

IRE Board of Directors

Virtual Board Meeting Minutes

10 a.m. ET | Feb. 23, 2024

These minutes were approved by the board via email and finalized on Feb. 29, 2024.

- *Cameron sent a motion to approve the minutes on Feb. 27.*
 - *Seconded by Vo on Feb. 27.*
 - *The final vote was 12-0.*
 - *Greenblatt did not vote by the stated deadline.*
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I. **Call to Order** (President Brian M. Rosenthal)

II. **Roll Call** (Secretary Darla Cameron)

- A.** Directors present: Rosenthal, Vice President Josh Hinkle, Treasurer Mark Greenblatt, Cameron, At-Large Officer Lam Thuy Vo, Jodie Fleischer, Cindy Galli, Rick Gevers, Kate Howard, Aaron Kessler, Hyuntaek "Tag" Lee, Ana Ley, Mark Walker
- B.** Staff present: Executive Director Diana Fuentes, Director of Content Lauren Grandestaff, Financial officer Heather Feldmann Henry, Director of Partnerships Anna López, Director of Diversity & Inclusion Francisco Vara-Orta, Director of Member Services Amy Eaton.
- C.** IRE member Alejandra Cancino.

III. **ACTION ITEMS**

A. Donation Policy (Treasurer Mark Greenblatt)

1. Greenblatt said the committee's suggested policy is a middle ground designed to allow IRE to have access to more funding sources while also establishing safeguards that protect our core value of independence.
2. Directors discussed an amendment that Greenblatt proposed, which was suggested by past IRE Executive Director Mark Horvit:
 - a) "IRE will accept anonymous gifts for unrestricted support, but not for broad purpose funds or specific editorial projects."
 - (1) Howard asked Greenblatt to define broad purpose funds. He said it is bundled money, which IRE wants to avoid.
 - (2) Fuentes said funds could also not be restricted for the conference, and the staff supports these kinds of restrictions.
 - (3) Galli said she is also confused by the broad purpose funds term. Greenblatt suggested removing that part of the phrase and Rosenthal said we're really trying to differentiate restricted and unrestricted gifts.

- b) Cameron asked what we mean by anonymous — would anyone know the identity of the donor?
 - (1) Greenblatt said it's based on an instance in another organization where someone was acting as an agent on behalf of another individual. But he said they are comfortable with that as long as it is fully unrestricted and that did not create a conflict.
 - (2) Kessler asked about a mechanism for confirming that anonymous donors are not in the categories we have barred in the new policy (political affiliation, etc.). Greenblatt and Rosenthal suggested another amendment:
 - (a) "IRE will accept anonymous gifts for unrestricted support, as long as the donor attests that they comply with this policy."
 - c) Howard asked what the risk could be from taking money from someone who we don't know, such as a chance they would claim the donation later?
 - (1) Walker said there could be a risk in the donor revealing themselves later.
 - (2) Rosenthal said we will never be able to control everything, but he is comfortable with the amendment. If others are not, he said perhaps we could approve the rest of the policy and vote on this separately.
 - (3) Ley said this policy is designed to keep the organization around.
 - d) Galli said we're making a good effort on the anonymous donor issue but it might be worth showing this amendment to our lawyer in terms of the worst case scenario.
 - (1) Greenblatt said the proposal allows us to turn down any donation if it violates the policy.
 - e) Howard asked if we know whether/how often someone actually wants to send us a fully anonymous donation.
 - (1) Rosenthal said Horvit told us that it happened when he was the director.
 - (2) Howard asked what the current policy is. Fuentes said she can currently choose to accept anonymous donations, as they would fall under "individual donations," which are allowed.
 - f) Fleischer suggested we accept anonymous donations so we don't turn down unrestricted money, but set a policy that anonymous donors cannot reveal their identity.
3. **Vote:** Greenblatt made a motion to pass the proposed policy as it's written (without the amendment). That would ban IRE from accepting anonymous donations for now while the finance committee considers the issue further.
- a) Hinkle seconded.
 - b) Motion approved unanimously by voice vote of members present.

