

**MINUTES**  
**BOARD OF DIRECTORS**  
**SOCIETY OF PROFESSIONAL JOURNALISTS**  
**Sept. 30, 2018**  
**Hilton Baltimore – Baltimore, Maryland**

**MEETING CALLED TO ORDER**

The meeting of the Board of Directors of the Society of Professional Journalists was called to order at 9:07 a.m. EDT on Sunday, Sept. 30, during the Excellence in Journalism conference at the Baltimore Hilton in Baltimore, Md.

Those present were: President J. Alex Tarquinio; President-elect Patti Newberry; Secretary-treasurer Matt Hall; Vice President of Campus Chapter Affairs Sue Kopen Katcef; Campus Adviser At-Large Jeff South; Director At-Large Lauren Bartlett; Director At-Large Mike Reilley; Director At-Large Tess Fox; Director At-Large Michael Savino; Director At-Large Yvette Walker; Region 2 Director Andy Schotz; Region 3 Director Michael Koretzky; Region 6 Director Joe Radske; Region 10 Director Donald Meyers; and Region 12 Director Kelly Kissel.

Staff members present for the meeting were Executive Director Alison Bethel McKenzie, Journalist on Call Rod Hicks, Director of Development Larry Messing, Director of Finance and Administration Amy Wong and Director of Communications and Marketing Jennifer Royer.

**WELCOME AND INTRODUCTION OF NEW BOARD MEMBERS**

Tarquinio welcomed new board members to the board in this transitional year as the board moves toward nine members.

**INTRODUCTION OF STAFF**

Bethel McKenzie introduced staff to the new board, including Hicks, Wong, Messing, Royer and Creative Director Tony Peterson; Web Administrator Billy O'Keefe; Director of Conferences and Events Basharat Saleem; Manager of Membership and Chapters Caroline Escobar; Office Manager Linda Hall; Communications Coordinator Isaac Taylor and Project Coordinator & Digital Marketing Specialist Marina Cinami.

**RATIFICATION OF SIGMA DELTA CHI FOUNDATION BOARD ELECTIONS**

Robert Leger, as outgoing president of the SDX Foundation explained that the SPJ Board of Directors ratifies the independently elected officers and directors of the SDX Foundation. Leger requested the SPJ Board ratify the following: President Irwin Gratz; Vice President Hagit Limor; Secretary Sonny Alberado and Treasurer Howard Dubin; and the reappointment to the board of members Todd Gillman; Gratz; Evelyn Hsu; Alex Jones; Bill Ketter; Limor; Sonya Ross; Dave Cuillier and Frank LoMonte. Bartlett moved to approve the ratification. Newberry seconded. Motion was approved.

Leger said there was a second matter, another check and balance, for the SPJ Board to consider. The SDX Foundation board voted to change its name to match SPJ's name in the belief

that we often have to begin our fundraising to explain what SDX is. SDX Foundation Board bylaws require the board to approve any bylaws amendment by two-thirds vote and notify the SPJ Board within five days. The SPJ Board can vote it down; or if no action is taken, the bylaws go into effect in 30 days. This is the SDX Foundation Board's notification to the SPJ Board. No action is necessary, unless the SPJ Board wants the name to remain as-is.

Leger added that he and Koretzky don't agree on much, but he was offended that another member called the question on Koretzky's proposal during the Closing Business Session earlier during EIJ18. Leger said if he had not been a vote counter, he would have stood up and said something. The year he was SPJ president, the president ran the entire meeting and didn't turn it over to the resolutions chair. The president can ignore calling the question and Leger encourages the SPJ Board to return to the president running the business meeting.

Schotz agreed that action was out of bounds. When covering the legislature you can question someone's proposal, but you can't question their motivation, he said. To say someone is trying to do a con is completely out of bounds.

### **PRESIDENT'S GOALS**

Tarquinio shared that she and SPJ's attorney Mark Bailen met with legislative aids for congressmen on the Congressional Freedom of the Press Caucus in Washington, D.C. right before coming to Baltimore for EIJ18. She also did a 15-minute radio interview about the First Amendment and its importance for the Jim Bohannon show, and plans to do more advocacy like this during her term. She will keep the board informed when she does and will share with our own members and the public at large. She has spoken a lot about partnerships and plans to regularly meet with other groups to talk about what SPJ does and how we can work together, working up to World Press Freedom Day in the spring. She organized and moderated an EIJ18 panel about rising press threats. She has also appointed a number of new chairs, including two very important ones: Diversity and Membership. The new Diversity Chair is Rebecca Aguilar. Tarquinio said she really wants to work with Aguilar on improving the Diversity Fellows program. With all due respect, we've heard it's not good enough and we need to make it a better experience for the six diversity fellows who attend EIJ each year. The new Membership Chair is Michael Arena and Tarquinio wants to support him and help membership grow. Tarquinio said there was a decline in the membership in the last month or so, and we need to figure out if that is just churn or something else.

