

These minutes received approval by the IRE Board of Directors via email and were finalized on June 19, 2023.

- *Hinkle moved for approval on June 16, 2023.*
- *Kessler seconded that motion and voted “yes” on June 16, 2023.*
- *The final/total board vote was 12-0.*
- *Rosenthal abstained from the vote since he was not present for a majority of the meeting.*

IRE Board of Directors Meeting Minutes June 14, 2023 | Via Zoom

President Mark Walker called the meeting to order at 9:04 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, Lam Thuy Vo, Mark Walker
- IRE staff present (either for portions or entirety of meeting): Director of Member Services Amy Eaton, Financial Officer Heather Feldman Henry, Executive Director Diana Fuentes, Director of Events Stephanie Klimstra, Director of Partnerships Anna Lopez, Director of Diversity & Inclusion Francisco Vara-Orta

Action Items

IRE Board of Directors Term Length

- Director Kate Howard reviewed a proposed [action item from the Governance Committee related to the board moving to three-year terms](#).
 - At-Large Member Jodie Fleischer expressed support of three-year terms. She had questions about logistics, specifically how the board terms would transition into this proposal. She also expressed concerns over a portion of the proposal related to candidates receiving the highest number of votes. Howard explained why the current proposal was selected by the committee. Galli said a proposed task force was meant to address some of these concerns and get input from the membership.
 - Director Simone Weichselbaum joined at 9:14 a.m. CST.
 - Director Mark Greenblatt expressed concerns about the potentially-perceived hierarchy of candidates elected with higher and lower votes deciding the length of terms. He also noted the great work by the Governance Committee on this issue.
 - Howard said the rubric was internal, and this method would be temporary (two years) until the board is fully transitioned to three-year terms. She suggested the procedural aspect be postponed and should be consulted with staff.
 - Vice President Cindy Galli asked about the option of directors choosing their term-length – two or three years. Howard explained that is possible, but could bring logistical challenges we’d need a plan to address if enough people didn’t choose each option.
 - Director Aaron Kessler added his support for three-year terms.

- Fleischer suggested the highest vote scenario may favor incumbents. She asked Howard to circulate the other proposals considered by the committee. Howard said she would send those.
- Fleischer pointed out the recently-discussed international board seat proposal and that – if this board term plan moves forward – that proposal would need to be reconfigured by the Membership Committee.
- Kessler asked about the three-year term proposal going to the membership for a vote, since it would mean changing IRE’s Articles of Incorporation. Fuentes said the articles are determined by the bylaws, which specifies term length. She suggested checking with counsel.
 - Director of Events Stephanie Klimstra clarified that term length is spelled out in Article 6. Fuentes read that the majority of the board would have to adopt the resolution, then two-thirds of the membership would have to approve the article change.
 - Klimstra suggested speaking with counsel and a former executive director on whether that means all members or members present at a meeting.
 - Fuentes said it appears that meeting/vote could happen at any time. She also said a vote by email would be possible.
 - Howard suggested a public comment period. She also said final logistics and timing would be decided later.
- Howard moved to approve the resolution for three-year board terms to be put to a membership vote. Walker seconded.
 - The motion was approved 9-2 by directors present by roll call vote. Directors Lam Thuy Vo and Weischelbaum voted against the motion.
 - Weichselbaum asked for her written comments on her vote to be entered into the minutes for the record: “I am voting no. It is hard enough to recruit candidates of color with a two-year commitment. I feel a three-year commitment will make it even tougher.”

Diversity & Inclusion Mission Statement

- Director Barbara Rodriguez reviewed the Diversity Committee’s [proposed Diversity & Inclusion Mission Statement](#) that would be available on the organization’s website. She noted it could be a living document and updated at any time.
 - Kessler suggested adding religion to the statement. Rodriguez amended the statement to include: “...and journalists of different religious beliefs and spirituality.”
- Rodriguez moved to approve the proposed statement as amended. Galli seconded.
 - The motion was approved unanimously 11-0 by directors present by a show of hands.

IRE24 Early Bird Rate

- Executive Director Diana Fuentes recommended offering the early-bird rate of \$325 for the IRE24 Conference in Anaheim to attendees during the IRE23 Conference in Orlando.
 - Walker indicated he had spoken with Treasurer Brian Rosenthal, who was in support.
- Galli moved to approve the rate offer recommendation. Greenblatt seconded.
 - The motion was approved unanimously 11-0 by directors present by a show of hands.

