

**IRE Board of Directors**  
Board Retreat Minutes  
The New York Times | Aug. 25-26, 2023

August 25: 1 p.m. ET

- I. **Call to Order** (President Brian M. Rosenthal)
  
- II. **Roll Call** (Secretary Darla Cameron)
  - A. Directors present in person: Jodie Fleischer, Cindy Galli, Mark Greenblatt, Josh Hinkle, Kate Howard, Aaron Kessler, Hyuntaek "Tag" Lee, Ana Ley, Brian Rosenthal, Lam Thuy Vo, Mark Walker and Simone Weichselbaum
  - B. Directors present over Zoom: Darla Cameron
  - C. IRE staff present: Financial Officer Heather Feldmann Henry, Executive Director Diana Fuentes, Director of Content Lauren Grandestaff, Director of Events Stephanie Klimstra, Director of Partnerships Anna López, Director of Diversity & Inclusion Francisco Vara-Orta
  
- III. **Welcome and Introductions**
  - A. Board members and staff shared how they got involved with IRE.

*Note: Galli left the meeting at 1:50 p.m.*

- IV. **Meeting with Missouri Journalism Dean** (David Kurpius, via Zoom)
  - A. We discussed:
    1. Kurpius' fundraising team can help IRE with projects that have direct benefits or ties to the journalism school, but we need to be strategic about how we approach asking for funds as a group.
    2. Mizzou is working on a proposal to seek funding for an online accreditation certificate program that could be co-branded with IRE.
    3. Kurpius says the relationship between IRE and the J school is the best it's ever been and the lines of communication are very open.
  - B. After he left, the board discussed how Fuentes, Walker and Galli spent the last year building a better dialogue with the J school.
  
- V. **Staff Presentations**
  - A. **Increasing diversity and inclusion in IRE** (Executive Director Diana Fuentes and D&I Director Francisco Vara-Orta)
    1. Ongoing efforts include:
      - a) IRE on Campus educator bootcamps for HBCUs and Hispanic-serving institutions.
      - b) Training partnerships at 13 other conferences in the last year and involvement with more than a dozen journalism groups that serve specific audiences, including new ones.

- c) AccessFest was reframed to incorporate IRE and NICAR's greatest training hits while still having a DBEI focus. Sessions will be recorded for more flexibility. Staff is partnering with the Indigenous Journalists Association and others to promote the event.
- d) DBEI custom training is available on a contract basis and they are developing that as a product line.
- e) Vara-Orta works with the board's DBEI-focused committee.
- f) Demand is increasing for Spanish-language and bilingual training, and staff are developing a specific curriculum.
  - (1) Fleischer tags there may be a development and sponsorship opportunity here.
- g) An IRE Journal issue focused on the Indigenous journalism community is in the works.

## VI. Brainstorming Sessions

### A. Board Priorities for 2023-24

1. The board will further refine and prioritize this list, but the following were raised to get the conversation started:
  - a) Increase membership
    - (1) At least 2 member drives
    - (2) Marketing of our member benefits
    - (3) Retain veteran members
      - (a) Programming geared toward veteran members
      - (b) Conference tracks for beginner/student, intermediate/mid, expert/late?
    - (4) Recruiting new members
    - (5) Ensure that IRE is relevant
    - (6) Emphasize how affordable we are
    - (7) Specific ideas
      - (a) Get booths at affinity organization conferences – trade, free for each
      - (b) Go to other conferences and tell them that if you register today, you get \$X off
      - (c) Bundle of memberships? If you register for both, save \$100? If you're member of another group, you can register for our conferences without having to be IRE member?
      - (d) Make sure language is strong so folks definitely know they need to renew
      - (e) Targeted interviewing, 1-on-1 sampling of veteran members to get ideas
      - (f) Should we have a separate rate for early career membership?
      - (g) Should we think about bringing back semester membership?
  - b) Meet people where they are – regional events, meetups

