

IRE Board of Directors

Virtual Board Meeting Minutes

10 a.m. ET | Jan. 5, 2024

These minutes were approved by the board via email and finalized on Jan. 11, 2023.

- *Cameron sent a motion to approve the minutes on Jan. 9*
 - *Seconded by Hinkle on Jan. 9.*
 - *The final vote was 12-0.*
 - *Kessler 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 and Mark Walker.
 1. Director Ana Ley joined at 10:20 a.m. and left at 11:20 a.m.
 2. Vo left at 11:20 a.m. ET
 3. Lee left at 12:02 p.m. ET
- B. IRE staff present for some or all of the meeting: Executive Director Diana Fuentes, Director of Content Lauren Grandestaff, Financial officer Heather Henry, Director of Partnerships Anna López, Director of Diversity & Inclusion Francisco Vara-Orta, Director of Member Services Amy Eaton, Editorial Director Doug Meigs and Digital Content Specialist Rashika Jaipuria.
- C. IRE members including Duaa Eldeib, Martha Mendoza,, Andy Lehren, Brad Racino, Mary Hudetz and Gary Harki were also present for some or all of the meeting.

III. **Budget Presentation** (Executive Director Diana Fuentes, Financial Officer Heather Henry)

- A. [Version of Budget Spreadsheet With Differences/Pct Changes](#) (submitted by Kessler)
- B. Henry said the budget is holding steady, though it typically doesn't change much in the fall because the conferences are in the second half of IRE's fiscal year. They have some new grant prospects that will hopefully resolve soon, and expenses are holding steady. She will do monthly budgets for the rest of the year and will send those to the board.
- C. Henry also presented a 10-year history breaking down the major categories of revenue in the budget in the spreadsheets. Grants differ from year to year depending on when they come in and when they use that money. She said the breakdown is fairly stable over 10 years.

- D. Fuentes said the biggest changes were in 2020 when IRE didn't have in-person conferences and they re-aligned some sponsor revenue. Sometimes individual donations go towards specific programs or categories, per the auditors. Conferences and grants are still a very big source of revenue which differs from some other journalism organizations.
- E. Rosenthal noted investment income is just what we spent of that money, not total investment income earned in a given year. He reiterated that it is a Board priority to use less investment income for annual operations.
- F. Fleischer asks if we can get a report on membership categories over time, specifically students vs professional.
 - 1. Fuentes said student memberships stay steady at 900-1,000.

IV. ACTION ITEMS

A. Change to membership category/rate (Vice President Josh Hinkle)

- 1. Motion:
 - a) Rosenthal proposed passing the committee's [initial proposal](#) to allow people in the first three years of their journalism career to have access to the student membership and event rates. The motion also directed the Member Services Committee to work with the Governance Committee and Affordability Task Force to craft a superseding proposal to change the IRE Articles of Incorporation to create a separate early career category and clarify/solidify the student category.
 - b) Hinkle seconded
 - (1) Howard asked for an effective date for the student category expansion of July 1, 2024, the beginning of IRE's next fiscal year.
 - c) The motion was approved unanimously on a voice vote of directors present.
- 2. This vote followed a discussion on the merits of changing the categories, and whether this is a change to the Articles of Incorporation, which requires approval from the membership.
 - a) Hinkle said the member benefits subcommittee made this proposal to reduce costs for early career journalists.
 - (1) The committee's proposal would expand the membership rate class and event rates from "student" to "student and early career" including the first three years post-graduation or first three years of a member's journalism career.
 - (2) Fuentes noted other journalism organizations offer student rates for up to 5 years postgraduation, and this would make IRE membership and events more accessible to younger journalists.
 - b) Hinkle noted the change might impact conference registration revenue, as people in this category would be charged the student cost (\$100) for conferences instead of the professional cost. The

committee recommends this doesn't go into effect until the next budget year so IRE can plan for any potential revenue impact.

