

MINUTES
THE SOCIETY OF PROFESSIONAL JOURNALISTS
BOARD OF DIRECTORS
TIME: 1 P.M. EDT
DATE: APRIL 22, 2017
NCAA HEADQUARTERS -- INDIANAPOLIS

MEETING CALLED TO ORDER

With President Lynn Walsh presiding, the meeting of the Board of Directors of the Society of Professional Journalists was called to order at 1:05 p.m., Saturday, April 22.

In addition to Walsh, those in attendance were Secretary-Treasurer Alex Tarquinio; President-elect Rebecca Baker; Director At-Large Bill McCloskey; Vice President of Student Chapter Affairs Sue Kopen Katcef; Immediate Past President Paul Fletcher; Director At-Large Rachel McClelland; Campus Representative Keem Muhammad; Campus Representative Maggie Gottlieb; Campus Adviser At-Large Leticia Steffen; Region 1 Director Jane Primerano; Region 2 Director Andy Schotz; Region 3 Director Michael Koretzky; Region 4 Director Patti Gallagher Newberry; Region 5 Director Michele Day; Region 6 Director Joe Radske; Region 7 Director Kari Williams; Region 10 Director Ethan Chung; Region 11 Director Matt Hall and Region 12 Director Amanda Womac.

Staff members present for the meeting were Executive Director Joe Skeel, Associate Executive Director Chris Vachon, Associate Executive Director Tara Puckey and Communications Strategist Jennifer Royer.

PRESIDENT'S REPORT

Walsh gave a report on what was being planned for Ethics Week and discussed partnerships.

SDX FOUNDATION REPORT

SDX Foundation President Robert Leger talked about "Dr. J" funding and shared the 1909 Society had received a pretty sizeable pledge from 56-year-member Donald Ferguson's estate. He shared that a survey showed overwhelming support for keeping Quill magazine in print. Within a month the board hopes to come up with a recommendation for Quill.

APPROVAL OF MINUTES

Sept. 21, 2016 – Fletcher was omitted on Page 21. Sept. 18, Neuts was omitted on Page 15 and Baker's title was wrong and Fletcher's title was omitted. Also, the Region 7 fellowship was left out of the SDX report.

Upon proper motion by Fletcher and second by McCloskey, the board unanimously approved the minutes pending edits.

SPJ BUDGET

Finance Committee chairwoman Tarquinio shared that the finance committee met the day earlier, and went over the proposed budget in detail. Skeel explained the process of how the budget came together,

and offered a few highlights. There was some discussion about a decline in awards revenue and whether a presidential election year affects the number of awards submissions – and whether the awards program is “maxed out.” Skeel said unless we add new awards, he doesn’t see the program increasing. History tell us it will stay the same unless we make dramatic changes. He shared that revenue from assisting other organizations with their bookkeeping, membership, events and communications are other revenue streams could grow. Walsh said the board would entrust the awards committee to start the discussion on possible changes and then they could bring their ideas to the larger board.

Upon proper motion by Tarquinio and second by Baker, the board unanimously adopted the Fiscal Year 2018 budget.

CHAPTER ACTIVITY

Associate Executive Director Tara Puckey shared that Austin Peay State University in Region 12 has met all charter application requirements and can be activated.

As in past years, regional directors and staff review chapter activity following annual reports (due May 31) and make inactive recommendations that will be presented to the board in September.

Upon proper motion by McCloskey and second by Fletcher, the board approved the Austin Peay State University Chapter.

CONFLICT OF INTEREST POLICY

At the request of Schotz, the policy was edited to strengthen the language to say once a conflict is disclosed to the board, the person must excuse themselves from the meeting and not participate in the discussion.

Under proper motion by Schotz and second by Tarquinio, the board voted unanimously to change the language.

CREDIT CARD POLICY

Skeel explained that the Society’s auditors recommended the Society have a credit card policy. Only certain staff have credit cards and auditors recommend rules for use and consequences for misuse. Skeel shared a policy for the board’s consideration.

The board recommend that policy read “Society” instead of “company.”

Upon proper motion by Koretzky and second by Tarquinio, the board unanimously approved the policy pending legal review. (Follow-up: BakerHostetler reviewed the policy).

DISCRETIONARY SPENDING POLICY

There was discussion regarding the use of consultants in recent years. The discuss centered around spending limits and how much authority the president has to approve a consultant without board approval. After much debate, the board asked the Finance Committee to draft a policy for board consideration in September.

