

**MINUTES**  
**BOARD OF DIRECTORS**  
**SOCIETY OF PROFESSIONAL JOURNALISTS**  
**APRIL 14, 2018**  
**NCAA HEADQUARTERS -- INDIANAPOLIS**

**MEETING CALLED TO ORDER**

The meeting of the Board of Directors of the Society of Professional Journalists was called to order at 1:10 p.m. ET on Saturday, April 14, at NCAA Headquarters in Indianapolis.

Those present were: President Rebecca Baker; President-elect Alex Tarquinio; Secretary-Treasurer Patti Newberry; Immediate Past President Lynn Walsh; Vice President of Campus Chapter Affairs Sue Kopen Katcef; Director At-Large Lauren Bartlett; Campus Representative Hayley Harding; Campus Adviser At-Large Leticia Steffen; Region 1 Director Jane Primerano; Region 2 Director Andy Schotz; Region 4 Director Tom McKee; Region 5 Director Michele Day; Region 7 Director Kari Williams; Region 8 Director Eddy Gallagher; Region 9 Director Ed Otte; Region 10 Director Donald Meyers; Region 11 Director Matt Hall and Region 12 Director Kelly Kissel.

Staff members present for the meeting were Executive Director Alison Bethel McKenzie, Associate Executive Director Tara Puckey and Communications Strategist Jennifer Royer.

**PRESIDENT'S REPORT**

President Baker highlighted the new Whistleblower Project that was launched during Sunshine Week, the creation of a FOIA hotline where the public and journalists can email us with FOIA questions, the Press for Education campaign which matches journalists with K-12 classrooms to educate students on media literacy. The goal for Press for Education was to send journalists into 100 classrooms in a year. That goal was met in seven weeks. Baker recognized Becky Tallent of the J-Ed Committee, who worked for months developing curricula, forms, making matches and doing solicitations for volunteers.

**SDX FOUNDATION REPORT**

President Robert Leger referred the group to his report in the board packet. Acknowledged Baker and the committee and the tremendous work they did in searching for SPJ's new executive director. The SDX Foundation Board passed amendments to bylaws in its morning meeting. Leger has five days to notify the SPJ Board by mail, and the board has 30 days to overrule those changes. Changes include eliminating references to "Executive Committee"; the approval of funding for the Journalist on Call. Leger acknowledged Michael Sanserino, new editor of Quill, and the tremendous job he did working with the advisory committee on Quill changes. The board also discussed a possible name change to something like the SPJ Foundation.

**APPROVAL OF MINUTES**

**Upon proper motion by Katcef and second by Walsh, the board unanimously approved the minutes for Jan. 29, Dec. 11 and Nov. 4 meetings.**

### **SPJ BUDGET**

Executive Director McKenzie shared that revenue is 8 percent less for the budget ending July 31, 2019. The budget is negative \$45,000 going into 2019, but she wanted to stress that it does not include any additional fundraising by McKenzie or the new development director, who should be on board by mid-May. Staff is looking at cutting programs, salaries, trim expenses. They and the Finance Committee will be diving in and making recommendations.

Newberry commented that all revenue is down – membership, awards, etc. Association management revenue is down \$47,000 as some of that work has left. Discussions about whether National Association for Hispanic Journalists and Native American Journalists Association will join us at EIJ in the future.

Upon proper motion by Katcef and second by Schotz, the board unanimously adopted the Fiscal Year 2019 budget.

### **CHAPTER ACTIVITY**

Associate Executive Director Tara Puckey shared that William Paterson University in Region 1 and Georgia Southern University and Augusta University in Region 3 have 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 Katcef and second by Steffen, the board approved the William Paterson, Georgia Southern and Augusta University chapters.**

### **GOVERNANCE POLICIES**

Secretary-Treasurer Patti Newberry said she and President-elect Alex Tarquinio have been discussing creation of a working group to support the new governance plan. This group would define SPJ's goals for the short and long terms as SPJ transitions from its current structure to the smaller board structure. There is a need to make it clear what is in effect now and what will be in effect in another year. Tarquinio said next year is a transitional year and will be a strange hybrid of the what we have currently and the new structure. Baker said it is important to clear up any confusion by posting what is in effect now and what the new bylaws will be.

### **REGIONAL FUND POLICIES**

Director At-Large Bartlett pointed to the updated Regional Fund policies in the board packet. Baker thanked the task force for doing a lot of work in a short time and developing a comprehensive and thorough policy. It puts teeth in our best practices policy that was approved earlier, and it will help bring clarity and structure to all regional coordinators and treasurers now and in the future, Baker said. Secretary-Treasurer Gallagher said we need to assess where each of the 12 regions are as far as what accounts are held where and who has access to them. Schotz added we should find out what practices the current treasurers use. Primerano added that we need to be sure the Regional Directors/Regional Coordinators are working closely with the treasurer at all times. Board discussed centralizing regional

accounts, but many banks are regional, which could pose some problems. Schotz, Baker and others agreed that the stronger wording will do more to deter “bad actors.” Katcef said it would be good practice to always have someone at headquarters who can access the accounts, so they are centralized but have some autonomy.

