

**MINUTES
MEETING OF THE BOARD OF DIRECTORS
SIGMA DELTA CHI FOUNDATION
APRIL 29, 2012
INDIANAPOLIS WESTIN HOTEL**

Meeting Called to Order

With President Steve Geimann presiding, the meeting of the board of directors of the Sigma Delta Chi Foundation was called to order at 9 a.m. Sunday, April 29 at the Westin Hotel in Indianapolis.

Roll Call

In addition to Geimann, the following board members were present: Vice President Robert Leger; Secretary Irwin Gratz; Treasurer Howard Dubin; Directors Dave Aeikens, Sonny Albarado, Fred Brown, David Carlson, Al Cross, George Daniels, John Ensslin, Jay Evensen, Todd Gillman, Jane Kirtley, Al Leeds, Sally Lehrman, Hagit Limor, Gordon “Mac” McKerral and Neil Ralston.

Staff members present included Executive Director Joe Skeel and Associate Executive Director Chris Vachon and Chapter Coordinator Tara Puckey.

SDX Foundation President’s Report

SDX Foundation President Geimann reports the endowment was up to \$11.8M as of the end of February. The value is up about 8 percent for the first two months of the calendar year.

Geimann also reports that Vachon’s new role as Associate Executive Director of the Foundation will be to identify and cultivate new funding partners. This will help the Foundation have a larger impact in the journalism landscape.

Geimann shared progress of Pulliam Editorial Fellow Mark Woods, from the Florida Times-Union. Woods is writing about the national parks system, but was thrown a curve ball when his mother fell ill. Geimann said Woods has no plans to abandon the project.

Fiscal Year 2013 Budget

Controller Jake Koenig shared the process of how the Foundation’s budget comes together. Skeel then shared some highlights, noting that the presented budget was approved by the Foundation finance committee.

There was discussion about the Pulliam Editorial Fellowship fund, and how to best use any “excess” money that isn’t slotted for the annual fellowship program. No action was taken.

Upon proper motion and second by Limor and Aeikens, respectively, the board approved the Fiscal Year 2013 budget.

Minutes

Two corrections were made to the minutes from Sept. 26, 2011 meeting. The errors included a misspelling of Beverly Kees name and Limor was referred to by first name only.

Upon proper motion and second by Gratz and Limor, respectively, the board approved the meeting minutes from Sept. 26, 2011 and Dec. 13, 2011.

SPJ President’s Report

Ensslin shared an update from SPJ’s board of directors’ meeting, which took place the previous day.

— The board supports the idea of pursuing international journalists as members, albeit cautiously. The Society’s international journalism committee will be working on a resolution that can be presented to the SPJ board in September.

— Headquarters has been tasked with developing a plan to create institutional memberships. The goal is to get SPJ’s culture into newsrooms around the country.

— Jennifer Peebles of the digital media committee is working on an interactive timeline of SPJ history, which uses graphics and timelines that visitors can click through when visiting SPJ.org.

— An update was provided on SPJ’s new online election process and accompanying campaign/election guidelines. Discussion centered around a guideline that states “current national SPJ board members should remain neutral on all elections.”

A discussion ensued whether the SDX Foundation board of directors should adopt a policy on campaigning for Society board candidates.

Carlson made a motion that “members of this board shall not actively campaign in SPJ elections.” A second was provided to Carlson’s motion (although the name of the individual was missed for the purpose of the minutes). Discussion ensued.

Upon proper motion and second by Cross and Aeikens, respectively, the board voted to table the motion.

Upon proper motion and second by Aeikens and Cross, the board voted to instruct the president to create a committee to study SDX Foundation board member involvement in SPJ elections.

Treasurer’s report

Dubin shared that the finance committee is evaluating all of its investments, one by one, and selling those that haven’t performed.

Grants and Awards Committee

The Grants and Awards Committee recommends that SDX fund the following projects:

SPJ Training Place.....	\$186,342
SPJ 2012 National Convention.....	\$85,475
SPJ Mark of Excellence awards staffing.....	\$27,201
SPJ Chapter Programming grants.....	\$5,523
National Freedom of Information Coalition.....	\$10,000
Student Press Law Center.....	\$6,925
SPJ Communications Committee	\$3,000
Greater Charlotte Pro Chapter.....	\$3,200
Total grants awarded.....	\$327,666

Upon proper motion and second by the committee and Ralston, respectively, the board approved the funding the above projects.

The Grants and Awards Committee also discussed a grant request from Casey Bukro for the Ethics Advice Line. The request was filed on time, but misplaced during staff transition. It was brought to the attention of the committee two days before this meeting.

Upon proper motion and second by the Kirtley and Brown, respectively, the board approved sending the request to the Grants and Awards Committee, who would then share it with SPJ’s Ethics Committee. If necessary, the request will come back to the full board after being vetted by

both committees.

Foundation Staff Report

Vachon shared that the focus moving forward, as a result of the Foundation staff change, will be the continuation of efforts to raise money from individuals and to develop relationships with like-minded journalism funders.

