IRE Board of Directors meeting
March 5, 2022

IRE Board President Mark Walker called the meeting to order at 11:21 a.m.

The following board members were present: Jodie Fleischer, Jennifer Forsyth, Cindy Galli, Josh Hinkle, Marisa Kwiatkowski, Jennifer LaFleur, Mark Rochester, Barbara Rodriguez, Brian Rosenthal, Kat Stafford, Jodi Upton and Mark Walker.

Staff present: Diana Fuentes and Stephanie Klimstra,

Governance report and proposed by-laws changes – Marisa Kwiatkowski and Brian Rosenthal ([see full report)](#)

Kwiatkowski reviewed proposed bylaws and policy changes from the Governance Committee. See the [full recommendations](#) of board policy changes for details.

Kwiatkowski explained that the committee was trying to accomplish two things: create a framework to ensure that as the board turns over, operations can continue and move forward; and focus on transparency to our members and the people we're serving.

The committee also discussed the agenda process to ensure that board members have ample time to both provide information for board consideration and to review materials prior to being asked to vote.

The committee recommended that directors not be able to designate a proxy to vote on their behalf. It also recommended that two-thirds of the directors in attendance approve going into executive session.

The committee also recommended that the secretary continue to be responsible for the minutes, but that the secretary work with the executive director to assign a staff person to take notes so the secretary can participate in the meeting.

The board secretary would still be responsible for those minutes and preparing them for the board.

Forsyth asked what the thinking was behind the proxy vote recommendation.

Kwiatkowski explained that the feeling of the Governance Committee was that board

members should be present, be part of the discussion, and understand the information that goes into the decisions that are being asked to be made.

The committee also discussed the situation that a director attends the meeting and hears the discussion, but has to step out. Prior to leaving, the director must notify the board secretary of which director has their proxy vote and which action items the proxy is authorized to vote on.

Upton asked what our policy is about recordings of minutes. She noted that at the retreat, our attorney said that minutes were not supposed to be an exact transcript of the meeting, but a summary. He recommended that we shouldn't keep recordings.

Kwiatkowski said she could add language that meetings typically will be recorded for the purpose of taking minutes and that they be destroyed after minutes have been approved.

Stafford asked whether having staff take minutes will take away staff time. She also asked if that had been done in the past. Fuentes said that Amy Johnston had done it several years ago. Fuentes also pointed out that if the meeting is recorded, it might not be necessary for a staff member to take notes.

Discussion about whether the secretary would want to take their own notes. Fuentes noted that the meetings are recorded so there isn't really a need for someone else to take notes. She also said that we could try it and see how it works.

Kwiatkowski noted that the policy can be changed as necessary, as it was developed as a framework and is a living, breathing document that likely will change to adapt to future needs.

Fleischer added that there should be a virtual option to attend meetings to remove barriers for potential board members that might not be able to travel.

Rodriguez pointed out that we wanted to make agendas available to members and asked what the structure is around communication on that.

Fuentes said that it is public notice. Staff puts it on the website and does an e-blast to all members. She said members don't usually want to attend meetings.

Rodriguez asked for further meeting options, but it's difficult with quick notice.

More discussion about how to best notify members about meetings.

Fleischer asked that we clarify that in-person meetings should have a virtual option as planned for emergency meetings.

Kwiatkowski asked for a motion to approve the alternative language for Proxy votes (allowing proxies for those in the discussion, but might have to step out and that they will notify the secretary whom proxy is given to and on what issues.)

Motion from Jodie Fleischer to approve proposed language for proxy votes. **Second** from Hinkle.
Vote: Passed unanimously among those present

Kwiatkowski presented the proposed bylaws changes.

Proposed bylaws changes

Proposed amendment to section 6.04 of the Code of Bylaws

~~Special meetings of the Board of Directors may be held as determined by the Executive Committee.~~ In the event of an emergency declared by the President **or a majority of the Executive Committee** ~~acting President~~, the Board of Directors may meet and act ~~by telephone conference call~~, provided that a quorum of two-thirds of the **Directors** ~~members of the Board~~ are participants ~~in such a telephone emergency meeting~~ **and all Directors have been notified**. **The Membership should be notified as soon as is practical before the meeting.** (Code of Bylaws, Section 6.04)

Motion from Fleischer to accept recommended amendment to section 6.04. **Second** from Galli.
Vote: Passed unanimously among those present

Proposed amendment to section 6.05 of the Code of Bylaws

Meetings of the Board of Directors shall be held **virtually, by phone or in person** ~~at such place within the United States,~~ as may be specified in the respective notices, or waivers of notice ~~, thereof; and if not so specified, then at the principal office of the Corporation~~.
(Code of Bylaws, Section 6.05)

Proposed deletion of section 6.07 of the Code of Bylaws

~~At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived, and similar notice may likewise be waived by absent Directors, either by written instrument or by electronic mail. (Code of Bylaws, Section 6.07)~~

Proposed amendment to section 8.05 of the Code of Bylaws

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of the**ir** meetings or other proceedings ~~of the Members, Board of Ddirectors, Executive Committee, and standing committees of the Board of Ddirectors, when required~~ **and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter.** The Secretary may delegate **their**~~his~~ duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation.