- (1) Fleischer asked if we have tried to determine the possible financial impact. Fuentes discussed how IRE tracks members over time, mostly a manual process by Eaton.
 - (a) Fuentes said she doesn't anticipate a huge increase in people picking this category because the organization has for years already allowed students to maintain their memberships for three years at a student rate.
 - (b) Eaton said the new rate would mostly apply to early career journalists who join when they weren't previously a student member.
- c) Rosenthal asked if the committee considered adding an early career membership category instead of combining early career and student. Hinkle said this way is faster and simpler, and the board could consider another category change later on.
 - (1) Galli said if we considered more membership categories that might offset the budget impact. She suggested the Affordability Task Force also weigh in.
 - (2) Eaton said the board would need to set clear parameters for who is eligible for another membership category and how to verify their eligibility.
 - (3) Kessler suggested IRE could ask members when they first became a professional journalist.
 - (a) Eaton said right now student members are required to list their expected graduation date and she uses that for renewals. Quantifying when someone began or resumed their career would be difficult and she needs clear parameters for each category.
 - (b) Lee said some journalists join the field after graduate school (i.e. from another profession), so we should account for their experiences.
 - (c) Hinkle said tracking start date for retention purposes is difficult. The Member Services Committee's member retention subcommittee is going to work with Director of Technology and Online Resources Cody Winchester to explore whether we could change membership systems to track more information but a change would take time. Hinkle said right now we could be losing potential early career members because of the higher cost.
 - (4) Greenblatt said he supports the proposal, but questioned whether a more incremental change is the right solution. He said he liked the idea of creating a separate early career category.

- d) Hinkle asked Fuentes to weigh in on the precedent of a board making a rate change without an articles change.
 - (1) Fuentes and Howard said there is precedent for not changing the articles when making small membership category changes, such as when the board extended the student rate for three years post graduation about 25 years ago.
 - (2) Howard said the board is considering other changes to the articles (including a three-year board membership term) so we could vote on them all at once if needed, online and/or during the conference in June.
 - (3) Howard also said she asked our lawyer's opinion but he hasn't responded yet. She said knowing his answer doesn't affect our ability to vote on this proposal today and take it to the membership later.
- e) Fuentes notes that Winchester said they could create another membership category easily online.
 - (1) Greenblatt said if we can do it technically, logically we should add another category and he would like to move quickly.
 - (2) Hinkle said the committee's intention was just to expand the rate eligibility for now, not to create a new category. But, in the spirit of affordability, the committee is in favor of a new category if that's the best option.
 - (3) Fleischer said adding an early career membership category would be more clear, even if it requires an article change.
- f) In conclusion, Rosenthal said it seemed there was interest in the initial proposal but also an early career category, despite some logistical questions, leading to the motion.

B. "Permission for Website Task Force to use computational methods, including artificial intelligence, to produce metadata from the collection of IRE resources, in consultation with the board and staff. And to authorize the task force to spend up to \$250 in this effort."

(Website Task Force Vice Chair Aaron Kessler)

1. Motion: Kessler made a motion to approve the language shared above to begin the AI experiment and authorize the cost.
 - a) Seconded by Vo.
 - b) Approved unanimously on a voice vote.
2. Discussion:
 - a) Rosenthal noted the [website task force notes](#) have context for this proposal.
 - b) Kessler said the biggest problem with IRE resource access is that metadata such as date, categories, subject and journalist names was lost over time. Staff tried to manually recreate this information, but the task is daunting. The committee recommends using AI technology to regenerate metadata. They are going to try this on a

larger scale, and then might expand that effort to other types of documents and resources to expedite the timeline for improving the resource search functions on the site.

- (1) Rosenthal said he is thrilled about this concept.
- c) Cameron asked if there is concern about sharing IRE's private data with AI models.
 - d) Kessler said the task force considered this and thought about running local models, but when they did experiments with that it was less successful, so they want to try this approach using the Chat GPT API and [Claude](#). The tradeoff for solving this problem is worthwhile. He said someday IRE might consider a licensing deal with an AI model company.
- e) Fuentes said legally the resources are still proprietary information.
- f) Greenblatt asked if there is a way to protect the information once we hand it over to OpenAI and make sure it's not used without our permission. Kessler said that users wouldn't be able to surface tipsheets directly.
- g) Vo said she attended an African investigative journalism conference where a group of newsrooms considered AI usage. They had concerns about a trust deficit, but that shouldn't preclude us from exploring the technology.
 - (1) She shared [comprehensive notes](#) from AIJC and GJIN, with slides and notes from a talk about AI on page 50.
 - (2) Also, <https://www.journalism.ai.info> will have a workshop for newsrooms to write ethical guidelines on uses of AI in newsrooms.
- h) Kessler said they also considered using a human-powered service like Mechanical Turk but decided this is a better route.
- i) Cameron said IRE should be thought leaders in the AI space in terms of thinking about how journalists use the technology, and this is a good example of an experiment for IRE to explore.
- j) Greenblatt said the tipsheets might have contact information for the creators, and is that an issue the task force should consider.
- k) Fuentes notes Winchester has been involved in these discussions and approves the experiment.