Bartlett read the amended language: If an RD/RC doesn’t appoint a regional treasurer within 45 days of his or her election or within 45 days of a regional treasurer stepping down, he or she should be removed from that position consistent with the bylaws.

Walsh would hate to punish a regional coordinator if they did try really difficult to find someone.

Baker said knowing this is a requirement if an RD/RC can’t find someone, maybe they should consider ending the position. Important that they understand it is part of the job. If they have trouble we can try to help them with outreach and finding that person.

Baker made a motion to call the question.

**Upon proper motion by Bartlett and second by Schotz, the board unanimously approved adopting the proposal with 2.a. amended as discussed and 4.a. should read “national secretary-treasurer...”**

#### **EXECUTIVE SESSION**

**Upon proper motion by Bartlett and second by McKee, the board entered executive session at 2:40 p.m. to choose the Fellows of the Society and discuss EIJ18 business decisions. Upon proper motion by Katcef and second by Primerano, the board exited executive session at X:XX p.m.**

#### **LEGAL DEFENSE FUND**

Hagit Limor, Legal Defense Committee chair, asked the board to consider contributing another \$5,000 to the Westerling LDF case. The LDF already considered the case and approved \$5,000 to help get information in the case.

**Upon proper motion by Katcef and second by Walsh, the board voted unanimously to approve an additional \$5,000 toward the case from the LDF.**

#### **DISASTER RECOVERY POLICY**

Executive Director McKenzie explained that this policy surrounds data and information in SPJ’s computer system and archives, how information is recovered and where information is stored and backed up. Policy is expected to be drafted by September.

#### **NOMINATIONS COMMITTEE REPORT**

As chair of the Nominations Committee, Immediate Past President Walsh said she is having a difficult time finding members to run for the board. A recurring theme is that it isn’t the right time in their lives, whether it is because they have young children, or they’re trying to get tenure, etc. Open spots include president-elect, secretary-treasurer, two regional directors at-large, and the Region 10 director. Baker said it is incumbent that board members to help Walsh in this endeavor.

#### **FIRST AMENDMENT FOREVER FUND**

The fund has about \$220,000 in it, so former SPJ President Dave Cuillier said it's time to "take it out for a spin." Cuiller is willing to chair a working committee of five to seven members who can meet via email or video chat to discuss the best way to move forward with the fund. Baker explained that the FAFF is different from the LDF because it is a legal offense fund. We should be proactive in what we spend it on, including things like projects, lobbying, etc. Baker said suggestions and ideas are welcome.

#### **EXECUTIVE SESSION**

**Upon proper motion by Primerano and second by Katcef, the board entered a second executive session to discuss legal matters at 4:25 p.m. Upon proper motion by Kissel and second by Katcef, the board exited executive session at 5:18 p.m.**

**Upon proper motion by Newberry and second by Bartlett, the board voted to take a roll call vote on the motion offered by Primerano in executive session. Roll call vote was taken.**

#### **RECESS**

**Upon proper motion by Steffens and second by Bartlett, the board voted unanimously to recess at 5:24 p.m. until Sunday morning, April 15.**

**BOARD OF DIRECTORS  
SOCIETY OF PROFESSIONAL JOURNALISTS  
APRIL 15, 2018  
NCAA HEADQUARTERS – INDIANAPOLIS**

The meeting of the Board of Directors of the Society of Professional Journalists was called to order at 9 a.m. ET on Sunday, April 15, at NCAA Headquarters in Indianapolis.

#### **QUILL ENDOWMENT**

SDX Foundation President Robert Leger explained that to codify changes in the endowment, the SPJ board should recommend the amendment in the board packet to the membership and support its enactment by delegates in September. To begin the process the board would have to send all Society members the text of the proposed amendment at least 60 days before the opening business meeting at EIJ 2018. Assuming that delegates approve the change, the next step would be for delegates to vote in 2018 to terminate the Quill Endowment. To delete Art. 14 from the SPJ bylaws, the board would have to send the membership that amendment 60 days before the 2019 convention. At the convention, delegates would have to vote for the second time to terminate the trust, effectively transferring the Quill Endowment assets into Foundation control. The final step would be to amend the SPJ bylaws to delete Art. 14 entirely. Following that vote, the Quill Endowment would no longer exist and the Foundation board would manage the assets in its own right, no longer as trustees. No amendments to the SDX bylaws would be needed.

**Upon proper motion by Bartlett and second by Katcef, the board voted unanimously to send changes in the endowment to members.**

#### **OLD/NEW BUSINESS**

EIJ18 discussion included finding ways for Fellows of the Society to become more involved in EIJ. Scheduling of various regional meetings, how to improve the Student Union, etc.

#### **BOARD OF DIRECTORS POSITION PROFILE**

Upon proper motion by Walsh and second by Newberry, the board voted unanimously to approve draft guidelines for position profiles.

Upon proper motion by Walsh and second by Primerano, the board voted unanimously to approve draft policy for board appointments.

Upon proper motion by Walsh and second by Newberry the board voted unanimously to approve draft policy for reimbursement guidelines for board members. Discussion to add language that board members cannot “double dip.”

#### **EXECUTIVE SESSION**