Motion from Kwiatkowski to accept recommendation for sections 6.05, 6.06, 6.07 and 8.05. **Second** from Rosenthal.
Vote: Passed unanimously among those present

Kwiatkowski summarized the language tweaks to the board meeting procedures proposed during the meeting. In-person meetings will have a virtual component. In the agenda section, we added to the sentence to say the final agenda, and any accompanying materials should be provided to the board and members at least three days prior to any board meeting.

Motion from Fleischer to accept the remaining Governance Committee's recommendations for policy changes. **Second** from Kwiatkowski.
Vote: Passed unanimously among those present

Election Task Force Update – Jodie Fleischer

Fleischer said that the task force discussed minimum qualifications for candidates to run for the board. After discussion, the committee decided not to recommend minimum qualifications because it might be a barrier to entry for people who might have great ideas even if they're newcomers and that we should trust our membership to choose the most qualified board members.

Instead, the committee is recommending adding to the questionnaire candidates fill out.

Right now there's a general question about service to the organization. And we voted to recommend inclusion of specific questions. For example: number of years as an IRE member, number of conferences you've attended, number of trainings or other service.

Discussion about qualifications to run for the board.

Kwiatkowski explained why the Governance Committee had rejected some of the proposals of the Elections Task Force. Rosenthal said he opposed the Election Task Force's proposals because each of them would make it at least somewhat harder for members to run for the board, and IRE should be focused on making it easier to run, not harder.

CANDIDATE QUESTIONNAIRE

(Approved by the Elections Task Force, rejected by Governance Committee)

The Task Force recommends Staff add greater detail to the candidate questionnaire to prompt inclusion of number of years as an IRE member, number of conferences attended, number of training workshops attended, and other service to the organization.

Motion from Fleischer to accept recommended changes to candidate questionnaire from Elections Task Force. **Second** from Galli.
Discussion
Vote: Motion failed 8 (Forsyth, Hinkle, Kwiatkowski, LaFleur, Rochester, Rodriguez, Rosenthal, Stafford) to 4 (Fleischer, Galli, Upton, Walker)

CANDIDATE NOMINATIONS

(Approved by the Elections Task Force, approved by Governance Committee with edit keeping the word allowance at 70 words)

The Elections Task Force debated the continued need for a nomination and second of Board candidates and determined they continue to add value to the elections process. The task force recommends the nomination and second continue to be posted online with candidates' platforms, but agreed there is no longer a need to verbalize the nomination and second in person at the conference. The task force recommends Staff increase the word allowance for nomination and second from 70 words to 150 words to increase their value.

Motion from Fleischer to accept recommendation for nominations from the Elections Task Force, not the version approved by the Governance Committee. **Second** from Forsyth.

Discussion
Vote: Passed 11 to 1 (Rosenthal)

CANDIDATE SPEECHES

The board discussed two proposals for candidates' speeches.

(Version approved by the Elections Task Force)

Given that recorded video speeches are now included online with the candidate platforms, the task force debated the need for live candidate speeches at the conference. The task force recommends the live speeches be transformed to include a 2-3 minute statement of introduction and ideas from each candidate, followed by a 30-minute meet and greet event where attendees can approach the candidates one on one to ask questions about their service and ideas.

(Version approved by the Governance Committee)

The task force recommends the live speeches be transformed to ~~include a 2-3 minute statement of introduction and ideas from each candidate, followed by~~ a 30-minute meet and greet event, with an online component, where attendees can approach the candidates one on one to ask questions about their service and ideas.

Discussion about options for speeches or other options.

Motion from Fleischer to accept the recommendation approved by the Governance Committee for no candidate statements and a 30-minute meet and greet. **Second** from Kwiatkowski.
Vote: Failed 7 (Forsyth, Galli, Hinkle, LaFleur, Stafford, Upton, Walker) to 5 (Fleischer, Kwiatkowski, Rochester, Rodriguez, Rosenthal)

Motion from Fleischer to accept the recommendation for 2-3 minute statements from candidates and a 30-minute meet and greet. **Second** from Kwiatkowski.
Vote: Passed 7 (Fleischer, Forsyth, Galli, Kwiatkowski, Stafford, Upton, Walker) to 5 (Hinkle, LaFleur, Rochester, Rodriguez, Rosenthal)

RULES FOR CAMPAIGNING (approved by Elections Task Force)

Candidates may campaign for Board of Directors or Contest Committee seats by making use of social media, direct communication to members, or any other method that complies with IRE's Code of Conduct. Use of the member directory to contact

members is permitted, as long as staff is able to provide directory access to all candidates.

