

These minutes received approval by the IRE Board of Directors via email on August 20, 2022.

- *Secretary Josh Hinkle moved for approval on August 19, 2022.*
- *Barbara Rodriguez seconded that motion and voted “yes” on August 19, 2022.*
- *The final/total board vote was unanimous.*

IRE Board of Directors

Board Retreat | Board Meeting

August 14-15, 2022 | Columbia, Missouri

Board Meeting Minutes

Sunday, August 14, 2022

Meeting Convenes – Day 1

- President Mark Walker called the meeting to order at 9:15 a.m.
- Secretary Josh Hinkle called roll
 - Board directors present (in person): Darla Cameron, Jodie Fleischer, Cindy Galli, Mark Greenblatt, Josh Hinkle, Kate Howard, Barbara Rodriguez, Brian Rosenthal, Lam Thuy Vo, Mark Walker and Simone Weichselbaum
 - Board directors present (by Zoom): Aaron Kessler
 - IRE staff present (in person): Executive Director Diana Fuentes; Director of Events Stephanie Klimstra; Financial Officer Heather Henry; Director of Programming & Resources Lauren Grandestaff; Director of Diversity & Inclusion Francisco Vara-Orta
 - Board director Neena Satija joined the meeting by Zoom at 9:20am.

Board Responsibilities

Executive Director Diana Fuentes reviewed the board’s responsibilities, including the Conflict of Interest forms. Fuentes also reviewed fiduciary duties, legal counsel and IRE staff structure.

President’s Report

- Executive Session Explainer
 - Walker explained the purpose of executive session.
 - Mark Greenblatt asked a clarifying question about reasons for executive session.
 - Walker explained it could relate to personnel or legal matters, for instance. He added that minutes would be taken during executive session and portions could later be put into the public minutes.

- Treasurer Brian Rosenthal read aloud a new governance policy that said the board would limit instances of executive session moving forward.
 - Kate Howard and Greenblatt asked clarifying questions about which portions of executive session go into the public minutes.
 - Walker clarified the full board would have the opportunity to review the minutes before anything is posted publicly to ensure confidential portions remain private.
 - Rosenthal said the executive session minutes would be accessible to directors in the Google Drive, and Fuentes and Hinkle said a privacy system would be worked out after the next instance of executive session.
- 2021-22 Committee Work In-progress
 - Governance Committee
 - Rosenthal said code of conduct, term limits for directors, executive committee election best practices were among the items for discussion for the upcoming year.
 - Revenue Committee
 - Rosenthal explained the Ring of Honor program and how it will exist moving forward.
 - Endowment Committee
 - Rosenthal said the committee recently approved more short-term investments for the organization.
 - Diversity Task Force
 - Barbara Rodriguez explained the task force's collaborative mission, the upcoming action item of broadening the group to a standing committee and communication about the group's work. One idea is to expand the opportunities available under the JOC fellowship.
 - Awards Committee
 - Rodriguez previewed some action items ahead related to diversity with the IRE Awards. She also spoke about the need to clarify the rules about directors submitting entries.
 - At-Large Director Jodie Fleischer mentioned the discussion about signing onto the Pulitzer diversity letter and the need for the committee to consider a similar requirement for our own awards.
 - Elections Task Force
 - Fleischer spoke about the need to keep the task force in place to finish its work this year, then disbanding. The next item would be the idea of an appointed, non-voting student director on the board in the future. Also, there is an idea to have other designated seats, perhaps international directors.
 - Member Services Committee
 - Fleischer spoke about the member survey and how it was used in the strategic planning work. She then emailed the detailed survey responses to the full board and added that it could help guide future initiatives.
 - Fleischer also spoke about the existing mentoring programs and the Campus Campaign, looking at those to determine possible improvements.

- Other ideas surrounded member retention and longtime member services. Fleischer also said the group may consider adding a student member to this committee.
 - Training Committee
 - Hinkle spoke about the three key areas of the training committee's inaugural year: local journalism, digital/hybrid and diversity/management.
 - Hinkle spoke briefly about the college curriculum toolkit task force.
 - Conference Committee
 - Vice President Cindy Galli spoke about the committee's focus on finding compelling keynotes for the conference.
 - Galli said a big discussion for the future will continue to be rates for the conferences.
 - Galli also spoke about the broadcast track and positive feedback about the IRE conference in-person in Denver.
 - Galli noted another big discussion would be about virtual/hybrid options for future conferences.
- Meeting Introductions/Next Steps
 - Walker asked directors and staff to introduce themselves. He then asked directors and staff to identify their strengths/weaknesses for the organization.

