

*These minutes received approval by the IRE Board of Directors via email and were finalized on February 8, 2023.*

- *Hinkle moved for approval on February 7, 2023.*
- *Howard seconded that motion and voted “yes” on February 7, 2023.*
- *The final/total board vote was unanimous 13-0.*

## **IRE Board of Directors Meeting Minutes February 3, 2023 | Via Zoom**

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Vice President Cindy Galli called the meeting to order at 10:03 a.m. CST.

Secretary Josh Hinkle called roll:

- Directors present: Darla Cameron, Jodie Fleischer, Cindy Galli, Mark Greenblatt, Josh Hinkle, Kate Howard, Aaron Kessler, Barbara Rodriguez, Brian Rosenthal, Neena Satija, Lam Thuy Vo
- IRE staff present: Director of Member Services Amy Eaton, Financial Officer Heather Feldman Henry, Executive Director Diana Fuentes, Director of Programming & Resources Lauren Grandestaff, Director of Events Stephanie Klimstra, Senior Training Director Liz Lucas

### **Executive Director’s Report (Part 1)**

#### **Jeff German/Las Vegas Training Workshop Update**

Executive Director Diana Fuentes said this event is planned for April 22-23. Saturday would be a full day. Sunday would be a half day with an additional cost for hands-on training. Targeted attendance is multi-state, and most of the event would be held in one large auditorium. The Jeff German Training Fund, supported by Arnold Ventures, the Las Vegas Review-Journal and individual donors, are [among those supporting](#) the event, and negotiations are ongoing with the University of Nevada-Las Vegas about a reduced cost for space.

Director Simone Weichselbaum joined the meeting at 10:09 a.m. CST.

Galli added that conversations have also been happening with the Review-Journal about representatives speaking at/participating in the workshop and the upcoming IRE Conference in June. Fuentes confirmed those conversations have happened and are continuing.

#### **CUNY Training Workshop Debrief**

Fuentes said the event last month in New York City was a big success and drew 105 attendees at one point. She added that the organization made a profit of about \$8,000. Financial Officer Heather Feldman Henry confirmed that point.

President Mark Walker joined the meeting at 10:14 a.m. CST.

Hinkle asked about the donor event tied to the workshop, specifically the process of inviting donors.

- Fuentes said Director of Partnerships Anna Lopez was absent from today's meeting due to an illness but provided these details to share. There were about a dozen attendees at the donor event, along with New York Times and former Boston Globe journalists who helped draw those attendees. She described the event as a "behind-the-scenes" look at journalism and said Treasurer Brian Rosenthal was key in pulling off the donor event, which she said was a success.
- Fuentes added that it was not an "ask" for money but a way to deepen relationships with current donors and establish relationships with potential donors, as envisioned by Director Mark Greenblatt. She said she believes similar events would work well at regional workshops like this, but perhaps not national conferences - though that's up for debate.
- Rosenthal said Greenblatt was also integral in making the event successful. Galli agreed and thanked them both. Rosenthal added that the Finance Committee is interested in helping organize these types of donor events in the future, including the possibility of one at the upcoming IRE Conference.
- Greenblatt added there is a major opportunity with funders who have lost connection with IRE, and the organization needs to more actively court potential donors.

Galli turned over control of the meeting to Walker at 10:21 a.m. CST.

Walker said IRE should hold a donor event at the upcoming IRE Conference and all of our national conferences, adding that funders have told him they would like to attend such events.

- Galli said she is exploring venues in Orlando for a possible donor event at the upcoming IRE Conference, possibly something at Disney.
- Director of Events Stephanie Klimstra said Friday night at the conference would be the best for scheduling purposes and said there is space at the hotel for the event. She suggested a small group and the need to get it on the calendar soon.

Director Lam Thuy Vo said she received concerns from some workshop attendees, particularly students, that the event lacked diversity and that the chosen location was over-served and perhaps not representative of the true need of journalists in the area. She added that IRE should be more thoughtful in those areas when planning and involve more local and diverse sources. She acknowledged that IRE staff and board members did work hard to put on the event, but the target audience needs to be more closely considered. She also suggested more focus on recruiting and scheduling.