However, all candidates are prohibited from use of any internal membership lists acquired through prior service on the Board or an IRE committee. (as approved by IRE Board on June 17, 2021)

Current and former Board members are permitted to endorse candidates including, but not limited to, providing a nomination or second.

IRE Staff are prohibited from endorsing, nominating or seconding candidates.

Motion from Fleischer to approve recommendation of Elections Task Force regarding rules for campaigning. **Second** from Galli.
Vote: Passed unanimously among those present

Training Committee Update – Josh Hinkle (see detailed report)

Working Group Recommendations

- Digital/Hybrid – no board actions
- Local Journalism Recommendations
  BOARD CONSIDERATION – Revenue Committee considering/exploring travel stipends for speakers/non-IRE staff trainers for watchdog workshops, etc. (and when this should happen)

No vote taken. Recommendation for speaker stipends moved to the Revenue Committee.

- Diversity/Management Recommendations

  BOARD CONSIDERATION – Creating a task force to explore/craft a college curriculum toolkit to supplement existing or future courses, keeping diversity and outreach top of mind with the task force makeup (and when this should happen)

No vote taken. Walker will work to create a College Curriculum Toolkit task force (with diversity top-of-mind) from our membership.

Walker and Kwiatkowski left for NICAR panel.

Revenue Committee Update and Action item – Jennifer Forsyth

The Revenue Committee recommended that IRE establish and promote a Ring of Honor program that would benefit conference scholarships and at the same time allow individuals, families or groups to honor reporters and editors who have made a contribution to investigative reporting and IRE. (See [report for full details](#).)

Motion from Forsyth to create the Ring of Honor program. **Second** from Galli.
Vote: Passed unanimously among those present. (Walker, Kwiatkowski and Rochester not present for vote.)

Strategic Planning Committee Update – Jennifer LaFleur

LaFleur presented a memo from the committee and asked for board support to continue working on the five areas identified. Those present voiced agreement, no vote taken.

IRE Diversity Task Force Update – Kat Stafford and Barbara Rodriguez

Rodriguez outlined the objective of the task force, no action items at this time:
- Updating DEI language in a mission statement and public-facing pages
- Ensuring inclusivity in short-term diversity fellowships
- Discussing the creation of a long-term, inclusive pipeline mechanism for board participation

One task of the task force in the next couple of months is to update the Diversity, Equity and Inclusion language that we have and public facing pages specifically looking at the mission statement and the website that we have on diversity and inclusion. There's just a real belief that there can be stronger, more intentional language that can help with how we do our work, not just as an organization, but also with committees and programming. The task force is planning to hold a series of meetings in April and May, with the goal of bringing recommendations to the Board in June.

The task force also is looking into inclusivity in our short term diversity fellowships. This is technically a separate conversation from the conversation we've had in the past about the JOC fellowship. We want to explore what opportunities are available for short-term fellowships and who does that include?

Fuentes said that right now the fellowship specifies journalists of color, but the task force discussed whether we want to expand the eligibility to include people with disabilities or members of the LGBTQ community.

Fleischer noted that the committee discussed that diversity should include international members and make sure international members feel included.

Discussion about short-term fellowships and relationship to revenue and funders.

Rosenthal asked whether expanding the definition of diversity might increase the possible funders.

Rodriguez said that the committee will come back to the board with recommendations.

Rodriguez said that the task force discussed communication around board elections and recruitment. She asked whether there might be opportunities for more communication about how to get involved. She suggested we should have policies in place for how to handle the process.

Discussion about encouraging member meet-ups in different parts of the country. Member survey respondents said they were interested in local activities. She noted that Aaron Kessler, who organized a meetup in the DC area, is willing to help others who want to host similar events in their areas.

Rodriguez said she is concerned that we might need to recruit people to run for the board, noting that long-term planning would help with that.

Upton left the meeting due to Zoom issues.

Executive Director Report -- Diana Fuentes

Board election: Fuentes discussed marketing for people to run for the board and asked for board members to help get the word out. She would be contacting everyone up for reelection to see if they planned to run again.

Fleischer pointed out that we should just say how many seats and how many incumbents are planning to run again.

Submissions for the board election will open April 4 with a deadline for all candidate submissions by May 10.

NICAR attendance: Fuentes said that as of Friday of the conference 524 people registered in person and 592 virtual.

Fuentes said she would email specific numbers to the board after the conference. She reported that the hybrid conference was running smoothly and that financially IRE should break even. She said that it was a big success; feedback from attendees shows they were happy with the conference.

Funding: Fuentes said that she and Anna Lopez met with leaders of Arnold Ventures, which had said it wasn't going to renew its funding. The foundation decided not only to provide a two-year grant but to increase it to $350,000: $175,000 for each year, $25,000 for conferences and the rest for general operating revenue.

Website: Staff and contractors are working on website updates. To help and it now requires a member logon to access the site. They also have streamlined the ordering process and are working to improve the search feature.