### **BOARD EXPECTATIONS**

Tarquinio introduced both SPJ attorneys from Baker Hostetler who were present – Bruce Sanford and Mark Bailen. Tarquinio said she sent a list to the board of all the meetings for the year that the board will conduct via Zoom video conference. It's a full calendar in between three in-person meetings, Zoom meetings for the full board, executive committee meetings, and the awards dinner in June. We will have a Zoom meeting the week before the awards banquet, but the board is welcome to attend that event, too. Come to meetings, be prepared and Tarquinio said she has a "no wallflowers" rule. She recommended board members become familiar with the SPJ website and participate in the active email exchanges the board has. But

she does want board members to be mindful that legal questions are best kept off email. If legal questions come up between board meetings, she will schedule another board meeting. She also encourages everyone to be respectful on those email exchanges. Tarquinio explained that because this is a transitional year for the board, focus will be on how to handle the cultural transformation of the board. Two at-large directors will be appointed. Past duties of at-large directors were loosely defined and Tarquinio wants to define those duties a little more and have at-large directors more involved. She wants to give them a little time to get to know the board and how it works. She will be talking to each board member about projects they would like to work on this year. There are a lot of ideas here, but we have to keep the good of the whole in mind, she said.

Kopen Katcef reminded the board that it also has Slack for communicating with one another. Tarquinio said if there are long-winded message about the future of SPJ, those discussions are better handled on Slack. But if an issue arises and she needs to schedule an emergency board meeting, she will send an email. Bartlett asked who manages the SPJ Leaders Slack channel and said only current board members need to be on that channel. Radske asked if regional coordinators will be on that channel. Tarquinio said that has not been discussed, but she thinks they should not be on that channel since we are moving away from a regional model. Newberry said there may be reason to have a regional coordinators Slack channel. Schotz said with the changes to the board, the Slack channels are growing and need some pruning. He has tried to move people but can't, since they were created by a former staffer. He recommended starting over with new channels. Tarquinio agreed and asked him to do that. Schotz also said when board group emails are sent, it needs to be known who is on the list, whether it goes to staff or the executive director, or the board only. Tarquinio said there should be a board only email list and one with the executive director and possibly other staff, and the Slack channel should be terminated for now, until new ones can be created.

#### **COMMITTEE AND TASK FORCE APPOINTMENTS**

Tarquinio appointed Schotz as chair of the Awards and Honors Committee; Bob Becker, chair of Bylaws Committee; Danielle McLean, chair of Freedom of Information Committee; Hagit Limor, chair of Legal Defense Fund Committee; Becky Tallent and Leticia Steffens, co-chairs of Education Committee; Rebecca Aguilar, chair of Diversity Committee; Lynn Walsh, chair of Ethics Committee; Michael Arena, chair of Membership Committee; Eddy Gallagher, chair of Nominations Committee; Michael Savino, chair of Resolutions Committee.

SPJ President may appoint as many directors to the Sigma Delta Chi Foundation as he/she desires so long as the number of independently elected directors is one more than the SPJ appointments. Tarquinio recommended Kopen Katcef, Schotz, Newberry, Hall and herself to the SDX Foundation Board.

The Finance Committee is comprised of the officers and two at-large members appointed by the President and ratified by the board of directors. Tarquinio recommend the board approve Schotz and Bill McCloskey to join the Finance Committee. Bartlett moved, Kopen Katcef

seconded. Schotz abstained. Motion passed.

Tarquinio recommended to the Executive Committee Bartlett and Koretzky. Schotz moved, Kopen Katcef seconded. Motion passed.

Tarquinio announced her appointment of Newberry to lead the Strategic Plan Task Force, which will begin establishing the board's long-term goals. She hopes to have a framework for consideration at EIJ19 in San Antonio. Newberry will also chair the Sponsorship Task Force. There was a sponsorship policy written before creation of EIJ. Next year we are with RTDNA and NAHJ. We need to strengthen the sponsorship policy and streamline our processes. Tarquinio said she asked Newberry to bring info to first board Zoom meeting Dec. 1.

Tarquinio asked Andrew Seaman to lead the Partnerships Task Force, which will plan a summit in May. Seaman is this year's Wells Key honoree and was Ethics Committee chair for the last four years.

Schotz said he would like to ask a question on the sponsorship issue. His point, he said, is a pretty important point. In the debate about Koch, we went through our policy saying we followed policy but there might be parts that need to be updated. One of the fundamental points was that Koch did not get to plan their session as a sponsor. But I heard they did. Tarquinio said they did not plan the programming for the panel discussion they sponsored. Bethel McKenzie said Koch was not the only sponsor who gave \$25,000 to sponsor a panel. They had a choice between three panel topics and Koch chose FOI. It's their panel, so they can plan it. She contacted Koch to see if she could be of assistance. Bethel McKenzie said she chose the moderator, changed the description of the session, etc., and was "pretty heavy handed" in putting their panel together. It's her understanding that in the past, session sponsors do usually plan their sessions.