- (1) Regional events. Meetups
  - (2) Regional committees. Could be elected
  - (3) Should each board member have a constituency/focus/group/region?
  - c) Support our LGBTQ members
  - d) Support people affected by financial trouble in industry
  - e) Improve offerings for audio journalists
  - f) Financial health of organization
    - (1) Rely more on our membership for help
  - g) Try to get funding from international groups to send people to IRE events
    - (1) Recruit international trainers to do trainings for others
  - h) Make our panels more accessible/helpful to international members
  - i) Evolve our conferences for the pandemic era
  - j) Focus more on students
    - (1) More scholarships for students specifically
    - (2) More focus in conferences on students. IRE conference newsroom?
  - k) Do a great career fair?
  - l) Needs assessment to find opportunities for training that could give us edge on DEI
  - m) Make conferences less focused on medium-specific tracks
  - n) Prioritize mentoring, bridge for students and later-career folks
    - (1) Group the mentors on our online platform so people know where to go
  - o) More trainings for new editors
  - p) Improve the website
  - q) Tiered pricing
  - r) Do monthly webinars free for all members
  - s) Make sure members know about all the great work the staff and Board are doing
2. As a result of the brainstorming, the Governance Committee said it would look into the idea of regional committees, and the Member Services Committee said it would look into a number of priority ideas, including the possibility of an early-career membership tier.

*Note: Weichselbaum left the meeting at 5:20 p.m.*

#### **B. How to recruit, retain and better serve members**

1. [See discussion about retention in FY23 Member Services Committee report](#)
2. The board discussed the findings in that report and ways to better retain members, including students who don't know about three years of post-graduation discounted early-career eligibility. Suggested more targeted marketing around AccessFest.

**VII. Adjourned at 6:06 p.m.**

- A. Hinkle made motion. Howard seconded. Approved unanimously by voice vote of members present.

August 26: 8:50 a.m. ET

**I. Call to Order** (Rosenthal)

**II. Roll Call** (Cameron)

- A. Directors present in person: Mark Greenblatt, Josh Hinkle, Kate Howard, Aaron Kessler, Hyuntaek "Tag" Lee, Ana Ley, Brian Rosenthal, Lam Thuy Vo and Mark Walker
- B. Directors present over Zoom: Darla Cameron
- C. IRE staff present: Financial Officer Heather Feldmann Henry, Executive Director Diana Fuentes, Director of Content Lauren Grandestaff, Director of Events Stephanie Klimstra, Director of Diversity & Inclusion Francisco Vara-Orta

*Note: Director Jodie Fleischer joined the meeting at 8:57 a.m. Director of Partnerships Anna López joined at 9 a.m.*

**III. Staff Presentations**

**A. IRE Budget** (Fuentes and staff Financial Officer Heather Feldmann Henry)

1. Overview of the budget process:
  - a) Feldmann Henry will present a more formal analysis of the budget after the annual audit, likely in January. She will look at the percentage of revenue from members vs. donors over time.
  - b) Feldmann Henry said she would like to develop a more formal budget process and timeline, which is not required for nonprofits but would help the board and members understand how it works.
  - c) Generally, membership revenue is down. The staff recalled that we have not raised fees for as much as 20 years. Rosenthal suggested adding a membership fee comparison with other nonprofits.
    - (1) Some grant training programs that were discontinued included paid memberships for attendees. Hinkle asked about how the loss of many grant-funded initiatives like watchdog workshops contributed to the decrease in membership revenue (as the grant funding counts toward that line, in addition to increasing membership numbers). Feldmann Henry indicated it was a significant portion of the membership revenue decrease in the last year. Feldmann Henry does a membership analysis during the audit each year and can look at this, and staff can make a marketing plan for retaining members from workshops.
  - d) For the budget-making process this year, Feldmann Henry looked at what they spent last year and spoke with staff. The way the organization has grown, many programs bleed into each other, making it hard to break out salary for staffers who have both conference and administrative tasks.

**B. IRE fundraising** (Fuentes and Director of Partnerships Anna López)

1. López outlined the steps she is taking to build a fundraising strategy for IRE.
  - a) Our strengths include a compelling mission, name recognition, a well-connected staff and board and a high-traffic website.
  - b) Her goals include identifying our largest current funders and exploring ways to strengthen our funding base in the next three years.
2. The staff shared a confidential list of current and target sponsors.

**C. Executive session**

1. Rosenthal made a motion to enter executive session to discuss a specific grant proposal and Fleischer seconded. Unanimous approval by voice vote.
2. Kessler made a motion to leave executive session, Walker seconded. Unanimous approval by voice vote.

