

# SPJ Board of Directors Meeting Minutes

## October 7, 2001 - Bellevue, Wash.

**Meeting Date:** October 7, 2001

**Meeting Place:** The DoubleTree Hotel, Bellevue, Wash.

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### Roll Call:

Board Members Present: 18

Al Cross  
Robert Leger  
Mac McKerral  
Jim Highland  
David Carlson  
Irwin Gratz  
Dan Drummond  
Holly Fisher  
Bruce Cadwallader  
Dave Aeikens  
Patrick Dobson  
Todd Gillman  
Jay Evensen  
Steve Maynard  
Mark Scarp  
Jim Parker  
Robyn Eoff  
Brian Joseph

Board Members Absent: 4

Ray Marcano  
Vicky Katz Whitaker  
Jamie Gonzales  
Elizabeth Bienvenu

Staff Members Present: 2

Jim Gray, SPJ Executive Director  
Julie Grimes, SPJ Deputy Director

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### CALL TO ORDER

SPJ President Al Cross called the meeting to order. Secretary/Treasurer Mac McKerral called the roll. Cross welcomed new board members to the meeting.

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### REGION 12 VACANCY

Cross explained Region 12 Director candidate Don Elkins' absence from the convention. As a primary anchor at his station, Elkins was unable to leave the area due to the terrorist attacks and possible U.S. response, and no election was held at the regional meeting at the convention.

**David Carlson made motion to appoint Don Elkins Region 12 Director for one year, after which the region will hold an election will be held for the unexpired portion of his term. Second by Dave Aeikens. The motion carried unanimously.**

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## EXECUTIVE COMMITTEE ELECTIONS

Al Cross explained that the SPJ Executive Committee is the heart of volunteer leadership and provides most of the direction to the SPJ Headquarters staff. Committee members should be fully qualified, have experience with SPJ leadership and have good judgment. Committee members include the SPJ officers, the immediate past president and two directors elected by the remaining board members. Cross opened the floor for nominations.

Dave Aeikens nominated **David Carlson**. Second by Jay Evensen.

Bruce Cadwallader nominated **Jim Parker**. Second by Dan Drummond.

Holly Fisher nominated **Mark Scarp**. Second by David Carlson.

Dave Aeikens nominated **Todd Gillman**. Second by Jim Parker.

David Carlson nominated **Irwin Gratz**. Second by Todd Gillman.

The nominees gave two 2-minute speeches from their seats. Cross proposed a voting procedure in which each board member would vote for two candidates. The lowest vote getter would be dropped and a runoff would take place until the two candidates were selected. Voting will take place by non-officer board members.

**Brian Joseph made a motion to conduct the vote in the manner outlined by Cross. Second by Jim Highland. Without objection, it was so ordered.**

Voting and tabulation were as follows: On the first ballot, the votes were Carlson 7, Scarp 7, Gillman 5, Parker 5 and Gratz 3. On the second ballot, the votes were Carlson 9, Scarp 8, Parker 4 and Gillman 3. On the third and final ballot the votes were Scarp 10, Carlson 9 and Parker 4. **David Carlson and Mark Scarp were selected to fill the two board-elected positions on the Executive Committee.**

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## RATIFICATION OF SDX FOUNDATION BOARD ELECTIONS

SPJ President Al Cross presented the board with the officers and board members elected by the SDX Foundation board of directors during its Oct. 4 meeting. These elections are subject to ratification by the SPJ board of directors. The slate of officers and board members up for election follows:

**Officers:** President: Paul McMasters (two-year term); Vice President: Sue Porter (one-year term); Secretary: Steve Geimann (one-year term); and Treasurer: Howard Dubin (one-year term).

**Board members and proposed term expirations:** David Boardman (2003), Howard Dubin (2004), Steve Geimann (2002), Hoag Levins (2004), Tony Mauro (2004), Paul McMasters (2003), Sue Porter (2002), Russ Pulliam (2004), and Paul Steinle (2004).

Other board members continuing to serve terms are: Betsy Ashton (2002), Fred Brown (2002), Jane Kirtley (2002), Dori Maynard (2002), Frank Gibson (2003), Kelly Hawes (2003), and Georgiana Vines (2003).