B. Awards Reform (Governance Chair Kate Howard)

1. Howard said the goal was to create a policy that makes it clear that board members' colleagues are not penalized in terms of award entries, and that some board members may enter the awards. They also want to restructure the committees to create a firewall between the contest and the board.
 - a) Howard and Rosenthal noted a change from the language introduced at the last board meeting. In this version, executive committee members would settle disputes that arise with other IRE awards like the Phil Meyer Award and Don Bolles Award. The current contest committee chair said that resolving those disputes would put too much pressure on the committee.
 - b) Greenblatt asked how this policy would impact him as a teacher who edits students' work. Rosenthal said the students would be eligible as long as the committee member does not have a byline or credit like in an executive producer role.
 - (1) Howard notes it's much more common for broadcast credits to name the producer and executive producer, and there are different norms in print and broadcast.
 - (2) Fleischer suggests we exempt the student category from this policy to not penalize board members who advise students.
 - (3) Grandestaff said current rules say students cannot enter work that was produced with professional assistance, such as a story that ran in a professional organization.
 - (4) Howard said we can make it clear that students do not have to include their professor on the credits, and while it's helpful to have Greenblatt's situation as a gauge, it's a rare instance.
 - c) Kessler asked if the proposed policy requires a letter from a board member when their organization enters. Howard said it does not but we could continue requiring a letter.
 - d) Rosenthal notes we shared this policy in January and we can make future changes if needed.
2. **Vote:** Howard made a motion to approve the award reform policy as written.
 - a) Ley seconded.
 - b) Motion approved by voice vote of members present.
 - c) Hinkle voted no.
3. Rosenthal said he appreciated all of the work that went into this thoughtful proposal, which had been discussed for years. He said he believes it will have a significant impact on recruiting effective and representative board members – especially local journalists.

C. Executive Committee election rules (Howard)

1. Howard said the committee posted an earlier proposal on the IRE site and got feedback that if the immediate past president is voted off the board, they should not have any role on the executive committee during the transition period. It is unclear if they can change what was posted on the site, and she is waiting for advice from Skip. She is not going to bring this up for a vote today. We may vote on the proposal over email later.

D. Board Travel Assistance Policy (Howard/Greenblatt/Rosenthal)

1. Howard said the board reform task force would like to see a more robust board travel assistance policy which is provided to all incoming board members. This is intended for board members whose employers will not or cannot support their board travel. She said it's important for recruitment.
2. Rosenthal noted that in a member survey, nearly 80% said it made sense for the organization to support mandatory board travel.
3. Greenblatt thanked former board member Simone Weichelbaum who said travel expenses could be chilling for potential board members.
 - a) Fleischer said she doesn't have an issue with this but asked if it would encourage companies to try to get out of paying.
 - (1) Howard said it's a tricky thing — she isn't suggesting that they promote it as “run for the board and go to the conference for free.” They tried to hedge this by saving the funds for someone whose employer won't support AND it would be a hardship for them to fund the travel personally.
 - b) Kessler asked if there is a timeline for when this would be implemented.
 - (1) Howard said it's not in the budget now and this would likely go into effect for the next fiscal year.
 - c) Vo said she was a beneficiary of IRE's support when she was a freelancer, and she wants to make sure people in newsrooms without authority can ask. She also said many people whose voices are necessary may lack money and status in their newsrooms. They are people who we need to help when the industry is in freefall. She said she has students who are driving to NICAR in what they call a clown car packed with 5 or 6 people. It's important to have people on the board who will advocate for this kind of access.
 - d) Rosenthal noted only \$1k is currently available for travel assistance and that makes people feel self-conscious about requesting it
 - (1) Howard said the task force didn't propose a number, but Rosenthal suggests the budget includes \$5k for board travel and the organization seeks outside funding. If IRE doesn't spend the \$5K, it should be rolled over to reserves at the end of the fiscal year.
 - e) Fleischer asked how we will publicize the policy.
 - (1) Howard said information about this policy should be provided to all incoming board members, and board candidates upon request.
 - (2) And board members are welcome to share it.
 - f) Greenblatt said the concerns are valid but the proposal is very well thought out. By requiring people and companies to claim they cannot afford this, large companies will be less likely to back out. But he sees value in advertising the policy openly.
 - g) Kessler asked if the executive director or president would be willing to hold companies accountable if they can afford to pay for travel but don't. Rosenthal and Fuentes said yes.

- h) Fleischer said people who approach her always ask about the financial commitment, and we can disclose so it's not as limiting.
 - i) Rosenthal and Howard added an amendment that the policy would be posted in the candidate FAQ in the website.
4. **Vote:** Rosenthal made a motion to approve the language and that future budgets include \$5k for this
- a) Hinkle seconded.
 - b) Motion approved unanimously by voice vote of members present.