**D. Endowment account report** (Feldmann Henry)

1. [See the staff's report on the endowment accounts](#)
2. Feldmann Henry said the endowment is our biggest pot of money, and it includes fellowship funds. Currently the total endowment is \$5.1 million. It does not include the reserve or freelance funds. There's a corpus and rolling interest.
3. Greenblatt said that the Finance Committee would work with Governance to clarify organizational policy for tracking unspent restricted funds to better align with auditors' recommendations.
4. Rosenthal noted that IRE is less than \$4,000 away from having six months of salary and expenses in its Reserve Fund, which is that fund's goal. The goal has never been reached before.
5. The board voted last year to be more aggressive with how the reserve fund is invested, giving us a bit more interest.

*Note: Simone Weichselbaum joined the meeting at 10:35 a.m.*

**IV. [ACTION ITEM: 2023-24 budget proposal](#)**

**A. [See the cover letter summarizing the major budget changes and trends](#)**

**B.** Feldmann Henry's budget proposal was designed to reflect what the organization is capable of supporting this year with current staff. She walked the board through new lines that she added this year to provide more detail.

1. New in revenue:
  - a) A breakdown of projected grant revenue. These are grants that staff feels are quite likely to come in but not finalized, so we do not list the funders.
  - b) A breakdown of endowment earnings being used to provide fellowships for members to attend conferences vs. endowment earnings being used for administrative expenses.
  - c) Greenblatt asked about investment interest and clarified that even if the stock market has a bad year, we will have some interest income.

- d) Kessler asked about individual donation expectations and Feldmann Henry said we'll have a good sense of that in December. Feldmann Henry also noted that the line includes small foundation donations as well as member donations. Rosenthal noted the board can work to make it higher.
2. Expenses:
- a) Feldmann Henry said salaries and personnel expenses are both set to be about the same as last year.
    - (1) Fuentes said that ideally, she hoped to take an additional \$40,000 from the endowment for a 3% cost of living increase for all staff. But that was not included in the budget proposal.
    - (2) Greenblatt suggested that maybe they should go ahead and do that now.
    - (3) Rosenthal suggested waiting until October to make that determination when we know more about the budget, as it is a very tight year and the Board is focused on preserving endowment earnings. Fuentes said she would like to make the cost of living retroactive to the beginning of the fiscal year, July 1.
      - (a) The board committed to place this on the October agenda.
      - (b) Greenblatt said IRE also needs to account for the higher cost of replacing employees who leave the organization.
  - b) Feldmann Henry said program expenses including conferences are set to increase due to hotel costs. It's important to hire a new events director who can negotiate to keep those costs low.
3. The budget projects conference registration revenue at the same level as last year, but Fuentes said she was hoping the Board would increase rates via an email vote after this Board Meeting. She shared a proposal to increase costs for all registrations, except students, by \$25 each for both conferences.
- a) Klimstra suggested setting the rates sooner rather than later because members and organizations are already asking what the conferences will cost as organizations set their 2024 budgets.
  - b) Multiple board members said the registration fees aren't as significant of a financial burden on attendees as hotel expenses.
    - (1) Klimstra said there's a relationship between hotel room minimums and free meeting rooms in hotel contracts, so we cannot offer cheaper overflow hotel rates until the main hotel block is full. She noted IRE's conferences are so large we're limited to cities with hotels that have many meeting rooms, and switching to convention centers would be more expensive overall.
    - (2) Greenblatt said he appreciates Rosenthal's work to keep conference rates low over the years, but notes that increasing

fees could allow for cost of living increases and help with staff retention.

- c) **Motion:** Greenblatt made a motion to raise the conference rates by \$25. Fleischer seconded.

