

SPJ Board Meeting Minutes

May 15, 2004 - Indianapolis, IND.

Meeting Called to Order

With President Mac McKerral presiding, the meeting of the board of directors of the Society of Professional Journalists was called to order at 8:15 a.m. on Saturday, May 15, 2004, at the Eugene S. Pulliam National Journalism Center in Indianapolis, Indiana.

Roll Call

Secretary-Treasurer David Carlson called the roll. The following board members were in attendance for all or a portion of the meeting: President Mac McKerral, President-elect Irwin Gratz, Secretary-Treasurer David Carlson; Vice President of Campus Chapter Affairs Jim Highland; Directors At Large Jim Parker and Christie Tatum; Student Board Representatives Tasha Braggs and Amanda Lutz; Advisers At Large Mead Loop and Neil Ralston; Regional Directors Guy Baehr, Ann Aughterton, Holly Fisher, Bruce Cadwallader, Vicky Whitaker, Dave Aeikens, Kerri Fivecoat-Campbell, Travis Poling, Paul Husselbee, Scott Maben (via telephone).

Approval of Minutes

Upon a proper motion and second by Aeikens and Loop, the minutes of the September 11, 2003, board of directors meeting were approved as corrected.

Upon a proper motion and second by Highland and Cadwallader, the minutes of the September 14, 2003, board of directors meeting were approved as corrected.

Report of the President

McKerral provided a verbal report, acknowledging the organization's recent work in the areas of freedom of information, journalism education, professional development, ethics and diversity. McKerral encouraged the board to "do smart things and do them quickly."

Report of the Vice President for Campus Chapter Affairs

Highland referred to his report, which was available in the board packet. He said the Campus Chapter Affairs Committee had worked hard and had a productive year. Highland commented on the efforts of the SPJ task force at Long Island University. The task force's preliminary report was available in the board packet. Highland said that because of increased efforts on campuses, people were starting to be familiar with SPJ at the university level.

McKerral told board members that when campus task forces were formed, representatives go to the campuses with an attitude of collaboration. They focus on the First Amendment and SPJ's Code of Ethics. The first and most important order of business for the task force is fact finding.

Regional Reports

Reports from the following regions were included in the board packet: 1, 2, 3, 6, 7, and 11. Reports from regions 4, 5, 8, 9, and 10 were distributed at the meeting.

Each regional director provided a brief update, and McKerral asked each director to send copies of their regional reports to all chapter leaders in their regions.

Region 1 Highlights: Baehr noted that the combined "Super Regional" with Region 1 and Region 2 has worked well. The event drew about 175 people. Baehr noted that the New York Pro Chapter in his region was working hard on planning the annual convention.

Region 2 Highlights: Aughterton reiterated Baehr's comments about the success of the regional. Aughterton noted that she has begun distributing a monthly electronic newsletter and is working to update the Region 2 contact list.

Region 3 Highlights: Fisher noted that approximately 70 people attended the Region 3 Conference in Fort Lauderdale, and the group raised \$2,000 for the Legal Defense Fund. The 2005 Region 3 Conference will be in Charleston, S.C. Fisher continues to work with the Atlanta Pro Chapter and the Green Eyeshade Awards Contest.

Region 4 Highlights: Cadwallader reported that 150 people participated in the Region 4 Conference in Columbus, Ohio. The 2005 conference will be at West Virginia University. Cadwallader noted the retirement of Dr. George Arnold of Marshall University who has served as co-adviser to the SPJ chapter there for 32 years.

Region 5 Highlights: Whitaker said the highlight of the Region 5 Conference at Western Kentucky University was an award presented to a 104-year-old individual who writes a weekly column and religion stories for a Kentucky newspaper. The 2005 program will be jointly planned by the Cincinnati and Louisville chapters.

Region 6 Highlights: Aeikens reported a good regional conference and said that growth and reemergence has been the theme of the region this year. He also updated the group on the case of a Minnesota journalist who is currently being fined \$200 per day for refusing to reveal anonymous sources. SPJ and local chapters have provided assistance and funds to help cover the fines.

