

SDX Board Meeting Minutes

September 9, 2004 - Grand Hyatt Hotel, New York City

Meeting Date: September 9, 2004

Meeting Place: Grand Hyatt Hotel, New York City, New York

Meeting Called to Order

With President Sue Porter presiding, the meeting of the board of directors of the Sigma Delta Chi Foundation was called to order at 2:10 p.m. on Thursday, September 9, 2004, at the Grand Hyatt Hotel, New York, New York.

Special Acknowledgements

Porter thanked outgoing directors Reggie Stuart and Vice President Frank Gibson for their service to the board. She announced that Gibson was resigning from the board in order to devote more of his time to the newly organized Tennessee Coalition for Open Government. Porter presented Gibson with a portrait as a farewell gift.

Roll Call

In addition to Porter, the following were in attendance for all or a portion of the meeting: Vice President Frank Gibson, Treasurer Howard Dubin; Secretary Todd Gillman; Directors Betsy Ashton, Guy Baehr, Fred Brown, Holly Fisher, Steve Geimann, Irwin Gratz, Jim Highland, Bill Ketter, Jane Kirtley, Robert Leger, Mead Loop, Dori Maynard, Gordon McKerral, Reginald Stuart, Georgiana Vines, and Matt Winkler; Executive Director Terry Harper; SPJ Deputy Executive Director Julie Grimes and SDX Foundation Director of Development Joyce Dobson.

Minutes Approved

Vines noted that the minutes from the last board meeting did not include the attachments.

Upon proper motion and second by Vines and Ashton, respectively, the minutes of the May 16, 2004 meeting of the board of directors of the Sigma Delta Chi Foundation were approved, subject to the addition of the appropriate attachments.

Anti-SLAPP Presentation

Bruce Sanford, Baker & Hostetler LLP, referred to the report included in the board packet and made suggestions on how SPJ could build coalitions and promote anti-SLAPP legislation. In the discussion that followed, it was suggested that SPJ's FOI committee work with the Associated Press to identify a lobbying arm and NFOIC could also become a potential partner. The FOI committee will be asked to identify states that need anti-SLAPP legislation and report back to the executive committee in January.

Report of the Executive Director

Harper reported that the year-end financial picture for both organizations was good. The independent audit will commence during the week of October 4 with the goal of having audited financial statements completed by year's end.

Harper reported that the 2005 national convention will be held in Las Vegas on October 23-25 at the Aladdin Hotel (soon to be renamed Planet Hollywood). The plan is to have the SPJ board meet on Saturday afternoon, October 22, with the Foundation board meeting on Sunday morning.

Harper reported that he had requested the formation of a marketing/public relations committee of SPJ members to help create a master communications plan. The committee will be charged with considering

the mission statement and raising the profile of SPJ and the Foundation.

Harper reported that SPJ has made a bid to host the National Freedom of Information Coalition. As part of the proposal, Harper asked the Foundation to provide up to \$10,000 per year for five years to cover audit and tax return preparation fees for NFOIC. It was the sense of the board that the mission of the organizations are in alignment and that a five-year commitment was reasonable.

Upon proper motion and second by Leger and Gibson, respectively, the Foundation approved contributing up to \$10,000 per year for five years toward the costs of an audit and tax return preparation for the National Freedom of Information Coalition, provided the Society's proposal is successful.

Report of the Executive Committee

Porter referred to the committee's charge to examine staffing at headquarters and the idea advanced to raise the visibility of SPJ and the Foundation. It was decided to contract public relations work for the Foundation on an as-needed basis and to consider expanding the work to include SPJ.

Report of the Finance Committee

Dubin reported that investment has been sound. Of the approximate \$11 million in hand, about 70 percent of the funds are invested in equities and 30 percent are in fixed assets.

Dubin requested that the board consider a proposal to increase spending to promote the Pulliam Editorial Fellowship. He suggested a figure of \$6,300, including design and purchase of advertisements in Columbia Journalism Review, American Journalism Review and Editor & Publisher magazines.

