

Minutes
Board of Directors
IRE
October 19, 2019
Chicago Marriott Suites O'Hare

With IRE Board President Cheryl Thompson presiding, the meeting of the IRE board of directors was called to order at 4:10 p.m.

In addition to Thompson, the following board members were present: Vice President Lee Zurik, Secretary Jill Riepenhoff, Treasurer Jodi Upton, Nicole Vap, Steven Rich, Matt Dempsey, Jennifer LaFleur, Norberto Santana Jr., Jodie Fleischer, Bethany Barnes, Cindy Galli, Brian Rosenthal (joined by video).

Staff members in attendance: Executive Director Doug Haddix, Financial Officer Heather Feldmann Henry, Director of Events Stephanie Klimstra, Director of Partnerships Chris Vachon, Senior Training Director Denise Malan.

Conference Committee Update: Nicole Vap, chair

The group discussed a list of possible conference keynote speakers and showcase panel themes/ speakers presented by Vap.

Motion and second by Upton and Dempsey, respectively, the board approved extending an invitation to the board's first choice.

Motion and second by Vap and Fleischer, respectively, the board approved to adjourn the meeting at 5:05 p.m.

Minutes
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October 20, 2019
Chicago Marriott Suites O'Hare

With IRE President Cheryl Thompson presiding, the meeting of the IRE board of directors was called to order at 8:05 a.m.

In addition to Thompson, the following board members were present: Vice President Lee Zurik, Secretary Jill Riepenhoff, Treasurer Jodi Upton, Nicole Vap, Jodi Upton, Matt Dempsey, Norberto Santana Jr., Jodie Fleischer, Bethany Barnes, Cindy Galli.

Joining by phone at different times during the meeting were board members Brian Rosenthal, Jennifer LaFleur, Steven Rich.

Staff members in attendance: Executive Director Doug Haddix, Financial Officer Heather Feldmann Henry, Director of Events Stephanie Klimstra, Director of Partnerships Chris Vachon, Senior Training Director Denise Malan.

President's Update: Cheryl Thompson

- Haddix and Thompson had a conference call with Mira Lowe, JAWS (Journalism and Women's Symposium) president, and agreed to collaborate on a workshop for the JAWS conference.
- Thompson reported she heard lots of positive feedback from the IRE 2019 conference in regard to diversity.
- She has requested conference support from her employer.

Approval of Board Meeting Minutes

Motion and second by Upton and Zurik, respectively, the board approved the minutes from the June 13, 2019 board meeting with the following change:

On page 12, add the word "all" to the governance committee report so that the sentence reads "The Governance Committee said the minimum requirements for **all** minutes are."

The intent is to make this directive inclusive of all board meeting minutes, not just executive session minutes.

Executive Director's Report: Doug Haddix

- The building at Mizzou which houses IRE (Neff Annex) may be demolished. As a result, IRE may be moving its office to Lee Hills Hall -- possibly next summer. Staff has been involved in looking at new space. The Lee Hills Hall space is smaller than IRE's current space, but it will be fine since IRE does not use all of its current space.
- Possibly by summer 2020, there is a strong possibility that all agencies, including IRE, will be required to pay rent to Mizzou. Mizzou is working on revising MOUs with agencies. The cost may be around \$11K/year for space. Staff has been doing a "deep clean" in the office in order to sort through IRE stored items before the move. Upton asked whether the move might be around the time of IRE conference and as a result, will cause a disruption for staff. Haddix said he doesn't expect disruption.
- Santana asked whether paying rent and the MOU renegotiation opens up the possibility of talking to other universities. Haddix said that will be up to the board. The board indicated that, if and when the time comes, they would support researching other HQ locations. Riepenhoff asked Haddix to provide a copy of the MOU with Mizzou. He said he already has provided it to the governance committee.
- Haddix has formalized the role of NICAR adviser David Herzog and he is now working 10 hours/week helping in the Data Library and is also running IRE workshops on campus.
- The staff retreat is scheduled for early November. Malan reported a Google trainer is coming to town while the trainers are all at Mizzou to train the trainers on the latest Google technology.

- Membership is strong and is still over 6,100 people.
- The first issue of The IRE Journal in 2020 will focus on diversity and inclusion, and Thompson is writing a column for it.
- Next stage of web project is the design and navigation, which includes changing the home page.
- The mentorship program is going back to one-to-one pairings. Board members offered to help recruit mentors. Galli suggested gathering and sharing success stories to motivate people to volunteer, and Fleischer suggested setting expectations that it be a year-long commitment.
- Riepenhoff asked about Arizona Project movie. Haddix reported it's not active at this time.
- Fleisher asked about better communicating the student membership rate for conferences and membership. Haddix and Klimstra reported IRE is conducting an audit of student memberships. In addition, the cleaning up of all membership types is taking place so IRE can do targeted messaging.