Staff updates:
- Cody Winchester will be working on backend technology.
- Patti DiVincenzo, will be senior training director.
- Amy Johnston will be director of memberships.
- Liz Lucas was hired as a trainer.
- IRE is still seeking another trainer.

Mentoring: Discussion about virtual versus in-person mentoring. Fuentes asked for board help with mentoring for IRE and said that many people are still interested in virtual mentoring.

Conference Committee Action item: Cindy Galli
Motion from Galli to approve list of proposed recommended keynote speakers for IRE conference. **Second** from LaFleur.
Vote: Passed unanimously among those present.

Motion from Galli to adjourn. **Second** from everyone present.
Vote: Unanimous among those present.

Meeting adjourned at 3:05 p.m.

Proposed bylaws changes

Proposed amendment to section 6.04 of the Code of Bylaws

~~**Special meetings of the Board of Directors may be held as determined by the Executive Committee.**~~ In the event of an emergency declared by the President **or a majority of the Executive Committee** ~~**acting President**~~, the Board of Directors may meet and act ~~by telephone conference call~~, provided that a quorum of two-thirds of the **Directors** ~~**members of the Board**~~ are participants ~~**in such a telephone emergency meeting**~~ **and all Directors have been notified**. **The Membership should be notified as soon as is practical before the meeting.** (Code of Bylaws, Section 6.04)

Proposed amendment to section 6.05 of the Code of Bylaws

Meetings of the Board of Directors shall be held **virtually, by phone or in person** ~~**at such place within the United States,**~~ as may be specified in the respective notices, or waivers of notice ~~**, thereof; and if not so specified, then at the principal office of the Corporation**~~. (Code of Bylaws, Section 6.05)

Proposed amendments to section 6.06 of the Code of Bylaws

Scheduling a non-emergency Board meeting requires not less than ten (10) days' notice **to the Membership**, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally ~~**, either by mail, or by telegram.**~~ (Code of Bylaws, Section 6.06)

~~**In the 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. (Code of Bylaws, Section 6.06)**~~

Proposed deletion of section 6.07 of the Code of Bylaws

~~**At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived, and similar notice may likewise be waived by absent Directors, either by written instrument or by electronic mail. (Code of Bylaws, Section 6.07)**~~

Proposed amendment to section 8.05 of the Code of Bylaws

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of the**ir** meetings or other proceedings ~~**of the Members, Board of D**~~directors, ~~**Executive Committee, and standing committees of the Board of D**~~directors, ~~**when required**~~ **and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter.** The Secretary may delegate **their**~~his~~ duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation.

Board of Directors meetings

Scheduling Board meetings

Regular meetings

The Board of Directors shall meet at least once per quarter, and additionally as needed. If a Board retreat is scheduled, it shall count as one of the quarterly meetings.

Scheduling a non-emergency Board meeting requires not less than ten (10) days' notice **to the Membership**, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally.~~, either by mail, or by telegram.~~ (Code of Bylaws, Section 6.06)

In the 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. (Code of Bylaws, Section 6.06)

Typically, the Board hosts an annual two-day retreat to get to know one another, address current business matters and longer-term planning. It sets the Board and staff's priorities for the rest of the fiscal year.

Emergency meetings

~~Special meetings of the Board of Directors may be held as determined by the Executive Committee.~~ In the event of an emergency declared by the President **or a majority of the Executive Committee** ~~acting President~~, the Board of Directors may meet and act ~~by telephone conference call~~, provided that a quorum of two-thirds of the **Directors** ~~members of the Board~~ are participants ~~in such a telephone emergency meeting~~ **and all Directors have been notified**. **The Membership should be notified as soon as is practical before the meeting.** (Code of Bylaws, Section 6.04)

Place of meetings

Meetings of the Board of Directors shall be held **virtually, by phone or in person** ~~at such place within the United States,~~ as may be specified in the respective notices, or waivers of notice~~, thereof; and if not so specified, then at the principal office of the Corporation~~. (Code of Bylaws, Section 6.05)

Agendas

An agenda is an essential component to every Board meeting. In order to ensure that meetings are as effective and productive as possible, Directors must have ample time to submit materials for consideration and to review information about which they will be expected to vote.

The President is responsible for creating the agenda, evaluating additional items from Directors, and distributing the final packet.

At least a week prior to each Board meeting, the President should send out a call for agenda items to staff and other members of the Board of Directors. Staff and Board members may submit items they would like to be added to the agenda, noting which items will require a vote. Committee chairs are responsible for ensuring submission of their reports. It is ultimately the President's decision on whether to add those items to the next agenda or to hold them for a future meeting. The final agenda and any accompanying materials should be provided to Board members at least three days prior to any Board meeting, unless it is an emergency meeting scheduled with fewer days' notice. Agendas for emergency meetings should be distributed as early as possible, but no later than when the meeting is scheduled.