(1) Discussion:

- (a) Fleischer added a friendly amendment that the board commits to studying other aspects of conference pricing, such as hotel rates, and considers tiered pricing tied to more inclusive membership categories. Greenblatt accepted the amendment, but it was later withdrawn as efforts in those areas are already underway.
- (b) Rosenthal said he will vote no on this proposal because it was not on the agenda ahead of time. He noted the organization had never set rates so early and that he was concerned about overall affordability. We must carefully think through any proposal that would make our members pay more.
- (c) Hinkle added a friendly amendment to require posting the new conference rates by Sept. 1. Greenblatt accepted the amendment and staff said that would be fine.
- (d) Greenblatt noted this would not impact student registration, which is still \$100.
- (e) Hinkle asked for a point of clarification: how many inquiries about rates has staff received thus far? Fuentes and staff said "dozens" but did not have an exact number. Klimstra said she has historically never received inquiries this early, and this year seems like an outlier. Fuentes said companies are trying to set their budgets earlier.
- (f) Cameron said the fact that staff did not bring this question of rates before the board ahead of this meeting makes it difficult to analyze and fully consider the motion, and matters like this should always be added to the agenda ahead of time.
- (g) Rosenthal asked if supporters of the motion would be open to only approving NICAR rates today. Walker and Greenblatt disagreed.

(2) The board voted 8-4 to pass the motion.

- (a) Yes: Fleischer, Greenblatt, Kessler, Lee, Ley, Vo, Walker, Weichselbaum
- (b) No: Cameron, Hinkle, Howard, Rosenthal
- (c) Not present: Galli

4. **Motion:** Greenblatt made a motion to approve the budget as proposed. Howard seconded.

- a) Before the motion, Hinkle made a note, complimenting Feldmann Henry on the organization and transparency on the new budget plan, expressing the need to continue this method in the future. Rosenthal echoed this.
- b) Rosenthal noted that because the rates have changed, that may impact the revenues in the budget, but we can revisit the changes in October.
- c) The budget was approved by a unanimous voice vote.

**V. ACTION ITEM: 2023-24 fundraising plan**

- A.** Fuentes said that staff is making a more structured process for the board to contribute to fundraising efforts.
  1. IRE's funding is made up of sponsors for conferences, grants from foundations for programs, donations, and money for endowments. Board members can leverage their relationships to help build relationships. The director of partnerships is a new position, and López is only the second person in that position. Before 2018, the executive director and development officers did fundraising work with help from board members.
  2. At the request of the Board, Fuentes made a plan for how the board can help with researching contact information for new potential donors. She said blanket emails and cold calls do not work — we need to know who to ask and what to ask for. Goal is to frame our asks based on what an organization supports, ie., education vs. journalism vs. information for underserved communities. Fuentes proposed a series of deadlines for the board to contribute to a list of potential donors.
  3. Howard asks if IRE is interested in regional donors, i.e. to support training in one specific area. Fuentes said the list is mostly national but they are open to regional support.
    - a) Fuentes noted that she had recently hired Chris Vachon to help with finding local sponsors ahead of conferences in Baltimore and Anaheim.
  4. Ley asked if we have a policy for who to accept donations from.
    - a) Rosenthal pointed to the policy: “By policy, IRE only accepts donations from media organizations or from foundations or other entities that typically support or supply the media.”
  5. Kessler asked for a more detailed timeline of how staff will follow up, and Fuentes said they will use the board's list to take action. She noted directors are just doing research, not asking for funds. She shared more detail about the funders that IRE is already working with.
  6. Walker asked if it would make sense for board members to have a few initial conversations and set up meetings, as he has done in the past. Fuentes said she needs to know about any conversations so we aren't operating at cross purposes. Greenblatt suggests careful coordination between board members and Fuentes.
  7. Fleischer suggested board members split up the list themselves instead of Fuentes assigning organizations to each director. Fuentes agreed.



## **B. Executive session**

1. Walker made a motion to go into executive session to discuss potential funders. Seconded by Kessler. Approved by voice vote.
    - a) Hinkle voted against, noting the grants and related items had been discussed at length already and staff has a plan in place that already includes the board and a timeline.
  2. Rosenthal made a motion to leave executive session, seconded by Walker and Vo, approved by a voice vote.
- C. Motion:** Rosenthal made a motion to approve the board's fundraising assistance plan with the addendum that staff will update the board on how it's going by Sept. 30. Seconded by Hinkle. Approved on a unanimous voice vote.