Upon proper motion and second by Vines and Stuart, respectively, the board voted to allocate \$6,300 as the promotional budget for the Pulliam Editorial Fellowship.

Dubin reported that the committee had discussed other funding opportunities and revenue sources for SPJ and the Foundation. The committee suggested that consideration be given to using *The Journalist* to recruit students and to sell in bookstores. Ashton suggested adding a letter from the presidents of SPJ and the SDX Foundation to accompany *The Journalist*.

Report of the Development Committee

Dobson reported that a series of four mail pieces was nearing completion. She requested that directors utilize their new board information books and make suggestions for improvement. The annual report is the next large project and the concept approved by the communications committee was to forego a "theme" and to make the first edition a simple and clean publication. She stated that she will be devoting more attention to developing the Foundation's planned giving program in the future. Stuart reported that with the centennial anniversary of SPJ coming up on 2009, it would be helpful for SPJ to consider ways that the SDX Foundation can help.

Report of the Communications Committee

Geimann reported that the committee is working to make the Web site more user-friendly and to add a link to the Foundation on the home page. Geimann reported that he continues to work on making the work of the Pulliam Editorial Fellowship winner available to a national syndicate.

Report of the Projects Committee

Fisher referred to her committee's written report and stated that the committee is still considering how best to work with SPJ to develop a project concerning improving public access to the media. She stated that the committee is working on a list of projects to be developed.

Grants and Awards Committee

SPJ Diversity Outreach: \$50,910 request over three years to bolster journalism education, offer leadership opportunities and provide training in the areas of freedom of information and libel law for two important

constituencies – ethnic media and journalists of color – underrepresented in SPJ programs. The committee recommended funding only the leadership component of the proposal.

Upon proper motion and second by Vines and Loop, respectively, the board approved a \$17,060 grant to the Society of Professional Journalists in support of the leadership development components of the Diversity Outreach proposal. Funds are to come from the Pulliam General Fund.

National Conference of Editorial Writers: \$20,000 request in each of the next five years for NCEW's Minority Writers Seminar. The committee recommended approval of the request pending NCEW's agreement to define marketing and promotion and give proper credit to the SDX Foundation for the grant. Discussion concerned need for long term funding in order to qualify for Knight-Ridder funds.

Upon proper motion and second, the board approved a \$100,000 grant – payable in increments of \$20,000 per year for five years – to the National Conference of Editorial Writers for its Minority Writers Seminar. Funds are to come from the Pulliam Editorial Fellowship Fund.

Black College Communicators Association: \$10,000 request to help underwrite a conference and job fair for Historically Black Colleges and Universities newspapers. The committee recommended no action on the proposal. BCCA will be asked to resubmit a proposal for later consideration.

University of Georgia: \$5,000 request in each of the next three years to become an official sponsor of the *Annual Surveys of Journalism & Mass Communication*. The committee did not recommend funding

It was moved and seconded by McKerral and Baehr, respectively, to approve the \$15,000 request. After discussion, Gillman amended the motion to consider \$3,000 in each of the next three years from the Pulliam General Account. The motion failed.

Geimann recommended that University of Georgia resubmit the proposal for the board's spring 2005 meeting.

Chicago Headline Club/Loyola University: Vines referenced the letter received from Casey Bukro concerning need for confidentiality if case information from the Ethics AdviceLine is provided to SPJ. Discussion concerned lack of a contractual agreement with Loyola. Dubin volunteered to obtain a commitment from Loyola. A suggestion was made to charge SPJ's Ethics Committee with evaluating the possibility of duplication of effort between Ethics Hotline and Ethics AdviceLine and to consider the implications of long-term funding.