Items may be added to the agenda during a Board meeting by motion, second and majority affirmative vote.

Rules of Order

Quorum

A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof; and, unless otherwise affirmatively prescribed by the Act, Articles, Bylaws, or other law, a majority of any quorum shall be sufficient to authorize or approve any action by the Board. (Code of Bylaws, Section 6.08)

Proxy votes

Directors may not designate a proxy to vote on their behalf.

General procedures

The IRE Board President presides over Board of Directors meetings and calls meetings to order. Every regularly scheduled meeting should include a roll call, treasurer's report, old business and new business.

Meetings typically will be recorded for the purposes of taking minutes. Please see the Minutes section for a detailed description of how Board meeting minutes should be handled.

Every Director has the right to participate in discussion, if they would like. Directors should raise their hands or otherwise signal to the President they would like to speak. The President should call on Directors to speak, prioritizing those who have not yet been heard on a particular issue.

The President may call for a motion on a topic, or a Director may offer one.

Only one motion may be discussed at a time. A motion requires a second to be considered. After a second, the motion is open for discussion.

Any Director may offer an amendment to a pending motion. The Director who made the initial motion may choose to accept, reject or change the amendment.

Each motion must be disposed of (passed, defeated, tabled, referred to a specific committee or postponed indefinitely) before a new motion can be introduced.

Votes may be cast through voice or roll call votes. If the outcome of a voice vote is under dispute, any Director may call for a roll call vote.

To take a break or pause the meeting, there should be a motion, second and affirmative vote to take a recess.

To end a meeting, there must be a motion, second and affirmative vote to adjourn.

Executive session

When deciding whether to go into executive session, the Board shall err on the side of transparency.

Executive sessions should be limited to discussions of legal, personnel, contractual and/or Code of Conduct matters. The Board can also go into executive session to discuss otherwise confidential information, but should always default to staying in open session whenever possible. The agenda and minutes should include a general description of the reason for holding the executive session.

Going into executive session requires a motion, second and affirmative vote of a two-thirds majority of Directors. A subsequent motion, second and affirmative vote are required to exit executive session.

Minutes taken during executive sessions will be kept separately by the Secretary and filed in a confidential location accessible only to Board members. The public-facing minutes will not include details of discussions in executive session, unless approved by the Board for public release. Please see the Minutes section for additional detail.

Actions outside of Board meetings

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceeds of the board or committee. (Articles of Incorporation, Section 10.08.)

Minutes

Minutes serve as the Board's historical record and, as such, should be treated with care.

The Secretary shall attend all meetings of the Members, the Board of Directors and the Executive Committee, and shall keep, or cause to be kept, in books provided for the purpose, true and complete minutes of the**ir** meetings or other proceedings ~~of the Members, Board of Ddirectors, Executive Committee, and standing committees of the Board of Ddirectors, when required~~ **and ensure that all minutes of all of those types of gatherings, including all executive sessions, are distributed to the full Board of Directors shortly thereafter.** The Secretary may delegate **their**~~his~~ duty to keep such minutes to an Assistant Secretary or the Executive Director of the Corporation if there be such. The Secretary (acting through the Executive Director if there be such) shall attend to the giving and serving of all notices of the Corporation. (Code of Bylaws, Section 8.05)

Minutes shall be taken of every Board meeting. The Board Secretary is responsible for the minutes, but should work with the Executive Director to designate a staff member to take notes during the meeting so the Secretary can fully participate during Board meetings. The Secretary should review the minutes and submit them to the Board for approval no later than one month after the meeting.

All minutes should include: a list of attendees, a summary of all Board discussion and detail on all motions made and votes taken. For votes that are not unanimous, the minutes should include the names of the individuals who voted in favor of the motion, against it and who abstained. Current and future Board members should be able to read only the minutes and gain a decent understanding of any discussions and decisions.

Minutes should also be taken during executive sessions. Since staff members may not participate in executive sessions, the Secretary can either take minutes live or use the recording to create minutes after the fact. They shall be kept separately by the Secretary and filed in a confidential location accessible only to Board members. The Secretary is responsible for selecting that location and ensuring ownership of those minutes is transferred to their successor. The public-facing minutes will not include details of discussions in executive session, unless approved by the Board for public release.

All committee, task force and staff reports should be included as attachments to the minutes.

Minutes should also be taken of votes cast via email. And the results posted along with all other meeting minutes, no later than a week after the vote concludes.

Addendum to minutes

On 5/9/22, the board voted on an amendment to the minutes from the March 5, 2022 board meeting. Motion from **Walker.** Second from **Galli.**

Vote: Yes: 6 (Walker, Fleischer, Forsyth, Galli, Hinkle, Upton); No: 6 (Stafford, Satija, Kwiatkowski, Rochester, Rosenthal, Rodriguez); Abstention:1 (LaFleur)

A subsequent motion was brought by Walker to add the following language to the minutes from 3/5/22. **Motion** from Walker. **Second** from Galli.