Ring of Honor Nominee

- Fuentes reviewed a [new nominee for Ring of Honor, Bob Read of Inside Edition](#), who died in January 2021. She explained that his nominator would begin raising funds for Read's potential induction upon board approval.
 - Galli gave her support of Read's nomination, having previously been hired by him. She spoke of his work ethic and his strong support as a teacher in the newsroom.
 - Fuentes added Read was an IRE member since 1996.
- Galli moved to approve Read's nomination. Fleischer seconded.
 - The motion was approved unanimously 11-0 by directors present by a show of hands.
 - Vo left the meeting at 9:53 a.m. CST.

NICAR25 Location Options

- Fuentes said staff is currently looking at [St. Louis, Kansas City and Minneapolis](#) for the NICAR Conference site in 2025. She then asked the board for its first and second choices before staff moved forward with negotiations.
 - Klimstra said the Minneapolis site presented challenges, because there is less space. The other two cities' locations have more space. The St. Louis option is later than usual. The Kansas City option is earlier. Past conferences have not been in Minneapolis or Kansas City.
 - Director Darla Cameron mentioned the political climate in places like Missouri with recent legislation passed and concerns from membership.
 - Fleischer pointed out television ratings periods could be a factor for broadcast members, if the earlier options were selected (February sweeps). Galli and Hinkle said it should not be a major issue.
- Walker moved to recommend Minneapolis as the board's first choice and Kansas City as its second choice for NICAR25. Galli seconded.
 - The motion was approved unanimously 10-0 by directors present by a show of hands.
 - Director Neena Satija joined the meeting at 10:08 a.m. CST.

IRE Board of Directors Term Task Force

- Howard reviewed a proposal for a task force looking at board governance, specifically in light of the board term length discussion.
- Howard moved to approve the creation of the task force. Fleischer seconded.
 - The motion was approved 10-0 by directors present with Satija abstaining.

Committee Reports

Diversity Committee

- Rodriguez said the committee would focus on non-English awards submissions in the future.
- Rodriguez also reviewed the plan to rename the Journalist of Color Fellowship after Chauncey Bailey (approved by a previous board), which will be announced during the IRE23 Conference luncheon. Bailey's sister and a peer will be present.

Awards Committee

- Rodriguez said there will be recommendations for the next board meeting regarding board members and award submissions and a possible task force for barriers smaller newsrooms face in submitting awards.
- Rodriguez said the board still needs to consider whether a special citation should be given surrounding coverage of the Uvalde mass shooting in 2022. She questioned whether the board should have a final say on such recommendations from the committee.
 - Satija said she supported the committee’s recommendation for the citation and wanted to discuss the matter further. Walker said it would be added to new business.

Audit Committee

- Cameron reviewed [IRE’s audit summary](#) and said the committee had approved the summary. She added the auditor described it as a “clean audit.”

Training Committee

- Hinkle pointed directors to updates for the [committee’s recommendations and initiatives for the future board year](#) in the board’s Google drive. He said he had reviewed with IRE’s training staff, and those items were moving forward.

IRE23 Conference Update

Fuentes gave an overview of the IRE23 Conference in Orlando, which was one week away. She said there were more than 200 sessions planned with about 400 speakers. She added:

- The donor event planned by staff and the board had 36 confirmed attendees, so far.
- The luncheon would highlight the Legacy Society and have a moment of silence for Dylan Lyons, the Orlando reporter shot and killed on the job earlier this year.
- The luncheon keynotes would discuss murdered Las Vegas Review Journal investigative journalist Jeff German, who will also be honored posthumously with the Don Bolles Award.

Weischelbaum left the meeting at 10:26 a.m. CST.

Galli updated conference programming, saying Hinkle coordinated the broadcast track. She added that there was careful consideration of diversity.

Executive Director Report

AccessFest23

- Fuentes provided an outlook on this virtual-only event taking place October 12-14. AccessFest23 will have 35 sessions (expanded from the previous DBEI Symposium), featuring more student programming and hands-on classes. DBEI will also still be a large focus.
- Rosenthal joined the meeting at 10:35 a.m. CST.

Board Retreat

- Fuentes proposed August 12-14 in St. Louis. Some members said they could not attend that weekend.
 - Rosenthal suggested waiting until new board members are elected after the IRE23 Conference, then making a decision. Fuentes agreed to that suggestion.

Membership Drive

- Fuentes said she wanted to update the expired membership list, then divide names/contacts among the new board and staff to send personal emails asking them to renew.
 - Fleischer said the membership committee had specific recommendations for touching base with those with expired memberships, including other members beyond the board being tapped for help. Fuentes agreed with that recommendation, and Fleischer said she would be sending out additional recommendations later.