## **VI. Other Action Items**

- A. [Location for NICAR25](#)** (Fuentes and Director of Events Stephanie Klimstra)
1. Klimstra visited properties in Kansas City and Minneapolis and prefers the latter, which has a renovated hotel on a climate controlled skywalk.
  2. **Motion:** Fleischer made a motion to approve the location in Minneapolis. Seconded by Walker. Approved unanimously on a voice vote.
- B. [Rules regarding approval of local meetup events](#)** (Chair Aaron Kessler)
1. Kessler shared plans for giving guidance to local meetup organizers. [See full guide for meetup organizers.](#)
  2. **Motion:** Rosenthal made a motion to approve a policy that includes requiring the executive director to approve any events with a "call to action." Approved on a unanimous voice vote.

## **VII. New Business**

- A. Arizona Project update** (Former IRE Executive Director Mark Horvit, via zoom)
1. Horvit joined to discuss a proposed 12-month contract with Story Force Entertainment to pursue the production of a documentary or fictionalized movie about the Arizona Project and Don Bolles, an IRE founding member who was murdered while reporting in the 1970s. Horvit said he will help manage the relationship.
  2. **Motion:** Greenblatt made a motion to approve the contract. Fleischer seconded, and the motion passed with a majority by voice vote.
- B. Discussion about fixing the IRE Website** (Website Task Force Chair Jennifer Forsyth and staff Director of Technology Cody Winchester, both via Zoom, 45 minutes)
1. Forsyth joined to share plans for fixing the site and noted Kessler is vice-chair of the task force.
    - a) She made a report in 2021 about the status of the site. It was an informal survey of members to assess frustrations with the website. It was not designed to assess staff's usage of or concerns about the website. Some of the problems identified were fixed then, others were queued for a longer-term solution. A more recent membership survey also revealed concerns about site usability.

- b) This year, Rosenthal made a second iteration of the task force which is well-positioned to work with Winchester. They will categorize the site's problems into three categories by who can solve them:
            - (1) Outside programming experts
            - (2) Staff
            - (3) Non-technical members
              - (a) The task force will create a plan for facilitating that assistance beyond the volunteer guide shared below..
2. Winchester's technology director role is new for IRE. He said he is documenting processes, seeking automations and adding data validation to forms to prevent some future problems.
  - a) He said big picture, there are two things main people use the site for:
    - (1) Buying a ticket for an event via a plugin is buggy for staff but cannot be replaced right now.
    - (2) The resources database, which includes 33,000 items, is buggy and needs an infrastructure cleanup.
  - b) Long term, IRE is looking to move to a new web host with their WordPress developer. Right now server infrastructure isn't accessible by staff, and they must rely on a vendor for some repairs.
3. Rosenthal said the deadline for resource library fixes is the end of the fiscal year in June 2024. Forsyth said the task force will keep the board updated about their progress and move with a sense of urgency.
  - a) Forsyth said any solutions need to be forward-thinking and anticipate the way we might use technology in the future, including labeling tipsheets with search optimization in mind.
  - b) Rosenthal later asked about the scope of the resource search repair and what can be fixed. Forsyth said the task force will try to scope the level of difficulty for repairing specific problems but we may have to make peace with some imperfections.
    - (1) For instance, Winchester said updating the search logic isn't difficult but cleaning up the metadata behind the resources is challenging. He also noted there are also 8,000 paper archives at Mizzou that aren't digitized.
  - c) Forsyth said it might be worth scoping the size of the task such as just fixing metadata for the last five years of conference resources.
  - d) Kessler said the committee may need to ask the board for financial support for outside help.
4. Hinkle would like Forsyth to think about marketing to membership both when we need help and when the site is repaired via how-to guides and other resources.
  - a) Forsyth suggests Fuentes and Rosenthal send an update to members to let them know we are aware of the problem and working to fix it, perhaps in a newsletter. Fuentes agreed.
  - b) Rosenthal shared an [IRE resources database cleanup 2023 volunteer guide](#) that can be distributed to members.