Vote: Yes: 8 (Walker, Fleischer, Forsyth, Rodriguez, Galli, Hinkle, Upton, Rosenthal), No: 4 (Stafford, Satija, Kwiatkowski, and Rochester), Abstention: 1 (LaFleur)

"President Mark Walker made a statement to clarify that board candidates have always been allowed to use the membership directory during campaigns. He noted that in June 2020, some members alleged that two former board members had cheated by using the directory. Those members being Lee Zurik and Jill Riepenhoff. Those allegations were wrong. Board members volunteer their time and hard work to serve the organization, and those former board members in particular had always served selflessly. Nobody should be the subject of false accusations that can harm reputations within the organization."

IRE Training Committee 2021-22

Digital/Hybrid Working Group Recommendations

New/Re-imagined Hybrid/Virtual Training Topics
- Project management from start to finish for both newsroom and home-based teams. Envisioning a hands-on, simulation type approach setting up folders, collaborative discussion areas such as Slack, etc.
- Podcasting - How to set them up, distribute, write for audio, go from idea to publication
- Designing story-specific web packages - from creating standalone websites and story email addresses to making tip forms to solicit more people. Include best practices on branding serialized content
- Localized FOIA sessions based on state laws

Tech Recommendations
- Investigate using unlisted YouTube videos for free streaming and storage instead of a Vimeo subscription.
- Establish a basic "hybrid" kit to either be shipped to or travel with a training director, including a small omnidirectional microphone and external camera that could be connected to a computer.

Other Hybrid/Virtual Suggestions
- Bring in a speaker virtually to supplement an in-person training event. During a multi-day training, participants get a lot of just one training director. Hosting a virtual speaker to anchor one or two sessions (more presentation/Q&A style) is a lightweight way to expand the potential impact of a training. While there's still a bit of a tech hill to climb depending on the training location and capabilities, it has the added benefit of the training director being able to facilitate the session in person and smooth out any issues.
- Have people record videos on certain topics to be inserted and played during trainings – like a brief demonstration of a tool or technique that doesn't require those in attendance to follow along, or how a particular investigation came together, etc. for a data training. It gives the trainer a bit of a break - and varies the formatting. IRE could potentially build a library of 10-20 videos like this for trainers to use.

IRE Training Committee 2021-22

Local Journalism Working Group Recommendations

Multi-day Total Market/Region Training for Local Journalists
This idea combines the best practices of IRE's existing regional watchdog workshops and its Total Newsroom Training (TNT). Instead of a single newsroom, it could be offered to several/all newsrooms (and outlets) in a single city/market/region, primarily consisting of in-person, hands-on learning.

CONSIDERATIONS:

Options
- Offer one basic track with a broad overview of skills; Or offer two tracks – beginner and advanced skills
- Could tailor it for certain roles (reporters, editors, producers, photojournalists), mediums (print, digital, broadcasting), etc. depending on the skills being taught

Size
- Cap the number of total participants
- Cap the number of participants from a single outlet

Location
- Choose a market based on biggest impact, need for training, and interest
- Find regional support through partner organizations or outlets

Outreach
- Prioritize local outlets
- Lean on partner organizations in those areas
- Search for underserved, smaller newsrooms in large markets
- Search for POC-owned/operated newsrooms
- Search for newsrooms serving/covering minority populations – POC, women, LGBTQIA+

Funding
- Find regional support through partner organizations or outlets
- Offer discounts and scholarships
- Offer non-IRE trainers/speakers a stipend

IRE Training Committee 2021-22

Diversity/Management Working Group Recommendations

College Course Curriculum Toolkit
IRE could develop an out-of-the-box course curriculum toolkit designed as a supplement for colleges and universities that offer classes on the basics of investigative and data journalism. This could be designed as a complete kit with "lessons" or elements geared toward teaching the fundamentals of the craft packaged with specific assignments, sample data sets and other tools that work in concert to reinforce the lessons. This curriculum would not only ensure future journalists get the instruction they need to be successful, but it would expose them to the benefits of IRE and encourage them to become lifelong members.

CONSIDERATIONS:

Offerings
- IRE could create one basic toolkit designed for journalism students at any level and in any medium (investigations 101, for example). Or it could create multiple toolkits to cater to students at different levels (basic versus advanced), students in different media tracks (print versus broadcast), students with different interests (investigating issues of race and diversity, for example). It might make sense to survey colleges and universities and determine need and start from there.

Availability
- IRE would need to decide whether to make the curriculum available to all colleges and universities for free, perhaps via its website, or whether it would restrict its use to only those programs that meet its approval through some type of process. We may even want to consider free or deeply discounted IRE memberships for students who use the toolkit.

Involvement
- Beyond simply creating and making available the toolkit, IRE could decide to take a more active role in how it's delivered. For example, it could host a kickoff session with instructors with tips on how to utilize certain tools and introductions to IRE members and staff willing to take questions throughout the semester. There may also be the need to update the toolkit periodically.