Committee Reports & Changes

- Finance Committee
 - Rosenthal outlined [proposed changes to the Revenue and Endowment Committees, approved by the Executive Committee in July](#). Largely, this would combine the two committees into a single Finance Committee, requiring a Bylaws change.
 - Greenblatt voiced concern about the language of the amendment specific to the endowment fund. He offered clarifying language:
 - *"The Finance Committee works on fundraising, oversees ongoing revenues and expenses, monitors the Endowment Funds and advises the Board on investment practices."*
 - Rosenthal said he would accept the language as a friendly amendment once the proposal was officially on the floor.
 - With no other questions, Rosenthal moved to approve the original language. Greenblatt seconded. Rosenthal accepted Greenblatt's friendly amendment on the clarifying language. The board unanimously approved the revised amendment by roll call vote. **ACTION ITEM**
- Diversity Task Force
 - Rodriguez moved to change the Diversity Task Force to a standing committee and rename it the Diversity Committee. Walker seconded the motion, which received unanimous approval by voice vote. **ACTION ITEM**
- Public Engagement Committee
 - Walker outlined the purpose of this proposed committee and explained that this committee previously existed.

Treasurer's Report

- Treasurer Brian Rosenthal said he would be meeting with Fuentes monthly about the budget.
- Rosenthal proposed a Bylaw change regarding language about the treasurer (Section 8.06) [approved by the executive committee](#) in July 2022. He also added a similar change to Section 4.02 of the Bylaws, changing “he” to “the President” as part of this proposed amendment.
 - Rosenthal moved to approve the amendment. Walker seconded the motion, which received unanimous approval (of directors present) by voice vote. **ACTION ITEM**
 - *NOTE: Neena Satija and Aaron Kessler – who later joined the meeting by Zoom – each expressed their support for the amendment via email.*
 - Rosenthal indicated there would be at least one additional, similar amendment proposed in the future.

Secretary's Report

Hinkle walked directors through the newly-organized Google Drive and summarized the committee agenda/minutes upload process.

Board director Neena Satija joined the meeting by Zoom at 8:45 a.m.

- *NOTE: The start time for the meeting was moved up to 8 a.m. from 9 a.m. at the end of Day 1, and those directors not in attendance in person that day were inadvertently not notified about the earlier time.*

Executive Director's Report

- IRE 2022 Conference
 - Executive Director Diana Fuentes [briefly reviewed the metrics for the IRE 2022 Conference and the annual budget.](#)
 - At-Large Director Jodie Fleischer asked questions about sponsorships and staff's role in gathering those for the IRE Conference.
 - Heather Henry shared that a special fundraiser by text at the conference luncheon raised almost \$7,600.
- Membership Directory
 - Fuentes updated that the membership directory is almost ready to be released.
 - She said some people have already opted out, wanting their personal information left off.
 - She added there would be another reminder about the “opt out” option before the directory's release.
- Ida B. Wells Society Survey
 - Fuentes spoke about the Ida B. Wells Society diversity survey, in which IRE participated.
 - She said the first research phase is over and a second involving LinkedIn is underway; early results could be forthcoming by the end of the year but the society has lost its two leaders and a search for the next director is taking priority.
 - Francisco Vara-Orta said there were 450 IRE results as a result of promoting the survey at the conference.
- Student Programs

- Fuentes gave a brief preview of possible programs and funding to work with high school students and more work with college students.
 - Kate Howard asked about possible memberships for high school students.
 - Fuentes said that could be up for discussion in the future but could require a Bylaw change.
- Marketing
 - Fuentes plans to increase marketing with outside groups to get more awareness of our conferences and fellowships – including fundraising for those.
 - Walker suggested better marketing at the University of Missouri to increase student awareness of the organization.
 - Galli asked about the possibility of packaging recorded conference sessions to provide or sell to universities to supplement their curriculum.
 - Walker said he'd be convening a group to talk about this.
 - Hinkle suggested this could be part of the College Curriculum Toolkit Task Force's work.
- Website Work
 - Fuentes said Cody Winchester (IRE staff) is working on the website redesign/update.
 - Lauren Grandestaff said staff is currently auditing all resources that have been collected over the years to increase accessibility for members and reviewing other parts of the website to make best decisions on how to move forward with updates/changes.

Board director Aaron Kessler joined the meeting by Zoom at 9:00 a.m.