Stuart addressed the issue of finding long-term stability for SPJ's educational efforts. He suggested that the board consider making a grant to SPJ of \$1 million payable over 10 years or via a challenge grant. This grant would include all of SPJ's educational efforts. Maynard suggested that such a grant might help leverage a challenge grant from the Knight Foundation. The board recommended that the SDX Foundation and SPJ Finance committees consider the suggestion.

Vines referenced her report concerning the suggestion that a stipulation of receiving the Pulliam Editorial Fellowship award would require the Fellow to publish his or her work within 18 months of selection.

Upon proper motion and second by Vines and Geimann, respectively, the board voted to require all Pulliam Editorial Fellows to produce a published outcome within 18 months of their being awarded the fellowship, effective with the 2005 Pulliam Fellowship for Editorial Writing.

The board next turned its attention to a number of third-party grants made to the Society of Professional Journalists through the Sigma Delta Chi Foundation for various education programs of the Society. The board reviewed each grant and took the following actions:

Upon proper motion and second by Gibson and Stuart, respectively, the board approved a \$2,500 grant from the Scripps Howard Foundation to the Society of Professional Journalists for the

Working Press at the 2003 National Convention.

Upon proper motion and second by Dubin and Geimann, respectively, the board approved a \$50,000 grant from the Scripps Howard Foundation to the Society of Professional Journalists for the Ted Scripps Leadership Training Program.

Upon proper motion and second by Loop and Ketter, respectively, the board approved a \$5,000 grant from the Gannett Foundation to the Society of Professional Journalists for educational programming at the 2004 National Convention.

Upon proper motion and second by Ketter and Leger, respectively, the board approved a \$10,000 grant from the Staten Island Advance to the Society of Professional Journalists for educational programming at the 2004 National Convention.

Upon proper motion and second by Baehr and Maynard, respectively, the board approved a \$16,000 grant from the McCormick Tribune Foundation to the Society of Professional Journalists for Freedom of Information initiatives, specifically the creation of the FOI Audit Toolkit, a revision of the Open Doors books and related educational programming at the 2004 National Convention.

Upon proper motion and second by McKerral and Gratz, respectively, the board approved a \$10,000 grant from Howard Dubin to the Society of Professional Journalists for general educational programming.

Upon proper motion and second by Winkler and Vines, respectively, the board approved a \$10,000 grant from Betsy Ashton to the Society of Professional Journalists for general educational programming.

Upon proper motion and second by Fisher and Geimann, respectively, the board approved a \$500 grant from Betsy Ashton to the Society of Professional Journalists for general educational programming at the 2004 SPJ National Convention.

Report of the Governance Committee

Gillman referenced Kelly Hawes' report concerning an official policy requiring neutrality of SDX Foundation directors in regard to elections to the Society's board of directors.

It was moved and seconded by Geimann and Vines, respectively, that the board approve the following policy:

“The official policy of the Sigma Delta Chi Foundation Board of Directors is to remain neutral in elections for the board of directors of the Society of Professional Journalists. Individual board members may offer support and guidance to prospective candidates, but they should refrain from overt campaigning such as wearing campaign buttons and writing letters of support.”

The ensuing discussion revealed that a majority of the directors were not in favor of adopting the policy so the board moved on to other business without taking a vote.

Officer and Director Elections

Gillman referenced the 2004-05 slate of directors proposed by the committee.

Upon proper motion and second by Gillman and Gibson, respectively, the following slate of officers and directors was elected to the Sigma Delta Chi Foundation board of directors, subject to approval by the board of directors of the Society of Professional Journalists:

Officers:

Todd J. Gillman, President (two-year term expiring in 2006)

Betsy F. Ashton, Vice President (one-year term expiring in 2005)
Stephen J. Geimann, Secretary (one-year term expiring in 2005)
Howard S. Dubin, Treasurer (one-year term expiring in 2005)

Directors (term expires):

Kenneth F. Bunting (three-year term expiring in 2007)
Alvin M. Cross (three-year term expiring in 2007)
Howard S. Dubin (three-year term expiring in 2007)
Robert Leger (two-year term expiring in 2006)
Hoag Levins (three-year term expiring in 2007)
Anthony Mauro (three-year term expiring in 2007)
Russell B. Pulliam (three-year term expiring in 2007)
Matthew Winkler (three-year term expiring in 2007)

New Business

2005 Plan of Work: Porter suggested that the board consider merging the mission and governance committees during the incoming year. Vines indicated that items for the Grants and Awards committee's 2005 plan of work were omitted from the board packet.