Vachon has already had discussions with the McCormick Foundation, Google, Center for Social Media Studies at American University and Reynolds National Center for Business Journalism.

She also shared that the Foundation's most successful program is the handwritten letter campaign. Leeds suggested that we ask the fundraising firm to ship the final letters to headquarters before mailing. This way, he said, they will have an Indianapolis postmark.

In addition, staff has worked over the past six months to clean up some dormant accounts on the Foundation's books.

— Following a board vote in New Orleans, we eliminated the ethics fund.

— We will soon move money to SPJ and eliminate the Speaker's Bureau account. Research shows the money was intended to be a pass-through from the onset. John Ensslin is working to revive this project.

— Staff worked closely with the family of Beverly Kees to resolve that account. In the end, the Foundation eliminated the account and cut a check to the University of Minnesota, where the school (of which Kees was an alum) will give scholarships in her name.

SPJ Staff Report

Skeel shared that Tara Puckey has been hired full-time to focus on chapter building and chapter leader support. She will also be part of the communications team.

Skeel provided a brief recap of the major projects that have taken place since the spring 2011 meeting:

— Met last April at HQ with an idea to build-out the space on the second floor and lease it. Now have a tenant moving in today.

— Hosted a breakfast at AEJMC for SPJ's campus advisers.

— Researched, tested and selected online platform for SPJ's new election system.

— Seamlessly implemented SPJ's first dues increase since 2002.

— Worked to secure early adopters of our awards contest platform. As of today, four have purchased it and used it for their contests in early spring.

— Took on NAHJ as a client, providing back-office membership and bookkeeping.

— Conducted our first joint convention with another journalism organization.

— We lamented the worthlessness of our database and chapter rosters. Today...

— We have a video tutorial for leaders on how to use those rosters.

— We hired a part-time person to work on bad addresses to ensure correct contact information.

— Fired our old database consultant and hired a new one. Expectation is to launch upgrade in May.

Skeel shared that the SDX Awards banquet will take place in Washington, D.C. this summer. Lehrman suggested staff investigate the possibility of making the dinner a fund-raising event. Because national award winners will convene in one place, Cross suggested piggybacking a training program on to the weekend.

History Book

Aeikens shared the background on the Foundation's most recent attempt to have SPJ's history recorded in book form. He then shared the Grants and Awards Committees recommendation on moving forward with the project, which follows:

— *Authorize this committee to negotiate parameters with Marion Street, with a contract to be executed by vote of the executive committee, or, if the board prefers, by the full board in a conference call.*

— *Appoint an editorial advisory committee to provide guidance to the authors. It should consist of leaders active at key moments in the past 28 years, and therefore should not be limited to members of the SDX Foundation board.*

— *Decide the source of funds to pay the authors, with the understanding that the two installments could come in separate fiscal years. We urge against having the funding come from the grants budget, which should be reserved for grants to non-profit groups and their projects.*

Upon proper motion and second by Leger and Aeikens, respectively, the board approved allowing the Grants and Awards committee to develop an advisory committee that will negotiate parameters with Marion Street Press and provide guidance to the authors. The full board will review the contract at a yet-to-be scheduled summer virtual meeting.

Board Member Elections

Terms for the following board members will expire in September 2012:

- Todd Gillman
- Irwin Gratz
- Alex Jones
- Bill Ketter
- Al Leeds
- Robert Leger
- Clint Brewer

Geimann shared his belief that the SDX Foundation board has grown too large, and that he will be stepping off the board once his term expires. Others questioned whether or not the board was hindered by its size.

Convention Update

Vachon provided updates for 2012 in Ft. Lauderdale, 2013 in Anaheim and 2014 in Nashville. Discussion focused on the schedule for the 2012 conference.

Whistleblower Policy

Skeel shared the need for the organization to have an internal whistleblower policy, and explained that SPJ's board of directors had already voted in favor of the proposed policy.

Upon proper motion and second by Kirtley and Dubin, respectively, the board adopted the proposed whistleblower policy.

Gift Acceptance Policy

Skeel presented a sample gift acceptance policy, asking the board for direction on whether it wished to have such a policy. The Foundation's independent audit firm recommended that such a policy be adopted. However, there is no requirement to have one.

Skeel was instructed to search for existing SDX Foundation gift-acceptance policies and report back to the board in September, with a more concrete plan of action.

SPJ Elections

A discussion was held regarding the roles SDX Foundation board members should play in SPJ elections. Some felt the Foundation should adopt a policy that would prevent SDX Foundation board members from campaigning for particular SPJ candidates. Others felt this could be a violation of free speech, and that their opinions could help others make an informed decision.

President Geimann appointed an advisory committee to look into whether the SDX Foundation should adopt a campaign policy. The committee, made up of Limor, Cross, Aeikens and Gratz, was given a deadline of June 1.

Adjournment

Upon proper motion and second by Carlson and Ralston, respectively, the board voted to adjourn the meeting at 11:32 a.m., Sunday, April 29, 2012.