenblatt and Rosenthal)
- 1. Before the meeting, Rosenthal shared an outline of changes in the annual budget since the last meeting. Feldmann Henry discussed them for the directors, presenting these points from IRE staff:

- a) With the first quarter behind us and the second quarter well underway, we are better able to project expenses and revenue and are providing a revised YE2024 budget. The headline is that we see things improving and our bottom line (revenue minus expenses) is better by \$19,000.
 - (1) Additional anticipated income from conference registration, fiscal agent fees and an unused grant increased income.
 - (2) Expenses include reduced outlays for AccessFest, a vacation time payout for former Events Director Stephanie Klimstra, a \$1,000 one-time bonus for all full-time staff (who are taking on additional duties that have been redistributed in the wake of Klimistra's departure) and a raise for a longtime staff member whose pay was out of alignment with the rest of the organization.
2. Kessler asked why AccessFest paid attendance (185) came in lower than anticipated (330). Feldmann Henry said IRE still made money from the event because expenses were low, and they're happy with it. Fuentes said last year's DBEI conference had 125 paid registrants, and according to GuideBook, AccessFest23 had 320 active attendees.
 - a) Howard noted IRE allowed speakers to attend sessions they weren't speaking at and that increased the participation rate.
 - b) Fleischer asked how many of the 185 participants were funded with scholarships and/or fellowships vs. paid registration. Fleischer also requested the number of students who attended.
3. Kessler asked why IRE doesn't note staff time as an expense at conferences. Feldmann Henry said information on how staff time is spent is analyzed for the auditors and she will send that information to the board.
4. Cameron asked how fundraising for sponsorships and grants is going, especially with the board's recent push to help IRE research potential funders.
 - a) Fuentes said she feels positive about the opportunities overall. IRE is at 25% of its overall goal for conference sponsorships. They are exploring funders based on board recommendations – specifically exploring watchdog climate workshops and funding for student training.
5. Hinkle asked if Fuentes had discussed the need for salary adjustments with any specific staff members who may be considering other jobs due to the lack of raises.

- a) Rosenthal said we should discuss staff salaries in executive session.

6. Executive session:

- a) Rosenthal made a motion to go into executive session. Hinkle seconded.
 - (1) The motion was approved unanimously on a voice vote of directors present.
- b) Directors remained in executive session to discuss personnel and salaries for 55 minutes.
- c) Rosenthal made a motion to leave executive session, seconded by Fleischer.
 - (1) Approved unanimously on a voice vote of directors present

7. Motion:

- a) Rosenthal made a motion to approve the revised budget, except for the \$10,000 that the executive director intended to spend on bonuses. Board Members had asked to vote on the bonuses separately.
 - (1) Seconded by Galli.
 - (2) Approved unanimously on a voice vote of directors present

8. Motion:

- a) Rosenthal made a motion to approve Fuentes spending \$10,000 on bonuses. Hinkle seconded, and the board approved the motion on a roll call vote of directors present:
 - (1) Eight directors voting yes: Cameron, Greenblatt, Hinkle, Howard, Lee, Ley, Rosenthal and Vo
 - (a) Greenblatt noted for the record that the executive director lowered the amount of initial spending this year, and there is a desire in the short term to retain employees and compensate them for extra work in Stephanie's absence. Next year, personnel costs will fall. He said he supports further permanent raises on a merit basis for deserving employees.
 - (b) Hinkle said he supports the idea of raises in the future.
 - (c) Lee said raises would be better than bonuses but this is a good plan for now.
 - (2) Four directors voting no: Fleischer, Galli, Kessler and Walker

- (a) Fleischer said she supports giving raises to two employees who are underpaid based on role and experience and would support merit-based bonuses for staff, but she does not support Fuentes's stated plan to distribute the funds.
- (b) Galli seconded Fleischer's comment.
- (c) Kessler said he hoped we were going to do more substantial permanent raises instead of bonuses, specifically targeting lowest paid employees for equity.
- (d) Walker said he wanted more discussion about raising the floor for an employee and wanted more time to think through a more robust plan.

9. Motion:

- a) Hinkle made a motion to direct the IRE executive director to survey other organizations, (including other journalism, non-profit and corporate entities with similar staff positions) about their staff pay rates and report back to the board at the next board meeting with specific pay ranges and amounts. This will prepare the board for a discussion on a future possible IRE staff pay rate increase at the board meeting in June 2024. This motion and its outcome should be shared by the executive director with IRE staff.
- b) Galli seconded.
- c) The motion was approved on a voice vote of directors present with Ley opposing.
 - (1) Ley said the language feels like it could inspire empty hope among staff without actual money to back it.