Diversity
- It's important that IRE consider diversity with regards to both the creation of the toolkit and its availability. IRE should work with a diverse pool of journalists to ensure the toolkit is free of bias and inclusive of everyone. And it should especially reach out to HBCUs and colleges with large minority enrollments to make sure this course is available to those students. Target institutions for the latter may include community colleges.

Cost
- There would be a cost to create the toolkit that could be funded through donations or by charging colleges and universities for its use. Those costs may be tied to the task force mentioned above needed to collect and design material for the kit.

Revenue Committee report

IRE Board of Directors Meeting

March 5, 2022

Revenue Committee:

Jennifer Forsyth, chair; Jodi Upton (current board treasurer); Dianna Hunt (former board treasurer); Mark Horvit; Dana Chinn; Evelyn Larrubia

The following is a proposal put forth by the Revenue Committee, in consultation with the Membership Committee and upon the advice of IRE executive director Diana Fuentes and director of partnerships Anna Lopez.

Recommendation:

That IRE establish and promote a Ring of Honor program that would benefit conference scholarships and at the same time allow individuals, families or groups to honor reporters and editors who have made a contribution to investigative reporting and IRE.

--An honoree would be named to the Ring of Honor upon a donation on that person's behalf of **$2,500** or more. (People could continue to donate in that person's honor after the person is named to the Ring of Honor.)

--The honoree would be approved by the board of directors before fundraising starts, after filling out a simple application form on the IRE website.

--The honoree must be a current IRE member in good standing in the journalism profession, or in the case of someone who has retired or died, was a member of IRE and in good standing in the journalism profession. (The application would make clear that in the unlikely event that the honoree no longer remains in good standing, through unethical or illegal behavior, the honoree could be removed from the Ring of Honor by a vote of the board of directors. The money would not be returned.)

--After that, the nominating individual or group will notify IRE if and when they raise enough money to meet the threshold. They would have up to two years from the date of board of approval; after that, they must reapply.

--The Ring of Honor members would be listed on the IRE.org website or some other prominent place for the life of the organization and listed in conference materials.

--IRE would notify the honoree or a family member, if deceased, to the extent possible, that the person had been named to the Ring of Honor scholarship program.

--Funds go to scholarships that can be co-mingled in any way that the executive director chooses. The number of scholarships awarded in a given year would be based on earnings from the year and IRE's needs. IRE would reserve the right to change the use of funds, based on a vote of the board of directors.

--Attendees of conferences would be notified that their scholarship was possible through Ring of Honor donations.

Benefits of this program:

--Groups or individuals wishing to honor a longtime IRE member wouldn't have to raise $25,000 or so for the scholarship to be sizable enough to be a source of recurring funds – a constant program. It also allows co-mingling of funds, whereas current endowed scholarships often don't.

--Those honored would get more attention than a one-time scholarship campaign, or even an individual donation in someone's name which is now an option on the IRE website.

--Groups can band together to raise money in honor of someone who is retiring or who has made a special contribution to investigative journalism. These campaigns could just be a group of friends, but there could also be outreach to other journalism groups and to employers or former employers.

--While the primary objective would be to raise money for scholarships, this would have an ancillary benefit: It would be a way to honor folks as they retire, or soon after, and not have to wait on a Legacy donation when someone dies and leaves a gift in their will. Also, hopefully, being in the Ring of Honor might make the honored person more inclined to bequeath a donation to IRE down the road.

--Note: There was initial discussion of using tiers for this honor, such as $2,500 for Bronze; $5,000 for Silver, $10,000 for Gold, or some such, similar to museum donors. But upon input from the Membership Committee, the Revenue Committee came to the general consensus that one level for all would be more equitable and have greater chance for diversity among the honorees.

Dear IRE Board of Directors:

The Strategic Planning Committee kicked off its work on Nov. 3, 2021. The purpose of this document is to summarize the Committee's work to date, preview the remaining steps of the process, and propose to the Board areas for strategic focus as we work with IRE staff and committees to build the strategic plan. This document is accompanied by the full report of IRE member survey results and the three-page survey summary presented at the Jan. 27, 2022, meeting for a complete picture of the Committee's work to date.

The strategic planning process can be simply described in three steps:

1. *Where are we today?* Assess the present situation from the perspectives of multiple stakeholders and agree on strengths, weaknesses, opportunities and threats ("SWOT").

2. *Where do we want to be in five years?* Envision a compelling vision for IRE's future and articulate desired outcomes.

3. *How will we get there?* Build a roadmap (core strategies, tactical initiatives, assignments and timing) – informed by the SWOT – to eliminate the gap between IRE's present and future.

We understand there have been questions about the connection between the IRE Member Survey and the efforts of the Strategic Planning Committee. Our intention was to help make the survey happen – working closely with the Member Services Committee to fine-tune the questionnaire – so that the resulting information could inform the three steps of the strategic planning process described above.