NOMINATIONS REPORT

Fletcher shared that the Nominations Committee got off to a slower start because of the board restructuring discussion. If adopted, people who are in office now (elected last fall) would serve out

their two-year terms. People elected this fall would serve two years as well, moving the board from 23 to 9 in three years. Fletcher then shared the nominations report: Director at-large, (McCloskey not seeking another term) Alex Veeneman, Elle Toussi and Randy Bateman; Campus adviser at-large (Tallent not seeking another term), no candidates at this time; Campus representative, Rahim Chagani and another open spot; Also running again are Kopen Katcef for Vice President Campus Chapter Affairs; Schotz for Region 2 Director; Koretzky for Region 3 Director; Radske for Region 6 Director; Chung and challenger Don Meyers for Region 10 Director; and Muhammad for Campus Representative. Fletcher is in conversations with Hall (Region 11) and Womac (Region 12) to see if they are running for re-election.

STRATEGIC MEMBERSHIP UPDATE

Puckey shared that membership is now tied more closely to everything we're doing and all the pieces are coming together. Compared to this time last year, we are up 12 percent in new members and renewals. Staff is working hard to meet internal goals each month. Personal connections from staff, board, committee members are producing a lot of good results.

STRATEGIC COMMUNICATIONS UPDATE

Skeel updated the board on progress being made in communications and advocacy since the January strategic planning meeting in San Diego. He highlighted the upcoming Ethics week, including securing space on an electronic billboard in Times Square, and the efforts to educate the public about ethical journalism.

Walsh also discussed media literacy and the importance of the SDX Programming Committee and SPJ Education Committee working cohesively on those efforts. Walsh said if SPJ leaders receive requests to do media literacy programs and they need help with resources, to contact her and she will put them in touch with people who already have programs ready to go. Content will need to be created, though, including things like written materials and "programs in a box."

Walsh also referred everyone to a document in the packet that tracked all the interviews she and Ethics Committee Chairman Andrew Seaman had done so far and links to clips where SPJ was mentioned.

FIRST AMENDMENT T-SHIRTS

Schotz asked the board to support printing "I back the First Amendment" t-shirts he thought up. The goal is to sell them during EIJ, giving attendees a chance to show their pride and raise awareness. The board supported the initiative.

AWARDS DIVERSITY

Discussion then shifted to the Wells Key and whether there is a diverse poll of nominees. It also addressed a question about whether the Diversity Committee has been able to carry out its work. Walsh said she would reach out to Diversity Committee Chairwoman Dori Zinn.

EXECUTIVE SESSION

Upon proper motion by Baker and second by Hall, the board entered executive session at 2:58 p.m. to discuss personnel and choose the Fellows of the Society. Upon proper motion by Baker and second by McCloskey, the board exited executive session at 3:49 p.m.

GOVERNANCE TASK FORCE

Newberry set the stage for the following morning's discussion by sharing the Governance Task Force report, which recommends paring the SPJ board from 23 members to 9. This would be done by

removing seats set aside for specific constituents, including Regional Directors, student representatives and campus advisors. Instead, the board would be made up of three officers, four at-large members and two appointed seats.

The goal of the plan, as Newberry explained, is to enhance the Society's chances of building a board full of high-level, strategic-thinking individuals – then giving them a structure that allows them to be nimble.

Walsh said the task at hand is to see if the board supports the idea and if so, be ready to explain it come September.

The board worked through some of its questions, providing feedback for Newberry. She agreed to craft a memo for the next day's discussion.

Upon proper motion by Newberry and second by Steffen the board recessed at 6:08 p.m.

The group resumed discussion at 9:09 a.m. the following day, and Newberry began by outlining their discussion up to this point. According to her, the following concerns had already been voiced: lost institutional knowledge from removal of the past president; the nominations committee and how that process would work; the overall loss of representational structure; and, term limits and how they might impact the structure.

Discussion followed and additional suggestions were made, specifically about sharing the information with delegates. Hall expressed concern about a reduced Regional Director stipend and, in response, Koretzky suggested the funds remain the same, which will allow Regional Directors (to be called Regional Coordinators under the new plan) to explain to their chapters that they will have more flexibility and opportunity to help them. Additionally, it was suggested that an organizational chart be created to share with delegates so they could see the flow of contact between the board and members.

Kopen Katcef expressed concern about the lack of student representation on the proposed board. Tarquinio worried that appointed directors might misuse their position, and also expressed concern about appointing non-members to serve on the board. She noted that the board could appoint someone who had lost an election and skew the democratic process of the election.

A straw poll of board members was taken, resulting in 12 supporting the proposed governance plan, 2 not supporting it and several who did not feel comfortable voting until more of their questions were answered.

Discussion continued, with conversation about diversity, representation and the process of the nominating committee, along with appointed board members, at the forefront. Newberry collected all questions, concerns and thoughts and said she planned to continue working with the task force and bylaws committee to provide additional documents explaining the structure and to address some of the specific concerns the board shared during the meeting.

The board agreed that the next step would be to conduct a virtual meeting to vote on the new structure – which would come in the form of a bylaws proposal.

Upon proper motion by Hall and second by Baker, the meeting was adjourned at 11 a.m.