V. Committee Reports

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

1. Galli said the committee is in the process of finding a keynote speaker for IRE. In order to widen the pool of potential speakers, they want to offer potential speakers the option to do the keynote separate from the awards luncheon. In response to a question from Gevers, she noted they would avoid a Sunday keynote.
2. Howard asks how IRE estimates the number of people at the luncheon for food and beverage minimums. Fuentes said it's based on registration.

3. Galli said they hope to finalize the speaker in February, and this change will help them get a big name.

B. [Diversity & Inclusion Committee](#) (At-Large Officer Lam Thuy Vo)

1. Vo said the committee is sharing a needs assessment survey with past award winners from underserved and underrepresented groups. They aim to share findings in March. Past director Simone Weichselbaum is working on a non-English awards assessment.

C. Governance Committee (Chair Kate Howard)

1. Her updates were all on the agenda today,

D. [Member Services Committee](#) (Hinkle)

1. Hinkle [shared slides](#) outlining the committee's work, including two member drives, a donation option on membership and event registrations, mentorship offerings and LGBTQ+ listening sessions, management lunch-and-learn webinars and local journalism webinars.

E. Training Committee (Board Chair Mark Walker)

1. Will update later

F. Reports submitted only in writing (no verbal update)

1. [Audit Committee](#)
2. [Finance Committee](#)
3. [International Committee](#)
4. [Board Reform Task Force](#)
5. [Website Improvement Task Force](#)
6. **Local Meetups Task Force**

VI. Discussion Items

A. [Executive committee elections](#) (Howard)

1. Howard shared this proposal that the board will vote on at the next meeting. It will require a bylaws change. The process described codifies the way that Fuentes ran the election this year. The timing of the vote is the main change. Due to time constraints, Rosenthal suggests directors weigh in by email.

B. Fundraising policy (“IRE only accepts donations from media organizations or from foundations or other entities that typically support or supply the media.”) (Treasurer Mark Greenblatt)

1. Greenblatt said the [finance committee](#) has explored expanding our gift acceptance policy. They are studying other journalism organizations like AJP and ONA. The committee will share recommended language at our next board meeting.

C. Initiatives to increase recruitment of Board Members

1. Funds available for travel (Greenblatt/Rosenthal)
 - a) Greenblatt said former board member Weichselbaum was concerned that it is hard to attract journalists of color to run for the board, partly due to financial and travel constraints. IRE's annual budget includes \$1,000 for board member travel, but it's not publicized. He asks

whether the board would support increasing the budget for board travel and/or advertising that the funds are available. He said it's an issue especially for people working at organizations that are struggling financially.

- b) Rosenthal asked Fuentes if a funder would be interested in supporting this as a board diversity initiative.
 - (1) Fuentes said funders are less interested in administrative and operations expenses and more keen on things that address their specific missions.
 - (2) She added the staff tends to note the funds when recruiting board members, but don't widely publicize them because they hope employers will support board memberships.
 - c) Howard suggested including this information in an FAQ for candidates, making it clear that they could incur costs, and they should ask their company's policy before running, but IRE can help.
 - d) Fuentes said there is some wiggle room in the budget.
 - e) Walker said we haven't had a situation where we had to turn board members away from a retreat or conference, but there is reluctance and hesitation to ask for the money because it's like a handout. He is not sure if you solve that by making people more aware or putting more money into the fund.
 - f) Rosenthal thanked the group for the discussion and asked Fuentes to look into funding opportunities and other options and provide updates.
2. [Eligibility for awards](#) (Howard / Rosenthal / Jodie Fleischer)
- a) Howard said she wants the board to have time for a conversation before we vote so we can build consensus around this change before voting at our next meeting. She said the priority, regardless of how we feel about eligibility, is to clarify what the rules are for board members and contest committee members.
 - (1) We want to avoid penalizing our colleagues by preventing them from winning awards while we are serving on the board, and account for board members who work as managers in smaller newsrooms and often touch every piece of work.
 - (2) She presented two options outlined in [this document](#).
 - b) Fleischer said she is disappointed that this ended up in the last few minutes of the meeting, because the board has discussed this issue but hasn't taken action for four years. She said she supports Howard's proposal, and asked if voting on it today would change eligibility for this awards cycle, which closes soon.
 - (1) Howard said the contest has been open for a month and a half and changing the rules this year is too late. It wasn't her intention to bring this to a vote today, but to instead have a discussion.
 - (2) Fuentes said she understands that this was designed to take effect in the next contest year because applications are open.