The Foundation also proposed David Carlson to continue as a member, but Cross did not submit his nomination for ratification by the SPJ Board because he had been elected to the SPJ Executive Committee, which was in line for appointment to the Foundation board. See item below.

**Bruce Cadwallader made a motion to approve the Foundation board member and officer slate presented by Cross. Second by Dave Aeikens. Motion carried unanimously.**

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## 2004 CONVENTION

Region 1 Director Irwin Gratz said the Deadline Club of New York voted in August to bid to host the 2004 SPJ National Convention in New York City. The group is still interested in hosting the convention, even after the Sept. 11 attack, and other chapters in the area are interested in helping with the event (New Jersey Pro and Connecticut Pro have expressed interest so far). Gratz predicts the group will need to raise about \$200,000 to host a successful convention.

**David Carlson made a motion to accept the Deadline Club's bid to host the 2004 SPJ National Convention in New York City. Second by Mark Scarp. The motion carried.**

Region 2 Director Dan Drummond asked that the minutes reflect that the board members were skipping around on the printed agenda.

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## COMMITTEE APPOINTMENTS

Al Cross said he would be distributing a full list of SPJ national committee chairs in the near future. He mentioned a few of the committee appointments at the meeting and noted that regional directors could no longer appoint national committee members but could make recommendations to the president regarding appointments.

**Awards and Honors Committee** — chaired again by Guy Baehr.

**Bylaws** — chaired again by Bill McCloskey. The committee has been instructed to undertake a complete revision of the Society's bylaws. Committee members are: Amy Fickling, Bob Becker and Irwin Gratz. Other members may be named at a later date.

**Chapter Doctor** — Cross has asked Western Washington Pro Chapter, judged best large pro chapter, to make a recommendation.

**Diversity** — Chaired again by Sally Lehrman.

**Ethics** — Chaired by Gary Hill. Co-chairs are Fred Brown and Casey Bukro.

**Finance** — Mac McKerral. Members include the Executive Committee, Irwin Gratz and Todd Gillman.

**FOI** — Co-chairs Ian Marquand and Charles Davis. Marquand will maintain authority over LDF requests, and Davis will take a lead on campus crime and courts.

**International Journalism** — Chaired by Paul Ferguson. Chair emeritus is John Hopkins.

**Journalism Education** — Chaired by June Nicholson. Dushesne Drew will act as co-chair.

**Leader Council** — Chaired again by Georgiana Vines.

**LDF** — Chaired again by Christine Tatum.

**Membership** — Chaired by Howard Dubin. Jerry Masek will serve as co-chair. Cross requested that every Regional Director recommend a membership chair as well as at-large representatives to the membership committee.

**Nominations** — Chaired by Ray Marcano.

**Professional Development** — To be determined. (Cross has since appointed co-chairs

Dorothy Estes, Fort Worth convention programming chair, and Lillian Lodge Kopenhaver.)

**Project Watchdog** — Chaired by Nerissa Young. Co-chairs are being sought in Washington, D.C. and New York City to facilitate a Project Watchdog event in each city.

**Resolutions** — Chaired again by Kelly Hawes. Hawes will be assisted by Peter Sussman and Bill McCloskey.

## **MEMBERSHIP ISSUES**

L.A. Pro Chapter board member Lauren Bartlett encouraged board members to consider revising the current membership application so that local chapter membership is at the same level as member type. This would be for the printed and online version of the form.

Cross explained that the Membership Committee would take this and other membership issues into consideration as it prepares for the membership drive this fall.

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## **BOARD MEMBER ORIENTATION**

Bruce Brown of SPJ's legal counsel, Baker & Hostetler presented board members with a brief orientation session. He said board members had two major areas of concern with regard to the organization — a duty of care and a duty of loyalty.

The duty of care means board members act in good faith in their capacity as a board member of an organization. They are expected to do "what a reasonable person would do in a similar situation."

Board members are protected from liability even if it turns out they made a bad decision. They should attend meetings, adhere to the organization's policies and procedures and stay reasonably informed of organization activities. It is the board's job to set policy. The professional staff carries out that policy.