**C. Briefing on board governance** (IRE lawyer Skip Walther)

1. Walther gave board members an overview on their responsibilities, duties and rights as directors.
2. He noted individual directors do not have any real authority over the organization – the authority comes from their votes as members of the board, and the board itself has great authority.
3. Walther said directors have two primary duties:
  - a) Duty of care: A legal responsibility to act in a reasonable and informed manner so the board can make effective decisions.
    - (1) Regular board and committee attendance is essential, and this is where Walther said directors tend to struggle because it's a volunteer position.
    - (2) Directors cannot delegate their authority or vote by proxy. Directors should listen to management but use independent judgment to make decisions. Everyone brings different expertise.
    - (3) Directors should read materials before meetings to be informed, and we have a right to rely on the accuracy of materials provided by staff or the committee.
    - (4) Directors are providing oversight but not managing and they are not responsible for day to day decision making.
    - (5) Directors should insist upon agendas and timely information from staff, but be cognizant that staff isn't working for them. They should communicate with staff through the board chair because it's easy for a large board to overtax staff.
    - (6) Directors should follow the business judgment rule: act in good faith and in the organization's best interest.
  - b) Duty of loyalty: Exercising your powers as a director in good faith and in the best interests of the organization as opposed to your interests.
    - (1) If a constituency put a director on the board, the director might feel a duty of allegiance to them, but their duty of loyalty is to the organization and not a constituency.
    - (2) Conflicts will occur. They are not inherently illegal, they do not reflect on the integrity of the board but they do need to be appropriately managed. As long as a director discloses a conflict and the board ok's their participation in the decision, they can participate.
      - (a) Directors cannot use their position to advance a personal interest if it is not disclosed.
    - (3) Confidentiality around sensitive conversations is part of the duty of loyalty.
4. Walther said directors also have rights:
  - a) The right to information and to access management within reason, usually through the executive director.
  - b) The right to inspect books and records.
  - c) The right to notice about meetings.
  - d) The right to have their dissent recorded.

5. And he noted directors have liabilities:
  - a) If directors fail to fulfill their duty, that could create liability, but it almost never does. Walther differentiates between corporate liability and directors liability. directors have the right to make decisions that turn out to be wrong as long as we follow business judgment.
  - b) Most liability is on negligence or failure of oversight.
  - c) Fuentes noted IRE has insurance for directors.
6. Board members asked Walther the following questions:
  - a) About the duty of care:
    - (1) Greenblatt asked how to balance the inherently contradictory parts of this duty of providing oversight and avoiding micromanaging.
      - (a) Walther said the balance comes through committee work, as committees are designed to get into details. Generally, management will run day to day operations and directors will see the results of those decisions in expense statements and contracts and donations and we can make decisions based on those results.
    - (2) Greenblatt asked if non-board committee members have a different duty of care, and Walther said no — they are acting on behalf of the board. Ultimately, the board approves committee work.
    - (3) Ley asked how directors tend to violate the duty of care.
      - (a) Walther said that happens when they don't read the minutes or agenda ahead of the meeting in order to participate fully or miss several meetings.
      - (b) Walther also said the board should insist that staff shares information in advance of the meeting — that makes it easier to have a productive meeting.
  - b) About meeting minutes:
    - (1) Vo asked for guidance on what should or should not be included in minutes.
      - (a) Walther said minutes should reflect the activity of the board within its meeting in as much detail as is reasonable. They should not be verbatim; reasonable summaries of the board's actions are enough. Minutes should be a concise and accurate summary of meetings.
    - (2) Fleischer asked if directors should edit and ensure accuracy of summaries that do not reflect the majority opinion.
      - (a) Walther said ultimately, the board decides what the minutes need to look like. He doesn't see a problem with correcting a recollection but if there is disagreement, the board can vote on the motion to amend the minutes or consult a recording of the meeting.

- (3) Fleischer asked how important it is to have all points of view reflected in the minutes.
  - (a) Walther said minutes are not verbatim transcripts of the meeting.
- (4) Rosenthal asked about minutes during an executive session.
  - (a) Walther says that executive sessions are designed for something that is confidential, such as a salary proposal for staff, so we can freely discuss our viewpoints and are not pressured by the presence of staff.
  - (b) The best practice is to take minutes, but store them in a different location and make them available to the people who were not there.
  - (c) Walther suggests the board could audio record executive sessions as long as we are able to secure the recording.
- c) About meeting agendas:
  - (1) Rosenthal asked to confirm whether the board should approve a proposal without advance notice.
    - (a) Walther said if everyone had the opportunity to become adequately informed, that is fine. But if there was disagreement, it would be best to avoid the approval.
  - (2) Fleischer asked if IRE has rules for introducing a non-emergency action item to the agenda in the course of a meeting.
    - (a) Walther said technically, an issue shouldn't be discussed unless it was on the agenda. There should be a motion to amend the agenda to include the issue. He clarified that as a matter of reasonable business practice, there shouldn't be action items that aren't on the agenda, unless there is an emergency during the meeting.
  - (3) Greenblatt asked about the possibility of unwinding an action item that was added outside of the normal agenda-setting process. Walther said we could introduce a motion to reconsider.
    - (a) Later, after Walther left, Greenblatt asked if his conference rate hike motion from earlier in the meeting was settled, and other directors confirmed it was.
  - (4) Kessler asked about agenda-setting and who can or should be involved in that.
    - (a) Rosenthal said the policy manual states the president is responsible for creating the agenda with input from board members and the executive director.