Budget Report: Doug Haddix and Heather Feldmann Henry

- Haddix reported there are no major changes to the current version of the budget compared to the version the board received in June, other than the revised format.
- Henry discussed that the new format makes it easier to understand the budget. Biggest change is that salaries are broken out as a budget item, rather than being included within programming (though the audit does require salaries to be included with their respective programs). In addition, she said some grants were added to the most recent version of the budget as their status was unknown when the June budget was prepared.
- Haddix reported that IRE ended the fiscal year with a surplus of \$100K; per board policy, half is going into the rainy day fund. IRE has almost reached the goal of having six months operating expenses in the reserve fund.
- Haddix indicated he is expanding the training team from four to five trainers.
- Santana asked for a staff salary breakdown to be given to the board. Haddix said it is publicly available since Mizzou is the employer and he said he would send that information to the board.
- Zurik suggested it should be a goal to grow data services revenue.
- Upton requested to change board retreat line item in budget to wording such as "room rental/tech/facilitator."

Motion and second by Zurik and Upton, respectively, the board approved the Fiscal 2020 budget.

2023 Conference Locations

Klimstra presented preliminary options for upcoming NICAR and IRE national conferences.

Motion and second by Vap and Upton, respectively, the board approved contract negotiations for the IRE conference for Orlando in 2023 and Anaheim in 2024 (week after Father's Day).

Motion and second by Dempsey and Galli, respectively, the board approved contract negotiations for Nashville in 2023 for NICAR.

Upton brought up climate change and how it might affect where we have conferences and member travel. Thompson asked Riepenhoff to take up this issue as part of the Member Services Committee.

Fundraising Request

Vachon asked for board help with IRE's Year-End Giving Campaign kickoff.

Governance Committee: Lee Zurik, chair

Zurik presented a proposal that addresses committee appointments (not including the Endowment Committee) and it reads as follows:

After consultation with the Executive Director, the President will select all committee chairs. The committee chairs must be selected by July 1 of each year.

The President and the Committee Chair will select the members of each committee - with input from the Executive Director. If there is any disagreement between the President and the Committee Chair, it will be brought to the Executive Committee for a final decision.

Each committee will have a staff liaison who participates in all calls/meetings. The staff liaison will be assigned by the Executive Director.

When committees are formed, the President and Chair understand the board wants diverse committees (race, age, gender, region, media, size, etc) and wants to use these committees to help develop future board members.

Thompson asked about adding a minimum number of journalists of color on each committee, Zurik said it was discussed, but decided against requiring minimums.

Fleischer asked about language to try to honor board members' requests for committee assignments.

Motion and second by Zurik and Upton, respectively, the board approved the above proposal regarding committee appointments.

Zurik presented a proposal that would eliminate the Public Engagement Committee. Business typically handled by the committee would be referred to the Executive Committee. Zurik also presented a proposal to create a Diversity Task Force, in July 2020, which will focus on recruiting diversity members to run for the board and other diversity needs of the organization.

Motion and second by Vap and Upton, respectively, the board approved the elimination of the Public Engagement Committee and the creation of the Diversity Task Force in July 2020.

Zurik presented a proposal that addresses the make-up of the Conference Committee and it reads as follows:

The Conference Committee would consist of seven board members (the chair, three board members for the NICAR conference and three board members for the IRE conference).

The board members will take part in the respective regional committee calls and also make recommendations to the board for keynote speakers and showcase panels. The board members will also talk to staff about panels and panelists. The Chair will participate in both committee calls.

The group discussed the idea of adding a non-board member to the committee in order to get an outside voice, to be less board-centric and to offer more opportunity for diversity on the committee.

Motion and second by Upton and Fleischer, respectively, the board approved the make-up of the Conference Committee to consist of two board members and one non-board member for the NICAR conference and two board members and one non-board member for the IRE conference. The board members will take part in the respective regional committee calls and also make recommendations to the board for keynote speakers and showcase panels. The board members will also talk to staff about panels and panelists. The Chair will participate in both committee calls.

Dempsey suggested the creation of a Training Committee to have board input into IRE's training initiatives.

Zurik suggested this could fall into the member services committee area of responsibility or this could be a task force or an ad hoc committee.

Vap suggested to do this as an ad hoc committee to discuss the purpose of a possible training committee and then test it for a year or so.

Motion and second by Dempsey and Upton, respectively, the board approved the creation of a task force, to start in July 2020, to focus on issues related to training to reach underserved committees and to improve the mentor component of IRE.

Zurik presented a proposal which suggests changing the Contest Committee to the Awards Committee and suggests other changes too. It reads as follows:

The Awards Committee will oversee the IRE Awards, Phil Meyer Awards, Don Bolles Award and the Golden Padlock Award. The committee will consist of five board members, including a chair and vice chair. The five board members aren't required to be IRE award judges. The committee will take up matters that apply to all awards presented by IRE.

The IRE awards judges fall under the Awards Committee. The Chair and Vice Chair must be IRE awards judges. Per board policy (adopted in June 2019), the Chair, Vice Chair and President will select the three unelected IRE award judges who will join two elected awards judges.

