

Society of Professional Journalists - SPJ Board of Directors Meeting Minutes

October 2, 1999 - Indianapolis

Meeting Date: October 2, 1999; 8:35am

Meeting Place: Westin Hotel, 1999 Annual Convention, Indianapolis

Roll Call:

SPJ Board Members Present: 20

Wendy Myers

Kyle Niederpruem

Ray Marcano

Fred Brown

Todd Gillman

Mac McKerral

Julie Asher — arrived at 11:00am

Melanie Ave

Ginny Frizzi

Pat McKeand

Michelle Swafford

Irwin Gratz

Anita Weier

Jay Evensen

Mark Scarp

Bonna de la Cruz

Staci Kramer — arrived at 1pm

David Carlson

Elizabeth Fraas

Robert Leger

SPJ Board Members Absent: 3

Lance Wallace

Lisa Rollins

Laurie Williams

SPJ Staff Members Present: 4

James Gray

Leslee Combs

Jeff Mohl

Frank Giammarino

Others Present:

Steve Geimann

Ian Marquand

Bruce Cadwallader

Frank Gibson

Terrance Aldridge — The Working Press

Approval of Minutes of the special board Meeting of August 13, 1999

Motion to approve minutes of the special board meeting of August 13, 1999, as corrected. Moved by Dave Carlson and seconded by Ginny Frizzi. Motion approved.

President's Report

Wendy Myers thanked everyone for an exciting term. Annual performance review of executive director was completed at this annual meeting and will be performed at the annual meeting in the coming years. Myers also reported the purchase of the new SPJ headquarters facility at 3909 North Meridian St. in Indianapolis. The Society and the Foundation are scheduled to be in the building by August 1, 2000. Strategic Planning Committee met at the Indianapolis Star on Friday, August 1st and has provided to the board a complete draft of the proposed plan for the organization for the next three to five years. Myers commended Jim Gray for the improved communication to the SPJ leaders with his biweekly reports.

Executive Directors Report

Jim Gray reported on the new facility. The building, at this time, does not meet ADA/EPA guidelines but Gray is receiving quotes to bring the building up to code. Soon to be launched is the "Building for the Future" capital campaign to raise the funds needed to renovate the building. In this campaign, members will have the option to pledge \$100 (or more) and be recognized for their contribution at the new building.

Gray also reported that as a result of the purchase of the new building and impending move to Indianapolis, several employees have left SPJ. While the number of headquarters personnel has decreased, current personnel have taken on more responsibility to offset the shortage. Advertisements for several positions were run in the Indianapolis Star and Gray has received a large number of responses. The ads did clarify that the Society will be moving to Indianapolis but the positions will be located in Greencastle until July, 2000.

With the relocation to Indianapolis, SPJ's legal counsel for business affairs has been changed. SPJ's new legal counsel is the law firm of Leagre, Chandler and Millard. After the August 13th board meeting, Gray contacted Baker & Hostetler to register Quill and The Quill as trademarks of the Society. Robert Leger asked if there were any ramifications with switching legal firms. The only change is economic. Using a local law firm should be less expensive. Baker & Hostetler will continue to represent SPJ in First Amendment and FOI matters.

With membership at a slight decline, Gray has introduced a new payment program for members to renew. This program was published in the October Quill. Myers commented that every board member should take a handful of membership applications and actively recruit new members in their regions.

Financial Report

Gray reported on the draft audited financial report for the year ending July 31. The reason for the "Draft" is that the required letter from legal counsel had not been received at the time of the preparation of the board packets. Moved by Leger and seconded by Ray Marcano to accept the draft audited financial report for the year ending July 31, 1999. Motion approved.

Discussion regarding the convention and the Saturday through Tuesday structure as opposed to Thursday through Sunday. Thursday through Sunday works better for most participants and our change to this structure hopefully will bring in more participants at annual convention time. Paid registrations approximately 240 [this figure increased significantly after convention opened].

Gray also reported on the interviewing of new CPA firms. George S. Olive has been SPJ's auditors for more than 10 years and Gray is looking closely at costs. Melanie Ave was concerned with the lack of workshops available. Kyle Niederpreum will be working on increasing the number of workshops in the coming year.

Executive Session Discussion

Myers opened the discussion with the statement that this was not going to be a "rehashing" of the April board meeting. Bob Lystad, legal council, was on speaker phone during this discussion. With extensive discussion regarding closed session the following motions were made:

Motion #1 by Ave and seconded by Anita Weier to include in Article 7 of the bylaws "It is the policy of the Society of Professional Journalists that its meetings shall be open." Motion failed.

Motion #2 by Fred Brown and seconded by Ave to revise motion #1 to read "It is the policy of the Society of Professional Journalists that its meetings shall be open to the fullest extent possible." Ray Marcano offered a friendly amendment to the motion to read " It is the policy of the Society of Professional Journalists that it will fervently endeavor to hold its meetings openly". Friendly amendment agreed to by Brown and Ave, however, the motion was tabled.

Myers commented that instead of making a bylaws change, this could be made into a board policy instead.

Motion #3 by Todd Gillman and seconded by Ave to table motion #2. Motion passed 15-for, 4-against, 0-abstained, 4-absent.

Motion #4 by Brown and seconded by Mark Scarp to adopt a policy for closing meetings using language from Fred Brown's report (without "consult counsel" and without "real property"). The policy to read:

The board of directors and executive committee may exclude other parties from their meetings only rarely and under these strict limits:

- To interview candidates for executive director or to discipline or remove the executive director, national officers or regional directors.
 - To discuss the employment, discipline, compensation, resignation or performance of officers or employees over whom they have authority.
 - To consult with counsel to obtain legal advice or to discuss pending or potential litigation.
- To comply with a legally imposed requirements that matters be kept confidential.