Region 7 Highlights: The Region 7 conference included 75 people and raised \$1,300 for the Legal Defense Fund. The 2005 conference will be in Springfield, Mo. Campbell hopes to continue working to reactivate the St. Louis chapter.

Region 8 Highlights: The Region 8 Conference will be May 21 in conjunction with a Poynter National Writers Workshop. Poling reported lots of interest in his area about starting new chapters.

Region 9 Highlights: The Region 9 Conference included 75 people and was held in Denver.

At Large Director Reports

Tatum reported that the Chicago Headline Club is forming a foundation to award local scholarships and focus on local issues. Tatum reported that journalists in Denver seemed to have an interest in collaborative efforts among organizations and media outlets. Tatum also has been talking with journalists at the University of North Carolina at Chapel Hill about creating a joint effort between professionals and student in that area.

Tatum has talked with a jewelry artist who has shown interest in setting up a program that provides a percentage of proceeds from jewelry sales to the Legal Defense Fund. She will continue these discussions with the Executive Director.

Parker reported that he had helped with fund raising and programming for the recent Region 10 Conference in Portland, Ore., and had been a guest lecturer at the University of Oregon.

Report of the Executive Director

Harper's report was distributed at the meeting. He introduced new staff members Joyce Dobson, director of development, Chris Vachon, director of programs, and Gail Kiles, assistant director of programs. Harper discussed March financial statements, which were distributed at the meeting and said future reports would be delivered monthly rather than quarterly.

Harper reported that the Archibald bequest had been received and transferred to the Sigma Delta Chi Foundation. Highland is chairing a committee to determine guidelines for scholarships to be awarded from the fund. The preliminary idea is to award three \$1,000 scholarships each year.

Harper referenced the Sigma Delta Chi Foundation and SPJ Relationship Statement prepared by Baker & Hostetler.

Upon a proper motion and second by Tatum and Aeikens, the board voted to endorse the relationship statement. The motion carried unanimously.

The Relationship Statement is attached to these minutes as Exhibit A.

Headquarters Personnel Policy

The revised personnel policy was included in the board packet.

Upon a proper motion and second by Parker and Whitaker, the board voted to accept the personnel policy with minor corrections.

The Journalist Magazine

Gratz briefly reviewed the board's decision to produce The Journalist, a magazine to be released at the 2004 SPJ National Convention in New York City. While the board had hoped the magazine would be a source of income, it now appears it will lose a significant amount of money. Gratz introduced the Amy Lemel, publisher of The Journalist, to provide an update on the publication. Lemel provided a handout for the group, which was available at the meeting.

Lemel explained that the original idea was to create a high quality, high image book about journalists and journalism that would also make money. She shared a mockup of several pages of the magazine and said it would be an excellent marketing tool for the organization. The lineup of contributors is excellent, and some pieces are already in hand.

Lemel explained that publishing had been difficult and reviewed the initial feasibility study she did for the magazine. Editorial ideas including topics and writers were on target, but predicted advertising sales were not. Rates were set too high for a launch magazine, and a detailed prototype is necessary to sell the magazine.

At this point, the worst-case scenario financial predictions from last year have become the best-case scenario. June 30 will be the closing date for ad sales.

Gratz said that, at this point, the magazine will cost between \$50,000 and \$100,000 to complete. SPJ's cash position is strong, so financing the magazine is not an immediate problem. Lemel said she was working to reduce printing costs, and she is not yet certain on page counts.

The board asked about cost implications for ending the project now versus completing it. To date, \$105,000 has been spent on the project. Another \$80,000 to \$100,000 is expected to complete it. Not publishing would also have an impact on current advertisers as well as editorial content contributors.

Carlson asked Lemel to state for the record the worst-case scenario and SPJ's maximum continued exposure from this point. Lemel confirmed that "the worst-case scenario is a \$133,000 loss." The loss currently stands at \$105,000. SPJ's maximum exposure from this point is an additional \$27,000 loss.