- Walker said he agreed, adding a need for better marketing and planning. He acknowledged board members did as much recruiting as possible, but the organization needs to be more intentional in this area.
- Director Barbara Rodriguez expressed a need for greater programming strategy with this type of event throughout the year. She said feedback is important to determine strategy moving forward.
- Greenblatt said registration was low in the weeks leading up to the event, and the board and staff had to work quickly at the last minute to increase registration.
- Rosenthal said he appreciated Vo's comments. He then asked how much more help staff needs in such situations.
  - Director of Programming & Resources Lauren Grandestaff said she managed the content and planning with help from IRE trainers.
  - Fuentes said it would help staff if board members would answer inquiries and pitch ideas sooner and earlier. She added that Director of Diversity & Inclusion Francisco Vara-Orta has worked to add more diversity and people with "expanded views" to events like this.

- Director Aaron Kessler said area meetups should be incorporated into recruitment and planning in the future. He suggested signing up members in those regions to build a database.
- Galli added a session on how to be a good panelist and recruiter for future events, including conferences, would be a good idea.
- At-Large Member Jodie Fleischer said the above-listed ideas from Kessler and Galli were all mentioned in the recent member survey and a strategic planning directive that came out of it, indicating members want those types of events.

Hinkle asked about the last-minute emails between staff and board members regarding the list of potential donors and contacts to send invites to the donor event.

- Fuentes said she and Lopez did as much outreach on their own as possible but needed more help from the board, acknowledging Rosenthal and Greenblatt were particularly involved.
- Walker said there should be a better staff effort with outreach and relationship-building - specifically long term - with potential donors for events like this, and that it should not be such a responsibility of the board to do those things - considering board members' terms are two years.
- Fleischer agreed, saying relationship-building needs to be a staff function. She asked to confirm the contact list for donors from past years was transferred during and utilized after staff transitions. Fuentes responded that those lists were transferred and are utilized.

Vo exited the meeting at 11:58 a.m. CST for work-related obligations.

Rosenthal suggested that if the board is going to discuss personnel, it should go into executive session.

- Director Kate Howard said the board should not discuss a specific IRE staff member's performance publicly or privately, since the board does not manage staff and any accountability questions should be focused on the executive director.
- Director Neena Satija agreed with Howard and questioned going into executive session, as the meeting had already included this subject outside of executive session.

### **Executive Session**

Walker moved to go into executive session at 11:01 a.m. CST. Galli seconded the motion, which received approval 10-2 by voice vote of directors present. Howard and Satija voted no.

The board and executive director discussed financial matters and personnel issues.

Weichselbaum exited the meeting at 11:05 a.m. CST for work-related obligations.

Walker moved to leave executive session at 11:19 a.m. CST. Rosenthal seconded the motion, which received unanimous approval by voice vote of directors present.

### **Executive Director's Report (Part 2)**

#### **Budget Update**

Fuentes discussed [secured and pending/prospective sponsorships](#) for the NICAR and IRE conferences, noting fundraising for NICAR23 is at 128 percent of goal.

- Feldman Henry said January-June is the timeframe when the budget changes the most. She briefly reviewed the current conference budgets, which were estimated lower than originally approved based on lower expected attendance.

Rosenthal asked about current NICAR Conference registration.

- Klimstra said 636 attendees were registered as of Feb.3, and the event may top 700. She added the housing block was full.

Rosenthal asked about projected attendance for the NICAR Conference.

- Feldman Henry said it was 620, and the event has exceeded that.
- Klimstra added that 66 attendees have already registered for June's IRE Conference.

### **President's Report**

Walker discussed IRE's financial obligation to the University of Missouri-Columbia's School of Journalism. He said, after speaking with the school's dean, the organization would not have to pay the school this year, and anything already charged would be reimbursed. He is working with the dean and university fundraisers on ways to offset that cost in future years.

### **Treasurer's Report**

Rosenthal chose to bypass this report due to time constraints.

### **Committee Reports**

#### **Conference Committee**

Galli chose to bypass this report due to time constraints.

#### **Governance Committee**

Howard said she would be assuming the role of Governance Committee chair for the remainder of the board year, then asked Rosenthal to lay out the committee's [action item](#) related to the Code of Conduct complaint procedure updates.