Budget

- Fuentes said a budget document would be provided to the board by June 16 and reviewed during the next board meeting on June 22 at the IRE23 Conference. This will include the approved current budget and a proposed budget for FY 24 - which would be balanced without dipping into reserves.

Strategic Planning

- Fuentes said Jennifer LaFleur will present a strategic plan overview and preview next steps at the upcoming board meeting on June 22.

President's Report

IRE Partnerships

- Walker said IRE is working on a partnership with the Disabled Journalists Association and National Center on Disability and Journalism. More details would be provided in the future.
- Walker said IRE is working to strengthen its partnership with the National Association of Black Journalists.

Certificate Program

- Walker provided an update on the potential University of Missouri/IRE certificate program previously discussed at NICAR23. He said the next step is deciding a target audience and curriculum, suggesting having the Missouri's School of Journalism's graduate dean speak with the board about opportunities.
 - Galli added the program would be aimed at journalists who may be mid-career and want to elevate their roles with investigative skills.
 - Howard asked who would participate in creating the program. Walker said that would be decided later, but the first two classes could be those already offered by the school.
 - Rosenthal asked when the policies surrounding the program would come before the board. Walker said a commitment to move forward would not happen until then, but a

one-sheet of logistics would eventually come before the board before it approves participation.

- Galli said the timeline would be up to the board.
- Rosenthal reiterated the board should have input on specifics from the beginning of the process.
- Fuentes said there is nothing solid yet to consider. Walker said he is working to get information together to have a discussion with the board.
- Satija left the meeting at 11 a.m. CST.

New Business

Uvalde Special Citation / IRE Awards

- Rodriguez revisited the special citation recommended by the Awards/Contest Committee for board approval early this spring, specifically highlighting work submitted for IRE Awards consideration by outlets covering the Uvalde mass shooting in 2022. She also questioned if the board should have the final decision on special citations recommended by the committee.
 - Galli applauded the committee's work and asked if the citation should be broadened beyond those submitting for IRE Awards.
 - Hinkle read a statement Satija requested to be entered into the record. Satija wrote: "I just want to say that I am disappointed that anyone on the board felt it was appropriate to second guess the elected contest committee's decision, even if the board rules allow it. I think it reflects very negatively on IRE and on the board. It's even worse that it happened through phone calls and emails, and not in a way that can be reflected in IRE meeting minutes. I want to thank the contest committee for their work, and I would strongly support adding the Uvalde special citation to the awards as was originally decided and proposed and decided by the contest committee."
 - Fleischer said there was no intention for the board to move against the committee's decision, but that board members, who are traditionally not eligible to submit for IRE Awards, could consider the entire membership - not just those submitting for IRE Awards - with this specific citation. Kessler agreed with Fleischer's comments.
 - Rodriguez verified the recommendation for the citation was for outlets that had submitted for IRE Awards consideration.
 - Howard acknowledged the difficulty of this news event since it was such a large coverage event encompassing many outlets, including some that would be left out of this citation as it was recommended if they did not submit for IRE Awards.
 - Fuentes said there is precedent for an acknowledgement of coverage in general or the industry as a whole. Greenblatt and Galli concurred with that idea – honoring the collaboration and effort as a whole. Fleischer agreed the citation should recognize outlets/organizations working together.
 - Rodriguez suggested crafting written rules for the contest committee in future similar circumstances.
 - Walker said nothing "nefarious" was meant by board members previously asking questions about this matter via email and text. He reiterated that board members

traditionally cannot enter for IRE Awards, so they have no conflict in communicating about them.

- Rosenthal recommended the awards committee come up with a policy about similar instances for the future. Galli agreed with this recommendation.
 - Rodriguez said the awards committee would add this to its upcoming discussion about future recommendations.
- Rodriguez said she would craft special citation language specific to outlets involved in the legal/open records fight surrounding the Uvalde mass shooting for the board to approve by June 19.
 - Rosenthal, Walker and Kessler agreed to help Rodriguez craft that language.
 - Galli suggested being broad with the language.
 - Fuentes and Cameron suggested mentioning families involved in the effort.
 - Galli also suggested adding the First Amendment attorneys.

Walker moved to adjourn the meeting at 11:38 a.m. CST. Galli seconded the motion.

- The motion was approved unanimously 10-0 by directors present by voice vote.