Upon proper motion and second by McKerral and Gillman, respectively, the board adopted the corrected 2005 Plan of Work.

The 2005 Plan of Work is attached to these minutes as Exhibit A.

New SDX Foundation President Introduced: Porter introduced Gillman as the new president of the SDX Foundation board. Gillman, in turn, thanked Porter for her vision and leadership and presented her with a "special plan of work" and a crystal gavel to thank her for her tireless efforts on behalf of the Foundation.

Adjournment

There being no further business to come before the board, Porter entertained a motion to adjourn.

Upon proper motion and second by Stuart and Gibson, respectively, the board unanimously voted to adjourn the meeting of the Sigma Delta Chi Foundation Board of Directors at 5:15 p.m. on Thursday, September 9, 2004.

**Sigma Delta Chi Foundation
2005 Plan of Work**

EXECUTIVE COMMITTEE

1. Work with SPJ to implement new revenue streams. The topic has been discussed before, but it needs to be addressed with greater resolve.
2. Work with SPJ to identify "signature" SPJ and SDX Foundation programs that should be earmarked for endowment. Create a multiple-year strategic plan for implementation of development campaigns.
3. Hire PR/marketing professional. The need for this staff position was identified by the 2004 POW. The proposal will be discussed at the convention; a full-time position may be created to handle both SPJ and SDX needs. If not, a part-time person will be hired for the SDX Foundation.

COMMUNICATIONS

Update website
Prepare annual report
Expand Quill presence

Promote Pulliam(s)
Explore syndication of Pulliam work
Promote other programs/projects
Coordinate with SPJ on communications strategy
Keep SDX Foundation handbook current
Assist with press releases, promotional materials
Identify new ways to promote the SDX Foundation through internet

PROJECTS

Research feasibility of database of professional journalists (Howard Dubin's suggestion)
Add at least one SPJ board member to the Projects Committee to further the committee's goal of collaborating with SPJ on signature projects.
Work to better market the SDX Awards, including researching the possibility of creating a CD and/or book that would showcase the winners and their work.
Continue discussion of a project that would educate the public on how to better access the media (how best to bring questions, complaints or comments to members of the news media).
Develop proposals for projects that further SPJ and SDX Foundation goals, bringing those proposals before the board at the spring meeting. Those proposals should then be finalized and brought to the board in the fall for final approval of funding/implementation.

GOVERNANCE

Examine organizing documents of the foundation and most recent two years of IRS Form 990 and other legal documents.
Track terms of SDX Foundation board members and solicit candidates to fill board seats and officer positions as they come open.

FINANCE

Establish funding philosophy and/or allocation of resources (per Courier Report)
Oversee SDX Foundation request to SPJ for examination and implementation of new revenue streams

DEVELOPMENT

Create and facilitate short-term and long-range development plans
Advise/assist with annual report
Annual fund
Planned giving
Marketing pieces with invoices
Stretch goals: (possibly: endow Scripps Leadership Training program; professional development programming; SPJ annual convention; signature programs identified by Projects Committee and approved by the board for this)
Work with Communications Committee on great presence in Quill and elsewhere

MISSION

Short-term goals and long-term plans for the SDX Foundation
Relationship Statement between the SDX Foundation and SPJ

GRANTS

Establish funding priorities in collaboration with Finance Committee.
Develop standard reporting mechanism for SDX Foundation grant awardees. (Joyce Dobson will do research looking for some "boilerplate" forms and work with the committee on this item.)