E. Remote participation in membership meeting (Howard)

1. Howard said the directors agree more participation in our annual membership meetings at the IRE conference is good, especially in a year when we are considering article changes. Our lawyer said the board needs to make that access more clear.
2. She proposed that members can participate via video conference and vote on article changes during the meeting.
 - a) Kessler asked if this would allow for recording of that remote call. Cameron asked if the board secretary takes minutes, and Kessler suggested an automated transcription. Howard said we can work out that mechanism later, but keep a record.
3. **Vote:** Howard made a motion that the board allows remote access and voting at the annual membership meeting.
 - a) Hinkle seconded.
 - b) Motion approved unanimously by voice vote of members present.

F. Arizona State partnership (Executive Director Diana Fuentes)

1. Greenblatt and Lee, who are affiliated with Arizona State University, recused themselves and left the meeting.
2. Fuentes said this proposal would establish a partnership between IRE and Arizona State to offer a 12-week editing program for IRE members. At the end of the program, if members complete 10 out of 12 modules, they would earn a certificate.
3. Rosenthal made a motion to enter executive session to discuss the details of the contract.
 - a) Seconded by Gevers.
 - b) Approved on a voice vote.
 - c) Rejected by Hinkle.
4. Rosenthal made a motion to leave executive session
 - a) Seconded by Ley
 - b) Approved on a voice vote.
5. Rosenthal noted that the dean of The University of Missouri School of Journalism was made aware of this partnership with another university and did not raise objections. The board values our relationship with Mizzou.
6. **Vote:** Ley made a motion to approve the partnership agreement.
 - a) Howard seconded.
 - b) Directors took a roll call vote:
 - (1) Eight voted yes: Cameron, Fleischer, Gevers, Hinkle, Howard, Ley, Rosenthal and Vo.

(2) Three voted no: Galli, Kessler and Walker.

(3) Greenblatt and Lee abstained.

G. Ring of Honor nomination for Phil Meyer (Fuentes)

1. Fuentes said the late Meyer was nominated for IRE's [Ring of Honor](#). The nomination came from Paul Overberg of the Wall Street Journal and was seconded by Shawn Mcintosh of the Atlanta Journal Constitution and Ted Mellnik of the Washington Post. She said the board must approve the nomination for Meyer supporters to begin fundraising, and staff wants to make the announcement at NICAR.
 - a) Howard said she supports the nomination, but she noted we are often honoring legacy members in an industry that has been dominated by white men. She would like to see recruitment efforts to make the awards more representational. Others agreed.
 - b) Fuentes agreed but also noted that Meyer embodies IRE and his work supporting the principles of diversity.
2. **Vote:** Ley made a motion to approve Meyer's nomination.
 - a) Vo seconded.
 - b) Motion approved by a voice vote of members present.
 - c) Mark Greenblatt abstained because he was late to return to the meeting after the Arizona State contract discussion, which he recused himself from.

IV. Committee Reports

A. [Conference](#) (Chair Cindy Galli)

1. Galli said the committee is still looking for a keynote speaker and has lots of big names on their list. She is hoping to have news by the end of the month.
2. She is working with Grandestaff to develop a conference syllabus.

B. Shared in writing:

1. [Audit](#)
2. [Diversity & Inclusion](#)
3. [Member Services](#)
4. [International](#)
5. [IRE Affordability](#)
6. [Board Reform](#)
7. [Local Meetups](#)

V. Officer and Staff Reports

A. [Executive Director's Report](#) (Fuentes)

1. [Budget update](#) (with Financial Officer Heather Feldmann Henry)
2. Directors used their remaining time for discussion with Fuentes and Feldmann Henry.
 - a) NICAR registration is well above 800.
 - b) The IRE fellowship deadline is April 1.

- c) Kessler asked whether we might get the last \$20k in sponsorships for NICAR. Fuentes said it is unlikely, but they're still trying.
- d) Cameron said that nonprofit newsrooms are seeing it's easier to get funding from grants than from sponsorships these days and that might inform how IRE prioritizes its time.
- e) Feldmann Henry said she is confident about the budget at this point in the year and can answer questions at any point from members.
- f) Fuentes said an anonymous donor gave IRE \$10,000 for freelance fellowships.
- g) Fuentes said the Total Newsroom Training program saw 76 applications for five slots. More to come soon. Working on more funding for this program next year.
- h) Fuentes said IRE has scheduled 25 free webinars this year.

Cameron and Lee left the meeting at noon ET.

B. Shared in writing:

1. **[President's Report](#)** (Rosenthal)

VI. Adjournment

A. Rosenthal made a motion to adjourn at 12:03 p.m. ET.

B. Hinkle seconded.

C. Motion approved unanimously by a voice vote of members present.