- (3) Rosenthal said his goal with putting this on the agenda was also to notify people outside the board that the change is coming before a vote.
 - (4) Grandestaff said it would be problematic to change the rules mid-contest this year. Generally she wants to encourage more entries.
- c) Given the interest in the issue, the Board extended the meeting to further discuss the proposal.
 - d) Galli said she resisted this change for a long time because it wasn't clear how we would get to a solution, but she likes the language Howard proposed.
 - e) Walker said he supports this proposed change to make the contest more independent from the board. It eliminates some of the conflict of interest and may bring other long-term members onto the IRE board.
 - (1) Rosenthal said the proposal indicates organizational maturity — our professional staff does a lot.
 - (2) Fleischer noted the board is currently not involved in the awards or judging the entries, except the president appoints some members of the committee. The board currently has no role in administering the contest or judging.
 - (3) Fuentes said in the past, a list of finalists was presented to the board and they made changes.
 - f) Other board members weighed in:
 - (1) Greenblatt said he appreciates the thought and attention that went into this proposal, and this might encourage other educators to run for the board because it wouldn't prevent their students from entering the contest. He wants IRE to be a beacon for the best investigative reporting, and disqualifying some of our members because they are on the board may lessen the quality of work that is eligible. If someone is on the contest committee they should not be eligible to enter. He notes investigative work is often done collaboratively on big teams.
 - (2) Fleischer said we are currently penalizing people besides our own colleagues, including data journalists, and discouraging people from running for the board.
 - (3) Galli said she agrees with Greenblatt that this will elevate the prestige of the award, and ABC hasn't been allowed to enter so they don't consider it.
 - (4) Gevers said the current policy could impact his clients.
 - (5) Cameron said she supports this change given the collaborative nature of investigative journalism.
 - (6) Hinkle said there isn't a rush because it would not impact this contest year.

- (7) Kessler said he has come around on this in many ways after being very concerned initially about making this change. It's one thing for a board member to be entering the contest for their own work, but the kinds of scenarios we've talked about here for entire newsrooms and collaborators being sidelined is valid.
- (8) Walker said we shouldn't publish the editors who collaborate on investigations, since teams are more common now.
- g) Rosenthal said he sensed a consensus in support of the proposal. The question is when to pass the measure.
 - (1) Howard wants to wait to vote until our next meeting. She notes there are two options in the document she presented – she prefers the first option as the cleanest solution.
 - (2) Galli said she appreciates that we had the discussion today. The urgency was more because we have seen it punted for so long and it's good to have the discussion. We should keep this on a schedule to maintain momentum.
 - (3) Fleischer agrees it would be bad to change the rules mid-year. And in the next board year, Diana can appoint the committee members.
 - (4) Walker said he prefers having everyone here for a big decision like this. More important to have a full vote on the record.
 - (5) Hinkle said we will need to think about how to publicize the change. Rosenthal said he and Howard can do this.
 - (6) Gevers said this should be higher on the agenda next time, and Rosenthal said it will be an action item, which comes first on the agenda.

VII. Officer Reports

A. Executive Director's Report

- 1. Fuentes said the Arizona State certification program is moving ahead. It will be a 12-week program and they have a curriculum lead. It doesn't interfere with IRE working with any other university. It may start as soon as this coming fall, but she will share documentation with the board.
 - a) Rosenthal notes this program will eventually need board approval.
- 2. Fundraising update with Director of Partnerships Anna Lopez
 - a) They are 25% to the goal with conference sponsorships, and are working with nine pending companies that would bring the total to 54% of the goal, which is \$345k.
- 3. Fuentes gave a brief update on other Board initiatives, including outreach to potential donors, a new donor management system and professional development training she is exploring in early June.
- 4. Given time constraints, Fuentes said she would share more information via email.

B. President's Report (Rosenthal)

C. Treasurer's Report (Greenblatt)

VIII. Adjournment

- A. Rosenthal made a motion to adjourn at 12:25 p.m. ET
 1. Howard seconded
 2. Approved unanimously on a voice vote