

These minutes received approval by the IRE Board of Directors via email and were finalized on June 24, 2023.

- *Hinkle moved for approval on June 24, 2023.*
- *Cameron and Rosenthal both seconded that motion and voted “yes” on June 24, 2023.*
- *The final/total board vote was 11-0. Fleischer and Greenblatt did not vote by the deadline.*

IRE Board of Directors Meeting Minutes June 22, 2023 | In-Person & Via Zoom IRE Conference | Orlando, Florida

President Mark Walker called the meeting to order at 2:20 p.m. ET.

Secretary Josh Hinkle called roll:

- Directors present in-person: Darla Cameron, Jodie Fleischer, Cindy Galli, Mark Greenblatt, Josh Hinkle, Kate Howard, Aaron Kessler, Brian Rosenthal, Neena Satija, Lam Thuy Vo, Mark Walker, Simone Weichselbaum
- Directors present via Zoom: Barbara Rodriguez
- IRE staff present: Financial Officer Heather Feldman Henry, Executive Director Diana Fuentes, Director of Content Lauren Grandestaff, Director of Events Stephanie Klimstra, Director of Partnerships Anna Lopez, Director of Diversity & Inclusion Francisco Vara-Orta, Director of Technology & Online Resources Cody Winchester

Action Items

Strategic Plan

Jennifer LaFleur reviewed the [Strategic Planning Report](#) and recommendations from the Strategic Planning Committee. She requested that the board approve the report and continue the committee for implementation and ongoing support.

- Hinkle asked about board and committee involvement. LaFleur indicated more participation and response would be beneficial moving forward.
- Treasurer Brian Rosenthal asked about the financial and personnel commitment. LaFleur said it would not be necessary to pay the consultant again, who was utilized at the beginning of the process. She also said the five-year plan is not finished and would need a new chair and makeup of the committee. LaFleur would help with the transition.
- Fleischer suggested, if continued, the committee should have other committee chairs and board members attend an initial meeting to understand their roles and the necessary input. LaFleur agreed. Mark Greenblatt said committee chairs should take the review of documents related to the plan seriously.
- Fuentes said staff worked with the committee and recommended continued implementation of the five-year strategic plan.

Walker made a motion to approve the Strategic Plan report. Vice President Cindy Galli seconded the motion, which received unanimous approval by voice vote.

Walker made a motion to approve the continuation of the Strategic Planning Committee. Greenblatt seconded the motion, which received unanimous approval by voice vote.

Budget

Executive Director Diana Fuentes reviewed the [proposed budget document](#). She explained some expected grants are not listed because their application and approval process has not opened yet. She said this is a preliminary budget, including expected revenue and expenses.