- Rosenthal reviewed the proposed updates related to where complaints are sent, who handles them, their timeline, appeal, notification and exemption process. He said the goal was to make it easier for members to file Code of Conduct complaints, and to make the process more transparent and fair.

- Hinkle asked for clarification about who receives the complaint form.
  - Fuentes showed members the form, which would be available on the organization's website. She confirmed complaints go to the executive director and president - unless the complaint is related to one of those individuals.
  - Rosenthal added the form is not required but available to ease the process.
- Kessler said meetups should be included and that designated organizers should be included in the chain of notification. Fuentes and Rosenthal agreed to that addition.
  - Howard added that the complaint process relates to anything IRE-sanctioned.
- Rosenthal said Howard spoke with IRE's counsel. Howard added counsel had no issues with the Code of Conduct updates.
- Rosenthal moved to approve the updates to the Code of Conduct complaint process. Walker seconded the motion, which received unanimous approval by voice vote of directors present.

Howard chose to delay a vote on a proposed [action item](#) related to the executive director's review to the next board meeting.

### **Member Services Committee**

Fleischer reviewed an [action item](#) to allow the appointment of non-voting student members to committees.

- Rodriguez asked for clarification whether appointment of student members was required of committees. Fleischer said it was optional.
- Hinkle and Rosenthal suggested the executive and finance committees be excluded from the list of those allowed to appoint student members. Fleischer accepted those friendly amendments.
- Fleischer moved to approve the following:
  - To create at least one student delegate position for each IRE committee, to be advertised by staff to all student members. Interested student members may submit an email with their name, committees they are interested in, any relevant qualifications and/or ideas, and/or why they want to serve. The committee chair shall review the applicants and select a student(s) to serve on the committee. All committees are not required to have a student delegate, but students shall have the opportunity to apply to serve on any committee in a non-voting capacity. The Executive Committee and Finance Committee are excluded from this provision.
  - Walker seconded the motion, which received unanimous approval by voice vote of directors present.

Fleischer chose to delay a vote on a proposed [action item](#) related to international members on the board until June's board meeting. She added that staff has agreed to publicize encouragement of international members running for the board.

Fleischer moved to sunset the Election Task Force, noting its assigned tasks had been completed. Walker seconded the motion, which received unanimous approval by voice vote of directors present.

Satija and Howard exited the meeting at 12:00 p.m. CST for work-related obligations.

### **Training Committee**

Hinkle reviewed the status of [recommendations](#) coming from the committee at the next board meeting in March. He said he would review those recommendations with Fuentes ahead of that meeting to determine which may need board approval and which may be delivered to staff directly.

Hinkle reviewed the status of the College Curriculum Toolkit [survey](#) sent to MSI schools with journalism programs to gain a better understanding of needs, adding the survey would be complete on February 15. He plans to share [results](#) with the board in March.

### **New Business**

Several members asked about COVID precautions at the upcoming NICAR Conference.

- Fuentes said the conference would require vaccinations and encourage/recommend masking. She said staff would send an update if changes are made to the protocol to those registered and would once again have bracelets indicating comfortability level available for attendees on site.
- Kessler asked about the possibility of requesting vaccination cards to show proof. Fuentes said it would require time and expense that may not be warranted given the current state of the COVID situation nationally.
- Rodriguez expressed the need to make it clear for attendees what the decision-making process was regarding these protocols. Fuentes said staff would emphasize those points, including how the event differs from decisions made by the jurisdictions where it is taking place.
- Fleischer said IRE needs a policy if attendees get sick at the event. Klimstra said IRE already has a policy in place. Fleischer requested clarity on how the policy includes notification for attendees.
  - Fuentes said staff will emphasize points on attendance and testing, but there would not be notification unless there is a mass outbreak.
    - Klimstra clarified IRE would not distribute tests but instead provide information on locations for testing.

Greenblatt exited the meeting at 12:13 p.m. CST for work-related obligations.

Walker moved to adjourn the meeting at 12:14 p.m. CST. Galli seconded the motion, which received unanimous approval by voice vote of directors present.