Upon a proper motion and second by Parker and Loop, the board voted to reaffirm the organization's commitment to completing The Journalist magazine. Following the National Convention, the matter should be referred to the Publications Committee for a complete review and analysis in order to manage similar projects in the future.

Upon a proper motion and second by Baehr and Tatum, the board voted to direct the publisher to focus the editorial direction of the magazine to give a higher priority to SPJ's missions. The motion carried unanimously.

Legal Defense Fund Request

Tatum discussed a Legal Defense Fund request that was included in the board packet. The matter concerns records from lawsuits filed against the Roman Catholic Dioceses of Joliet, Ill. The cases involved alleged

sexual abuse by priests and a cover-up by Bishop Joseph Imesch. Attorney Dan Craven has agreed to take on the case and cap his fees at \$50,000.

Tatum recommended that the board provide \$15,000 to help fight the case. The funds would only be released if the Chicago Headline Club is successful in raising the remaining \$35,000. (The Headline Club has agreed to contribute \$5,000 if the LDF provides \$15,000.)

Upon a proper motion and second by Tatum and Parker, the board voted to commit \$15,000 from the Legal Defense Fund to the case, provided that the Chicago Headline Club first raises the remaining \$35,000. The motion carried with one abstention by Aughterton.

Budget Discussion

Carlson, chair of the finance committee, briefly reviewed the committee's work. He reported that the budget for 2004-2005 includes a small cash deficit of \$1,231, less than .04 percent of the total budget. This budget also includes a large increase in stipends for volunteer leaders who serve on the board. The Finance Committee believes this is an important step in attracting new leaders to the organization. These stipends are 2.25 percent of the total budget.

Controller Jake Koenig reviewed the budget-planning process. Staff members responsible for each program determined activities needed to accomplish program goals. Then, they determined the cost associated with each of those activities. Staff prepared their budgets. The deputy executive director reviewed the content, and the controller checked math and compared it to prior years. The executive director did a final review of the budget. Of the expenses in this budget, 84 percent were calculated expenses, based on figured costs.

The board discussed the proposal and asked questions about proposed expenditures.

Fisher suggested creating an additional stipend for the two directors who are elected to the Executive Committee. McKerral asked Ralston to review the current policy on use of board stipends and make any recommendations for changes to the Executive Committee during the July 2004 meeting.

Baehr suggested increasing the SDX Awards marketing budget from \$1,000 to \$15,000.

Cadwallader suggested a reexamination of SPJ merchandising options.

Parker and Aeikens made a motion to adopt the proposed budget.

Upon a proper motion and second by Whitaker and Highland, the board voted to amend the proposed budget to increase the at large director stipends by an additional \$250 each. The motion carried with one opposed (Parker) and two abstentions (Ralston and Loop).

Upon a proper motion and second by Baehr and Whitaker, the board voted to amend the proposed budget to increase the Sigma Delta Chi Awards marketing budget from \$1,000 to \$15,000 with the objective of advertising the award winners in trade journals.

Upon a vote, the board voted to approve the budget as amended.

A copy of the budget is attached to these minutes as Exhibit B.

Executive Director Performance Review

Upon a proper motion and second by Carlson and Loop, the board voted to go into a closed session to discuss the executive director's evaluation.

The closed session began at 11:27 a.m. and an open session resumed at 12:05 p.m. Carlson kept notes during the closed session.

Upon a proper motion and second by Gratz and Highland, the board approved a four percent raise in executive director compensation and a bonus to be determined by the Executive Committee.

Group took a break for lunch at 12:10 p.m. and reconvened at 12:45 p.m.

Committee Reports

Upon a proper motion and second by Parker and Lutz, the board voted to accept the committee reports as presented in the board packets.

Reports were submitted by the following committee: ACEJMC, Bylaws, Ethics, Freedom of Information, Membership, Nominations, Professional Development, Project Watchdog, and Freelance.