Upton asked that since the Phil Meyer Award is a partnership with ASU, is it OK to move under this committee? The answer was yes, as nothing changes in the selection of judges, the selection process, etc. It is just putting the award under the umbrella of this committee, nothing changes with the award.

Riepenhoff asked when questions popped up in the past about Bolles, Meyer and Padlock, how were those questions handled? Haddix answered that staff handled those inquiries.

Fleischer asked if the vice chair has to move up to the chair position. The answer was the vice chair doesn't have to, but it is but encouraged from a succession planning standpoint.

Motion and second by Upton and Thompson, respectively, the board approved the changes to the Awards Committee outlined above with the addition of the committee will coordinate with the Phil Meyer Award partner at Arizona State University.

Zurik presented a proposal which suggests the creation of a Fundraising Committee.

Upton expressed the desire for board members not to be judged by how much money can someone bring in via their employers, personally, etc. Fundraising from board members should not be a requirement.

The group discussed combining the fundraising committee idea with the Revenue Committee and calling it the Revenue Committee.

Motion and second by Thompson and Zurik, respectively, the board approved creating a Revenue Committee and having it also serve as a fundraising committee.

Contest Committee: Jennifer LaFleur, chair

LaFleur presented a proposal which limits the number of contest submissions to five pieces and she asked for board feedback on that change.

Fleischer felt five pieces is fine for print; however, not for broadcast. She said broadcasters can't illustrate their work in five entries. She suggested broadcast entries be required to put their entries into one file and she suggested a time limit of one hour for the file.

Rich supported the time limit approach. Rosenthal agreed with the five-entry limit for print. Zurik agreed with the time limit idea and thinks five entries is too low. The group reviewed the committee's report which included a list of what other contests require in order to get an idea of how other organizations deal with this challenge.

Santana and Vap said it would be helpful to have one clip from broadcasters. LaFleur pointed out this does not limit the number of supplemental materials, and Upton pointed out that the entry letter becomes even more important.

Riepenhoff agreed with five entries for print and disagreed with the time limit suggestion. She thinks it will be too difficult for some newsrooms to boil their stories down to one hour. She suggested that the file be assembled in chronological order. Vap disagreed with chronological suggestion and agreed with the one file suggestion. Galli feels newsrooms can edit longer clips down to one hour. Riepenhoff indicated there are continuing problems with video, for example, there are stories which take place in non-contest years which are put into entries so if videos were time stamped, that would be very helpful.

Motion and second by Thompson and Zurik, respectively, the board approved limiting the contest entries in the print categories to five.

Motion and second by Fleischer and Vap, respectively, the board approved requiring broadcast entries to be combined into one audio or video file with no ads (including house ads) and they cannot exceed 60 minutes in length (additional video can be added to supplemental materials). Two opposing votes from Riepenhoff and Dempsey.

Group discussed the challenge of entries with materials that are not in the correct contest time frame. They discussed time stamping the file and discussed requiring a list of clips with dates, as well as adding wording to the rules or adding a question to the entry form: "Did your entry take place from xx date to xx date?"

Motion and second by Upton and Dempsey, respectively, the board approve referring this topic back to the committee.

Riepenhoff said radio entries need limits too. Upton suggested this go back to the committee to discuss its details. Haddix informed the group that any changes for the upcoming contest season, they are needed by early November. If changes are for next year, no rush. LaFleur said she is hopeful these changes can be incorporated for the upcoming round of awards and will do her best to accomplish that.

Fleischer suggested adding a category for excellence in collaboration. It would recognize top investigations achieved in partnership between two or more newsrooms which exhibit their work on different platforms. The group discussed how this would be defined. The group felt this would be difficult to "police" and difficult to define. Riepenhoff informed the group that IRE had a multiplatform category and it was eliminated because many news organizations are doing this now.

Motion and second by Fleischer and Dempsey, respectively, the board approved referring the idea of this new category back to committee for more discussion.

Audit Committee: Steven Rich, chair

No report

Members Services Committee: Jill Riepenhoff, chair

No report

Endowment Committee: Jodi Upton, chair

Upton reported the committee is on hold with plans, they want to hear strategic plan from board first.

Public engagement: Matt Dempsey, chair

No report

New Business

Thompson brought up the concept of term limits for board members. She suggested the term limit could be two terms of three years each. She felt it allowed board members to stay around long enough to make an impact.

Upton suggested, under this concept, that board positions could be divided up into thirds so that one-third of the board is cycling off at a time.

The group recommended this suggestion be referred to the Governance Committee for exploration.

Motion and second by Zurik and Upton, respectively, the board approved to go into executive session at 11:07 a.m.

Motion and second by Vap and Dempsey, respectively, the board approved to end executive session at 11:23 a.m.

Thompson announced Haddix would receive a 5 percent pay increase. She said the board loved his work and that Haddix is a great ambassador for IRE. Haddix praised the staff and expressed how much he loves his job, calling it the most challenging but most rewarding job of his career.

Motion and second by Zurik and Upton, respectively, the board approved to adjourn at 11:30 a.m.