The duty of loyalty involves conflicts of interest, among other things. Board members should be cautious about transactions that could involve personal gain, and disclose any conflicts or potential conflicts. Under loyalty, there also is a duty of confidentiality.

As for personal risk, the Society maintains a directors and officers insurance policy in the amount of \$2 million.

Brown and SPJ leaders agree that further examination was needed regarding regional meetings administered by regional directors and whether those meetings were covered under any insurance.

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## **SPJ APPOINTMENTS TO SDX FOUNDATION BOARD**

The group considered the following one-year appointments to the Sigma Delta Chi Foundation board of directors: president, president-elect, vice president for campus chapter affairs, secretary/treasurer, member Irwin Gratz, member Todd Gillman, and member David Carlson.

**Jay Evensen made a motion to approve the nominations as outlined. Second by Jim Parker. The motion carried.**

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## **REGIONAL CONFERENCE/2002 SCHEDULE**

Regional directors and other board members shared dates for regional conferences and 2002 SPJ meetings. The following list includes information, noted in parentheses, developed since the board meeting.

Region 1 — April 19-21, Syracuse University

Region 2 — May, Richmond, Va. (This has since been moved to April 26-27 in Fredericksburg, Va.)

Region 3 — May 3-4, Atlanta, Ga., with SPJ National Writers Workshop Board members were concerned about the late date and asked that it be reconsidered. (It has since been moved to April 19-21.)

Region 4 — late March, Bowling Green State University, Ohio (This has since been set for March 22-23.)

Region 5 — April 12-13, Springfield, Ill. (joint with meeting with Region 7)

Region 6 — April 5-6, Minneapolis (information provided after meeting)

Region 7 — April 12-13, Springfield, Ill. (joint with meeting with Region 5)

Region 8 — March 22-23, San Antonio, Texas

Region 9 — April 5-6, Fort Collins, Colo.

Region 10 — April 5-6, University of Washington, Seattle

Region 11 — March 16-18, San Francisco, Calif. (SPJ National Writers Workshop)

Region 12 — April 12-13, Fayetteville, Ark. (information provided after meeting)

Feb. 3 — SPJ Executive Committee Meeting, Los Angeles, Calif. This will be in conjunction with the L.A. Pro Chapter's annual banquet.

April 19 — SDX Pulliam Editorial Fellowship Banquet, Washington, D.C.

Cross said this was an important event and all board members should make an effort to attend. In 2003, the spring board meeting will be planned in conjunction with the Pulliam Banquet. April 26-27: Spring board meeting, national headquarters, Indianapolis

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## **OLD BUSINESS**

None.

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## **NEW BUSINESS**

Mac McKerral commended the staff of the 2001 Working Press.

**Brian Joseph made a motion to commend The Working Press staff. Second by Jim Highland. Motion carried unanimously.**

**David Carlson made a motion that the secretary-treasurer prepare a letter on behalf of the board commending the members of the Western Washington Pro Chapter for their hard work on this convention. Second by Robert Leger. Motion carried unanimously.**

**Robert Leger made a motion to commend the Headquarters staff for their hard work. Second by Jim Parker. President Al Cross asked that the record show he endorses this motion wholeheartedly. Motion carried unanimously.**

**Irwin Gratz made a motion to go into Executive Session to discuss a personnel matter. Second by Jim Highland. The motion carried.**

The board was in executive session from 9 to 9:45 a.m.

(Secretary/Treasurer Mac McKerral, rather than staff, recorded the remaining minutes of the meeting.)

**After the executive session adjourned and the meeting was re-opened, Irwin Gratz made a motion "To authorize the society's executive officers to take personnel action consistent with the discussion just concluded in the executive session." Seconded by Bruce Cadwallader. Motion passed unanimously.**

**Irwin Gratz made a motion "To extend the freeze on all membership dues until the 2002 National Convention." Seconded by Jim Parker. Motion passed unanimously.**

**Patrick Dobson asked that the issue of dues be made part of the discussion of bylaws revision announced earlier by Al Cross. Cross said it would be part of that work.**

**Patrick Dobson made a motion to adjourn. Jay Evensen seconded. Motion passed unanimously. The meeting adjourned at 9:55 a.m.**