Discussion Item: Centennial History

McKerral reported that the recent SPJ Report article about the organization's 100-year anniversary had generated responses from six people. Ginny Frizzi is chairing the committee overseeing the project, and McKerral will prepare a list of committee members.

ICOG Office Space

The Indiana Coalition for Open Government has approached SPJ about obtaining office space for their organization. The board instructed the executive director to research this issue and determine whether it's feasible to provide the group with complimentary space.

Unity

SPJ will have a strong presence at the Unity Convention this year. Board members should send suggestions for booth information to Harper and Gratz.

SPJ Listservs

McKerral expressed concern about various listservs with SPJ's name attached to them. The general consensus was to see about shutting down the SPJ-L listserv and possibly creating another moderated listserv or message board in the future. McKerral will contact list owner Jack Lail about this issue.

FOI Coalitions

McKerral reported that SPJ leaders would be speaking with Tom Curley of the Associated Press about ways to partner on freedom of information efforts.

Publications Committee

Carlson reported that he had been asked to revive the committee and chair it with the purpose of taking a close look at Quill and what it might become. The committee has prepared a readership survey and will do interviews at the SPJ National Convention in New York City. Ideas about the magazine should be sent to Carlson.

Awards and Honors Committee Chair

Upon a proper motion and second by Husselbee and Ralston, the board voted to rescind the 2001 Sigma Delta Chi Award for foreign correspondence presented to Jack Kelley, formerly of USA Today. The action was undertaken pursuant to a request made by USA Today.

McKerral reported that Baehr will serve as interim chair of the Awards and Honors Committee until a permanent chair is named.

Ethics Book Update

McKerral reported that the copyright for "Doing Ethics in Journalism" has been retrieved from the publisher and returned to the SDX Foundation. He hopes the book will be back in print within a year. Board members suggested that the publication budget a plan include a component to provide every new member a copy of the book as part of his or her SPJ membership.

NFOIC Headquarters

The National Freedom of Information Coalition is seeking a new headquarters location. The board

instructed Harper to let the group know that SPJ is interested in learning more about hosting the NFOIC in Indianapolis.

Indiana Pro Chapter

Upon a proper motion and second by Carlson and Gratz, the board voted to formally recognize the Indiana Pro Chapter for its donation of tables and chairs to SPJ Headquarters.

Governance: Minority Report

Tatum commented on the Governance Report submitted via e-mail to board members and prepared by Region 12 Director Clint Brewer. Tatum outlined the following three issues from the report: SPJ should reexamine its basic structure and consider a one member, one vote form of governing; the organization should review the structure of who can run for office and reexamine the board structure; and the organization should consider changes in its regional system and regional directors.

McKerral instructed the group to consider those options that would allow the board and the organization to move forward. From the discussions, the Bylaws Committee will be asked to prepare specific bylaws changes to address the issues.

Tatum made a motion, seconded by Whitaker, to instruct the Bylaws Committee to prepare for consideration by delegates at the New York Convention, bylaws language that would:

- Remove the requirement by regions to hold regional conferences
- Instruct professional chapters to collaborate with other professional and campus chapters

The group discussed concerns about networking opportunities for students, the Mark of Excellence awards, and ensuring that delegates had adequate information to make informed decisions. Discussion continued about removing the requirement for chapter representation and regional conferences and about defining how often chapters would be required to collaborate.

Upon a proper motion and second by Carlson and Parker, the board voted to table the discussion.

A motion and second by Tatum and Whitaker, respectively, to remove the previous question from the table was defeated.

Carlson made a motion to direct the Bylaws Committee to draft bylaws language for delegates at the New York Convention to consider moving the organization to a one member, one vote form of governance. Highland seconded the motion.

Upon a proper motion and second by Baehr and Aeikens, the board voted to amend the motion on the floor to direct the Bylaws Committee to draft bylaws language for delegates at the New York Convention to establish a one member, one vote form of governance in the direct election of officers and directors of the SPJ board. The motion carried.