- Financial Officer Heather Feldman Henry reviewed the current budget (Est. 6.30.23) and the proposed budget (YE 2024).
- At-Large Member Jodie Fleischer asked if lower attendance at conferences was a significant factor for lower revenue, which Feldman Henry confirmed. Fleischer suggested more marketing around membership renewals and perhaps not depending on renewals tied to conference registrations - both of which she said are outlined in the recent Member Services Committee recommendations.
- Feldman Henry said, in order to balance the budget, she increased numbers on training items like boot camps and custom training, which she acknowledged would be a challenge with the current IRE staff size and makeup.
- Walker asked about revenue loss specific to data services. Fuentes explained that data services are still provided and custom training has increased.
- Rosenthal asked about the large amount of money that the staff is proposing to remove from the organization's endowment earnings. Feldman Henry said she would like to see less removed - closer to what was typical in the past.
- Greenblatt asked about past year comparisons. Feldman Henry said 2021 was unique because there were no conference expenses due to the COVID-19 pandemic. Fuentes also said certain years had more investment success.
- Fuentes said staff is hopeful attendance and sponsorships will increase and expected grants will come through.
- Neena Satija asked about the proposed increase in individual donations. Feldman Henry said it is not a realistic number, and it is an optimistic plan.
- Director of Partnerships Anna Lopez said, if IRE is more strategic with its end-of-year giving campaign, it can hit the grant goal. She reviewed the [projected grants](#) - \$509,000 for 2024. She said most have not opened their application processes yet. Many awardees would not be announced until March.
 - Kate Howard asked about the timing of the applications and how it lines up with IRE's fiscal year. Fuentes said this is standard timing for the organization's application process.
 - Rosenthal said that even if the staff was confident that the grants would be approved, it was still a risk to pass a budget plan that depended on receiving those grants. Fuentes said it takes continuous communication with current funders and cultivation of new ones.
 - Darla Cameron added this is a particularly challenging year for non-profits.
 - Walker asked about prospective donors to fill the gaps if a projected grant suddenly was not available. He asked Lopez if there was a list of such prospective donors.
 - Lam Thuy Vo asked about other ways - like a template for project-based grants with specific pitches - to gain more funding. Fuentes said she would be open to individual discussions and pitches, if the board knew any potential investors. Lopez said many of those potential donors are looking for funding themselves right now.
 - Barbara Rodriguez asked about ways to better communicate between staff and the board for networking and updates on fundraising. Rosenthal asked what the staff would be open to sharing - like a Google Doc - for the board to view in order to help fundraise. Fuentes said it sounds similar to the recently planned donor events and that she would be open to expanding that. Walker indicated such a system had worked with other donors, like the Knight Foundation.
 - Galli asked about the potential donors for which no one has a contact. Fuentes replied that Hearst is an example. Galli asked about whether there should be an effort for cold calls to get contacts from those potential donors. Lopez said cold calls rarely work. Fuentes said it takes a great deal of time and energy and may not amount to much; she would prefer to make the priority foundations for which we have good contacts.
 - Walker asked for former IRE Director of Partnership Chris Vachon's contact list. Fuentes said we have used that list. Directors agreed they would let Fuentes know about reaching out to potential funders before doing so. Aaron Kessler suggested the list of contacts could be divided among board members to find contacts with potential donors.
 - Fleischer suggested IRE reach out to active members, not just Board members, to obtain the correct contact information for their respective news outlets/companies to help secure donations and sponsorships .

- Greenblatt complimented Fuentes for working hard on this issue - especially direct requests like asking Greenblatt to reach out for Scripps Foundation funding. He suggested outside help to aid and give feedback on IRE's donor process. He said the University of Missouri may be an option as an investment or trade-out. Rosenthal echoed Greenblatt's comments.
- Fleischer requested a feedback loop be provided when board members recommend outreach to a prospective donor. For example, the suggestions in April to approach Standard General as a possibility to fund Watchdog Workshops. Fuentes responded that they were approached but declined. She said staff would circle back with board members regarding those outcomes in the future.
- Fleischer requested data details on the numbers and amounts presented in Fuentes' slide deck. Fuentes said she would send those details.
- Rosenthal said he was not comfortable approving the budget today and would like to have a more solid plan in place for a future meeting. He asked if the staff could operate temporarily without a new budget in place. Feldman Henry said operations would be normal until a budget is approved. She suggested approving a budget by Sept. 1. Fuentes expressed some concern but said it was doable.
- Former Executive Director Mark Horvit, who was in attendance, asked how much endowment earnings cash would be left if the proposed budget was approved today. Feldman Henry said it would be very little.
 - Fuentes pointed out there would be around \$800,000 as a cushion in the reserve fund. Horvit cautioned against dipping into the reserves and encouraged the board to consider how current decisions would impact future years.
- Howard asked about any consideration on cutting operating costs. Fuentes and Henry said there is no need and she does not know what could be cut at this time. Kessler pointed out cuts may be necessary in the future.
- Rosenthal made a motion to delay voting on the budget by no more than two months from today, which would be August 22, by which point staff will provide the following to the board: more information about the revenue/expenses from IRE23; a more realistic budget, without optimistic projections; and a concrete plan on how to work with the board to increase fundraising, including specifics like what system will be used to coordinate with the board and whether to engage with a fundraising consultant. Walker seconded the motion, which received unanimous approval by voice vote.

Committee Reports

Diversity & Inclusion Committee

Rodriguez explained that the committee voted in support of amending a policy approved in 2022 that prevents IRE staff from recruiting candidates for the board. She said she no longer supports the rule because of its unintended consequences on diversity and the number of candidates running.

- Simone Weichselbaum said she has experienced difficulty recruiting Black IRE members to committees and other initiatives. She said she felt not allowing staff to speak with candidates individually makes that recruitment effort even more difficult. She also said the recent decision to ask members to approve moving the board to three-year terms will make it more challenging, as well.
- Howard said she supported amending the rule preventing staff from recruitment. She said the concern over three-year terms will be discussed further before moving it forward to the membership.
- Galli said she supports amending the rule for the same reasons but added that there should be language to ensure that because staff administers the elections, while they "recruit," they may not "campaign"
- Vo said staff is very familiar with the membership and is well-suited for encouraging people to run for the board.