Member feedback added nuance to the internal assessment of our present situation, confirmed the importance of key initiatives already underway by the Member Services Committee, and offered a plethora of ideas to help IRE better fulfill its mission in the future. We believe the member survey results will be invaluable in helping *all* committees align their work with member needs and expectations.

The IRE Member Survey was one of *many* sources of input for the situation assessment. Other sources included the following:

- Board Member Preliminary Goals for IRE – July 20, 2021
- Consultant's review of past Board meeting minutes
- IRE Board of Directors Retreat – Aug. 7, 2021
- Strategic Planning Committee conversations – November 2021 thru February 2022
- Board of Directors call – Jan. 27, 2022

After analyzing key themes from *all* planning activities to date, the Committee has summarized IRE's present situation as follows:

STRENGTHS *To leverage and build on*	WEAKNESSES *To remedy or mitigate*
- Access to helpful resources - Conferences, especially hybrid options - Connections and relationships with other investigative reporters - Content and quality of *IRE Journal* - Doing well in fulfilling mission (90% of survey respondents)	- Clique-ish / in-group / exclusion concerns (e.g., veterans, new members, sober members) - Customer service / follow-up - Governance practices to ensure continuity of strategic focus and tactical priorities - Less emphasis on basic IR skills

STRENGTHS *To leverage and build on*	WEAKNESSES *To remedy or mitigate*
• Emotional attachment to IRE (frequency of the word "love" in survey responses) • Quality of training • Satisfaction with IRE experience (95% of survey respondents)	• Listserv (vs. Slack Channel and directory for targeted inquiries) • Membership churn (linked to conference, web-based resources, networking) • Mentorship model • Resource concerns (accessibility, availability, awareness, usefulness) • Website in general
OPPORTUNITIES *To prioritize*	**THREATS** *To counter*
• Broaden award categories • Develop new member retention strategies (30% of survey respondents had been members < 3 years) • Do more to protect the rights of investigative journalists • Engage specific member segments with niche programs and resources (e.g., 12% of survey respondents were freelancers) • Expand and improve accessibility of tools to attract more investigative reporters • Increase awareness of resources (using job aids, emails, webinar) • Leverage "competitor" intelligence (from survey) re: unique value of other journalism associations • Offer resources to help investigative reporters address compensation and title concerns	• Affordability • Corporate and hedge fund ownership • COVID limitations (especially impact on connections and relationship-building) • Lack of basic IR skills • Media preoccupation with "issues du jour" • Unique value proposition vs. other journalism associations

The Strategic Planning Committee will now move to the second phase of the strategic planning process: *Where do we want to be in five years?* The following statements of desired outcomes – *while preliminary and in need of refinement* – are offered for the Board's consideration and feedback:

1. Be a welcoming, diverse and inclusive community of support for journalists who practice or who want to practice investigative reporting.

   The Member Services Committee is already working on many related initiatives, including an immediate focus on conference welcoming. New areas of focus might include developing mechanisms for regular feedback from IRE members, defining ways for members to be more engaged in IRE's work, and targeted initiatives to attract and retain specific member segments.

2. Be the go-to and cutting-edge organization for training, resources and connections that help journalists advance their work and careers in investigative journalism.

   The Training Committee is already working on many related initiatives. New areas of focus might include developing a new, industry-leading training program, offering additional resources based on member feedback, and connecting members to compensation resources to help them advance their careers.

3. Be a champion for high professional standards and innovation in investigative journalism, while protecting the rights of those journalists.

   Members would like to see a renewed emphasis on this part of IRE's mission. New areas of focus might include providing resources and fellowships for journalism educators, reviving a Public Engagement Committee, and partnering with other journalism associations to advocate for specific outcomes.

4. Be a model of effective governance and organizational systems that support strategic continuity.

   The Governance Committee is already working on Bylaws revisions and initiatives related to transparency of Board policies and activities. New areas of focus might include developing a more formalized Board orientation (to include inclusiveness training in support of outcome #1), creating Board assessment and development practices, and defining committee processes to ensure consistency of tactical priorities.

5. Be financially sustainable.

   New areas of focus might include developing an endowment drive, identifying potential new revenue streams, and exploring opportunities to increase affordability of conferences and training.

The Strategic Planning Committee looks forward to refining these goals and working in conjunction with other IRE committees and staff to define core strategies ("how") and prioritize tactical initiatives ("what, who and when"). To that end, it is important to the Committee that the Board *reaffirm its charge to the Strategic Planning Committee* to develop a strategic plan to address these themes and issues.

Thank you for giving us this opportunity to serve IRE. We look forward to your feedback on our work to date and reaffirmation of our Committee charge.

Strategic Planning Committee
Jennifer LaFleur, Chair
Kiran Chawla
Mark Horvit
Megan Luther
Emmanuel Martinez
Ron Nixon
Tisha Thompson
Mark Walker