Upon a proper motion by Whitaker and second by Tatum, the board voted to direct the Bylaws Committee to draft language for delegates at the New York Convention to consider the following options:

- Consolidate the existing 12 regions into the traditional and recognized geographic regions of the county – north, south, east coast, west coast, midwest, northeast and southwest.
- Add to the board four additional at large positions representing these areas -- print broadcast, new media and freelance journalists.

The motion carried with Parker and Maben opposed.

The Bylaws Committee should outline what geographic areas will fall in each of the seven proposed

regions.

Carlson made a motion, seconded by Tatum, to instruct the Bylaws Committee to draft language that would reduce the SPJ leadership ladder by eliminating the secretary/treasurer board position. Upon a show of hands vote the motioned failed. The vote was eight in favor of eliminating the position and nine opposed.

A motion and second by Cadwallader and Tatum, respectively, to remove from the table the issue of whether to make regional conferences optional was defeated.

A show of hands found only five in favor of reintroducing the issue.

Upon a proper motion and second by Carlson and Whitaker, the board voted to direct the Bylaws Committee to draft language for review by the delegates at the New York Convention to eliminate the board position of secretary/treasurer and to redefine the requirements to run for national office in the Society.

A show of hands found 13 in favor of the motion and six opposed. The group discussed that there is no official “leadership ladder.”

Discussion Item: Reciprocal Membership

Tatum asked the board to explore the idea of reciprocity in membership, meaning; she is interested in some time of cooperative program for individuals who are members of other journalism organizations. In order to discuss this issue completely, significant research must be completed.

Upon a proper motion and second by Whitaker and Tatum, the board directed staff to prepare the foundational research necessary to discuss this idea and to provide that research to the Membership Committee to make further recommendations to the board on the issue of reciprocity in memberships in journalism organizations. The Membership Committee also should explore opportunities for fruitful interchange at conferences and with other journalism groups.

Research requested:

- Price points for various journalism organization membership
- Information about how many of SPJ’s members are also members of other journalism organizations
- Recommendations from a financial structure for this program
- Suggestions about a journalism organization that might be interested in partnering to test this idea

Young Journalists Division

Upon a proper motion and second by Fisher and Cadwallader, the board voted to set up a Young Journalists Division as outlined by the Membership Committee in the report in the board packets.

Upon a proper motion and second by Lutz and Highland, the board created an ad hoc Young Journalists Committee. The committee will report to the board in September with ideas and plans for the coming year.

Staff should create a Web page for the Young Journalists Division.

Project Watchdog manual

Upon a proper motion and second by Parker and Aeikens, the board approved the Project Watchdog Manual as presented in the board packets by committee chair Nerissa Young.

2004 Convention Report

Gratz referred board members to their board packets for complete programming and planning details available to date. The convention flier was distributed at the meeting. Harper reported that significant changes to this year’s event included a single registration fee with all meal events available on an ala carte basis. Also, instead of a Legal Defense Fund Luncheon, this year’s event will include a nice reception.

Chapter Affairs

Upon a proper motion and second by Aeikens and Lutz, the board approved provisional status for an SPJ chapter at Minnesota State University, Mankato, in Mankato, Minn.

Historic Site in Journalism

Upon a proper motion and second, the board named KTLA TV Channel 5 a Historic Site in Journalism.

Financial Strategies

Gratz reported to the group about a recent committee formed to examine financial strategies for the organization. The idea for the discussion came from a memo from former SPJ President Paul McMasters. The committee reviewed McMasters' memo and other options. Committee members included Gratz, Whitaker, McKerral, Harper and Howard Dubin, a member of the SDX Foundation board of directors.

Gratz suggested holding similar discussions every year in the future.

New Business

Tatum reported that staff will be researching costs and implications of adding additional content to the LDF Section of the Web site.

Adjournment

Upon a proper motion and second by Aeikens and Cadwallader, the meeting was adjourned at 4:20 p.m.