- Hinkle said he supports amending the rule, as well, and that there could be a more structured way for the staff and board to work together on recruitment efforts and knowing where outreach is happening.
- Satija said there should be a distinction between staff campaigning for candidates and recruiting. Howard clarified the rule would still prevent staff from endorsing and campaigning for individual candidates.

Fleischer reminded the board that the rule was intended to prevent individual, one on one recruiting, but staff could still do targeted outreach for specific demographics of members if needed. She said the rule was enacted by the elections task force to maintain fairness and impartiality and to prevent the perception that a staff member preferred one candidate over another, given that staff administers the election. Fleischer reminded the board that the members of the elections task force were all esteemed current and former board members who spent months debating and crafting the policies. She also read language from the task force report, submitted prior to the meeting, which clarified that the policy still allowed staff to conduct group outreach, answer questions from individual members about board and contest candidacy and procedures, and that the executive director has the authority to address any additional situations that arise.

- Weichelbaum suggested journalists of color or other minorities may have a hesitation to run for the board. She spoke of her experience running and trying to make a decision to file for candidacy. She said the one-on-one outreach from a staff member can matter in making that decision.
- Rosenthal said the Elections Task Force should not feel like their work wasn't important - but sometimes policies do have unintended consequences and need to change or be updated.

Rodriguez clarified her [motion](#) will not rescind the rule but instead amend it to remove the words "recruiting or" and add the words "or campaigning for" in the following: "Staff's role in managing an impartial election is critical, therefore staff are prohibited from **recruiting or endorsing or campaigning for** specific candidates at any time."

- Rodriguez made a motion to approve that change in the board election policies. Walker seconded the motion, which received approval 12-1 by voice vote. Fleischer voted against the motion.

Member Services Committee

Fleischer discussed plans surrounding the report on lapsed memberships. She urged staff to pay close attention to committee recommendations about messaging surrounding renewals. She also spoke about the success of the "Welcome" buttons at the conference to help first-time attendees and the upcoming [meetup](#) on meetups happening across the country.

Galli assumed control of the meeting at 4:39 p.m. E.T.

Audit Committee

Cameron briefly spoke on plans to formalize a timeframe and procedure for moving forward with future audits, asking the board to review the latest [committee proposal](#).

Executive Director Report

Walker assumed control of the meeting at 4:41 p.m. ET.

Training

Fuentes said DBEI training has been expanded to a full day, and staff has been developing a full curriculum in Spanish. She said AccessFest23 will be expanded from the DBEI Symposium, including a larger student component. She added that training numbers have increased from 4,500 to 4,700 in the past year.

Membership

Fuentes said the June 1 membership total was 4,880, compared to 5,262 in FY 22. Journalists of color remain stable at 30% of the membership.

Treasurer's Report

Rosenthal explained there are plans to focus on more planned giving in the near future.

President's Report

Walker said his report from the meeting the previous week covered his items.

New Business

Evan Gershkovich Event

Rosenthal and Kessler discussed plans for a future event surrounding detained Wall Street Journal reporter Evan Gershkovich. The board agreed to move forward with the event, but Fuentes asked that if there is any call to action, including letter-writing, it should be conducted separate from IRE.

Election Task Force

Fleischer asked the board to review [language regarding a proposal for a designated board seat for international board members](#). The task force previously voted to recommend the board consider an action item if an international board member is not elected in 2023 following targeted outreach to recruit international candidates. One international board candidate filed after receiving the targeted email. Fleischer updated the action item language to remove references to specific duration of board term, since that is up for reconsideration.

Awards/Contest Committee

Rodriguez thanked the board for working on the special citation surrounding coverage of the Uvalde mass shooting in 2022. She said she would deliver [recommendations from contest judges](#) for the future awards committee, including waiving some fees, establishing new categories and policies surrounding the board considering special citations.

Departing Board Members

Walker thanked Satija and Rodriguez for their two years of board service. The board applauded!

Walker moved to adjourn the meeting at 5:07 p.m. ET. Weichelbaum seconded the motion, which received unanimous approval by voice vote.