- d) About the 990:
    - (1) Kessler asked whether the board should review the 990.
      - (a) Walther said yes, directors should. And the form should disclose conflicts of interest. Rosenthal noted the audit committee asked Walther this question when setting an audit timeline in the spring.
  - e) Board type:
    - (1) Rosenthal asked if we are a governing board or advisory board.
      - (a) Walther said we are a governing board- any board of directors is a governing board. Advisory bodies could be committees. The board has the power to hire and fire staff, powers given to us by the articles of incorporation.
  - f) Rosenthal asked for advice about the executive director's review and how to think about the goals we lay out in that document.
    - (1) Walther said we should discuss that in executive session; the executive committee's conversations with staff and board members was necessary; and the executive committee should look for consensus from the board.
7. After Walther left, Cameron suggested summarizing what he told us as a resource for new board members in the future. Rosenthal suggested looking at the 2021 board meeting when Walther shared a written presentation. Howard can help prepare documentation for the manual.

**D. EXECUTIVE SESSION: Executive Director's review**

- 1. Rosenthal made a motion to go into executive session to discuss the annual review of Executive Director Fuentes. The motion was approved by voice vote.
- 2. Rosenthal made a motion to leave the executive session. Ley seconded the motion and it was approved by a voice vote.

**E. Committee Reports: these were not discussed verbally but are shared in the minutes.**

- 1. [Member Services Committee](#) (Vice President Josh Hinkle)
- 2. [Diversity and Inclusion Committee](#) (At-Large Officer Lam Thuy Vo)
  - a) [See the plan for the IRE Access webpage](#)

**F. Officer Reports**

- 1. **Executive Director's Report** (Fuentes)
  - a) Fuentes notes many things that she intended to discuss were already brought up, for instance a cost of living increase proposal that the board will discuss in October and conference rates.
  - b) Fuentes asked for the board's help promoting Access Fest.

- (1) Staff will share a promotional kit. The early bird rate ends Sept. 15. IRE is offering a reduced rate for independent journalists. Staff is doing targeted marketing to DBEI and student groups.
  - (2) The preliminary schedule will be shared next week.
  - c) Training update:
    - (1) Webinars
      - (a) Fuentes said staff needs ideas for webinars as they are aiming for one per month.
      - (b) Walker said the training committee wants to help develop webinar materials.
      - (c) Fuentes would like input from Lee on ideas for international webinars.
    - (2) Walker said would like to facilitate an in-person training event at the National Press Club in D.C.
    - (3) Fuentes said starting in November, IRE will offer a free year-long election coverage training series for members.
      - (a) Kessler noted the series would be good to market among journalists in D.C. Grandestaff said the programming is in the works.
      - (b) Some of the election training series will overlap with the free monthly webinars, others will be paid.
  - d) Events Director:
    - (1) Fuentes said she is making plans for Klimstra's departure.
      - (a) Fuentes may hire a consultant to handle NICAR 2024 and distribute Klimstra's administrative duties among part-time staff on a temporary contract basis. She will have conversations with Klimstra to make a more detailed plan. And she will discuss any plans with the board before making final decisions.
2. **Treasurer's Report** (Greenblatt)
    - a) Greenblatt said he is glad that the projected grants were included in the proposed budget. This allows the organization to more reasonably plan for spending.
  3. **President's Report** (Rosenthal)
    - a) Shared asynchronously in written form.

**At 6 p.m., Hinkle moved to adjourn and Vo seconded. Approved on a voice vote.**