C. [Appointment to fill upcoming board vacancy](#) (Rosenthal, 5 minutes)

- 1. Rosenthal previously prepared a memo about a vacancy on the board:
 - a) Weichselbaum officially resigned from the IRE Board, effective Oct. 31, 2023. Weichselbaum was elected in June 2022, and her term ends in June 2024.
 - b) IRE's Code of Bylaws says the following about vacancies: "Vacancies on the Board of Directors shall occur upon the death, resignation, incapacitation or removal for stated cause by two-thirds vote of the board of any member of the Board of Directors, and the board may fill such vacancies with the next qualified highest vote recipients among nominees at the last previous election, to serve until the next meeting of the

membership, which shall then elect a person to fill the balance of that unexpired term.”

- c) The next highest vote recipient among nominees at the last previous election was Rick Gevers.

2. **Motion**

- a) Kessler made a motion to approve the vacancy plan, which states:
 - (1) The Board hereby appoints Rick Gevers to serve the remainder of Weichselbaum’s term, effective Nov. 1, 2023, until the election ending in June 2024.
- b) Galli seconded the motion
- c) The motion was approved unanimously on a voice vote of directors present.

IV. **Discussion Items**

A. **Fundraising policy (“IRE only accepts donations from media organizations or from foundations or other entities that typically support or supply the media.”)** (Greenblatt)

- 1. Greenblatt said IRE has been very cautious about avoiding the appearance of conflicts of interest. And the finance committee discussed whether that policy should stand given the headwinds in the industry and at similar organizations. Greenblatt surveyed a number of past presidents and other board members who have been opposed to such changes in the past in considering this proposal, and he shared several anonymous examples of their thoughts.
 - a) After the meeting, Greenblatt shared feedback from his conversations with past board members and directors and asked that [the notes](#) are included in the minutes.
- 2. Discussion:
 - a) Rosenthal said, to summarize, several past members expressed support as long as we establish guidelines and rules. Now, he and Greenblatt would like to direct the finance committee to create a fundraising policy proposal for the Board to consider.
 - b) Fuentes supports this change. She and Lopez think there are opportunities in corporate donations that have not been available to IRE in the past. Most affiliate organizations do this already – specifically, large corporations who support the JOC organizations could support IRE because they want to be involved with data journalists.
 - c) Walker said he would vote not to have the finance committee research this because it wouldn’t give the board enough time to consider the motion. He prefers a longer-term board discussion.

- d) Kessler said he is curious how OpenNews handles sponsorships. And said there are two questions: whether to do this and how to do this.
- e) Galli said she agrees with Walker. It's a tough question, and it's one that gets to the heart of our mission. How we hold ourselves has been a point of prestige and optics that we do not take corporate money.
- f) Fuentes said we can take this in steps and there are ways to maintain our ethical boundaries.
- g) Rosenthal said there is interest from the board in doing this, and we want to do it right and have insight into how it is proceeding.
- h) Greenblatt stated there are strong opinions on this issue and said he supported Walker's desire to have the entire board engage as fully as it wants, including an option to keep next steps at the full board level. Greenblatt asked for the board to formally direct the Finance Committee on how to move forward.

3. **Motion:**

- a) Cameron made a motion to permit the finance committee to explore seeking sponsorships from entities that IRE has traditionally not accepted donations from. The committee will regularly report back to the board in writing what it finds and make clear recommendations to allow for discussion.
- b) Seconded by Howard.
- c) Approved unanimously on a voice vote of directors present.

V. **Committee Reports** Due to time constraints, the board did not discuss these reports but some committee chairs provided reports.

- A. [Audit Committee](#) (Chair Ana Ley)
- B. [Conference Committee](#) (Chair Cindy Galli)
- C. [Diversity & Inclusion Committee](#) (At-Large Officer Lam Thuy Vo)
- D. [Member Services Committee](#) (Vice President Josh Hinkle)
- E. **Training Committee** (Chair Mark Walker)
- F. [Local Meetups Task Force](#) (Chair Aaron Kessler)
- G. **Website Improvement Task Force** (Vice Chair Kessler)

VI. **Officer Reports**

- A. [Executive Director's Report](#) (Fuentes)
 - 1. Fuentes summarized some news from her report, including: IRE had 26 applications for the Chauncey Bailey JOC fellowships and 70-plus applicants for freelance fellowships. Staff is working with Arizona State on a certification program for editors.

- B. **President's Report** (Rosenthal)
 - 1. Due to time constraints, the board did not discuss this. Rosenthal encouraged the Board to read his written report.
- C. **Treasurer's Report** (Greenblatt)
 - 1. Due to time constraints, the board did not discuss this.
- D. **Thank you to outgoing Board Member Simone Weichselbaum**
 - 1. Hinkle made a statement: "Thank you to Simone Weichselbaum for her service on the board. We will miss her and the passion she brought to the work, especially her push for diversity and inclusion - seen most recently in her leadership with last weekend's local journalism workshop at Arizona State University. Best wishes for the future! Don't be a stranger! IRE needs your unique voice."
 - 2. Rosenthal echoed those comments and thanked Weichselbaum for her service.

VII. Adjournment

- A. Galli made a motion to adjourn at 12:12 p.m., seconded by Hinkle.
- B. Approved unanimously on a voice vote of directors present.