- *NOTE: The start time for the meeting was moved up to 8 a.m. from 9 a.m. at the end of Day 1, and those directors not in attendance in-person that day were inadvertently not notified.*

DBEI Symposium Update

- Grandestaff said the pitch timeframe is closed but ideas are still accepted pending a discussion of all the ideas at a staff session in the last week of August.
 - Grandestaff added staff is working on a new program to pair veteran speakers with less experienced speakers.
 - She said registration will open soon, and the full schedule will be out in September.
- Fuentes said last year's virtual event had about 300 in attendance.

Due to travel itineraries, directors Lam Thuy Vo and Simone Weichselbaum joined the meeting by Zoom at 9:25am.

University of Missouri Update

- School of Journalism Dean Dave Kurpius spoke about the university's relationship with IRE and the mutual benefits between the two.
 - Kurpius also spoke about potentially working with IRE on joint fundraising efforts and suggested working more closely together in other areas, too, such as teaching.

Budget Update

Fuentes briefly discussed the [organization's budget](#), including staff getting a 3% raise.

NICAR Update

Fuentes discussed the [2023 NICAR Conference proposed budget and staff's proposed rates](#), which were an increase from the previous year.

- Rosenthal questioned why the board is being asked to approve rates in August.
 - Stephanie Klimstra said rates for NICAR and IRE have historically been approved at the board's retreat – though the retreat has typically happened in the fall.
 - The group discussed the need to open registration earlier than the last NICAR conference to help members with planning and because many newsrooms are working on budgets now.
- Due to a travel itinerary, director Darla Cameron left the meeting in person at 10:25 a.m. and rejoined by Zoom at 10:45 a.m. after the NICAR rates vote below.
- Board directors questioned why hybrid/virtual options were not available.
 - Grandestaff said – due to costs associated with hybrid/virtual at conferences and poor feedback from attendees about those options at recent conferences – staff is proposing offering virtual-only events outside the in-person conferences.
 - Fuentes talked about a virtual-only conference possibility in 2023, expanding the DBEI Symposium to become more general and maintain the accessibility and affordability.
- Walker proposed changing the rates proposed by staff to: Professional Early Bird \$299; Professional Regular \$350; Professional On-site \$450
 - Walker moved to approve the newly-proposed rates. Galli seconded the motion, which passed by voice vote (of directors present in person and by Zoom) **ACTION ITEM**
 - *NOTE: Two directors - Cameron and Weichselbaum - were not present in person or on Zoom at this time due to travel itineraries. Verified by Hinkle via email.*
 - Hinkle was the only director present to vote against the motion, explaining he did not want to approve the rates when there is still a discussion pending about a virtual/hybrid component in the future.
 - Fleischer said feedback from the conferences have shown students and international members have strongly wanted to keep the virtual/hybrid option.
 - Grandestaff reminded the group that IRE conference feedback on the hybrid offerings was largely negative, as many respondents felt both the quality and quantity was lacking.
 - Walker said he would set a September meeting for the board to discuss virtual opportunities.

Goal Setting

- Rodriguez brought up locations for future conferences to be more cost-effective.
 - The board spoke about the costs of conference hotels being a limiting factor for some attendees.
- Howard talked about finding revenue not dependent on members.
 - Walker said he wanted to set a meeting for this purpose.
 - The group discussed the dean's idea of seeking an endowment to pay for the executive director's salary, Fleischer's pitch for a virtual student college symposium, the organization's upcoming anniversary and the legacy program.

- Directors also spoke about bringing more recruiters/vendors to conferences.
- Galli suggested having board office hours, perhaps once a month.
 - Grandestaff said staff is already doing an “Ask Us Anything” session and would welcome board involvement.
 - Walker said he would put this in the next board meeting agenda.
- Greenblatt suggested a networking opportunity for families who attend conferences; Kessler, Cameron and others agreed.
 - Cameron suggested exploring a sponsorship for in-conference child care for single parents and families where both parents are attendees.
- Satija suggested creating a fund to help members who need services related to career support – preventing burnout, mental health, etc.
- Klimstra suggested finding community service opportunities.
 - The group also spoke about outreach and speaking more with high school students.
 - Klimstra suggested that the regional committees for conferences could tackle this issue – reaching out to local high schools in those communities.
- The group spoke about the need to do more member meetups – including virtual options.

Meeting Adjourns

- Walker moved to adjourn. Howard seconded the motion, which received unanimous approval.
- Meeting adjourned at 11:48am.