Schotz said that is actually against our policy which says they do not choose the panel. Tarquinio said the Program Committee is not involved in sponsored panels. The committee is just told they are happening. It was her understanding a staffer works to develop those panels. Bethel McKenzie said she spoke to Holly Rose, who sold the sponsorship, and asked for contact information for Koch so she could steer it.

Newberry said she has been telling people Koch did not plan the session and now she is hearing for the first time that they did.

Bartlett said the talking points said Koch Institute did not control the session – they did not pick the topic or choose panelists.

Bethel McKenzie said she picked the panelists and two dropped out. Bartlett said that was not the information given in the talking points. Schotz added the board trusted the talking points. Bailen added that he was one of the panelists and the only thing Koch instructed panelists not to do was advocate for legislation. That is the only thing they instructed panelists to not do.

They did not persuade panelists on what positions they should take. Bethel McKenzie said Koch chose the FOI topic and one of the panelists. Tarquinio said it sounds like Koch had more involvement than the board knew. Schotz said he would like a memo on this. Koretzky said maybe the task force should get to the bottom of it so we know exactly what happened. Tarquinio said she, Newberry and Hall have a meeting right after this one because they need to get a proposal done by Dec. 1. Bethel McKenzie said the biggest problem is letting sponsors have panels. They've been part of EIJ for five years. All sponsored panels should be navigated by us, she said. In my personal view, they should not be offered as a sponsorship, she added. Tarquinio and Newberry emphasized that the matter would be handled quickly. Schotz said a memo that explains what happened and how the information got into the talking points is needed. Hall asked Bethel McKenzie to send the memo to the board and she agreed.

### **APPOINTED BOARD MEMBERS**

Gallagher-Newberry requested an explanation of the process for selecting the appointed at-large directors. Tarquinio said the appointed at-large directors are people the board asks to join. Newberry said we should assess where we stand at the end of the conference, look at our composition and see if we can use someone with different qualifications or areas of expertise. Tarquinio said she would send the board a spreadsheet for the entire board to submit names and participate in the selection. Newberry said there needs to be some discussion on what we would be looking for. Tarquinio said she would like to have one or both of the appointed members on the board by Dec. 1. She wants the nomination process to begin immediately.

Tarquinio then asked the board how it wants to handle, in this transition year, how we replace any RDs who leave the board for any reason. We have one now because of the election. Hall is now secretary-treasurer, which leaves his RD position open. But as RDs leave the board now, they are replaced with RCs. Bartlett said because we are talking about a full year, the position should be filled with an RD. Schotz said at the morning RD/RC caucus they endorsed the idea of adding someone to serve out the term as RD. Hall said it is a no-brainer to fill the seat and have the ability to bring more people of color to the table. Deb Krol has come forward as interested. Hall made the motion to start the process to fill his Region 11 Director seat to complete his term. Bartlett seconded. Tarquinio abstained. Motion passed.

### **PUBLIC COMMENT PERIOD**

The public can make comments prior to the meeting at [www.spj.org](http://www.spj.org).

Alejandra Cancino, President of the Chicago Headline Club, said she is disappointed in everyone on the board who did not abide by the SPJ Code of Ethics and failed to uphold SPJ's own sponsorship policy. Non-media sponsors are not supposed to have control of panels, she said, adding that if she were not president of the Chicago Headline Club, she would quit over this issue. Members were lied to, opening a door for organizations that have a clear political agenda to influence our members, she said. We the members of this organization deserve better. Bethel McKenzie thanked Cancino for her comments, adding she wants to make it clear that she had a significant amount of input on that panel.

Cancino asked what has happened in the past? Have other political organizations had an influence on the minds of our members.

Schotz said he disagrees with all of what Cancino said in her letter and a lot of what she said here. The SPJ Code of Ethics is a guide for doing journalism. What we're talking about is a guide for business relationships. SPJ Code of Ethics does not apply. I felt comfortable with what we did based on them not having control of panel. We're now hearing that's not what happened and I'm not happy with that. If we follow our policy I think we're fine.

Cancino read from the 2003 policy: Non-media contributors will not be called sponsors. SPJ will control all aspects of convention programming. Violating own policy.

Koretzky said none of us knew about that policy until a former president dug it up on his personal computer. This is a structural problem with SPJ. It's not a president problem or ED problem. We pass a lot of policies that years later get lost. Hope we actually write it down this time. And put it somewhere where someone else can find it.

Tarquinio said she wants the sponsorship policy to live in the board materials of the website. Bartlett said there is a documentation section on the website, but it's missing two-thirds of the documents that should be there.

Bailen said he was on panel and agrees with the issue with respect to policy, but he can say from his perspective that the sponsor was not trying to influence attendees. They did not try to control anything anyone said. They left to panelists to speak how they wanted to speak. Kathy Burns, immediate past-president of the DC Chapter, said she supports Cancino's statements. When she walked into the exhibition hall and saw Sinclair was a sponsor she was astounded. This is a wonderful thing that we're taking a look at a problem and looking to solve it. She was disappointed that the convention program eliminated listing all the people on panels. She usually picks sessions based on who was speaking, so she would like to see in future programs a list of speakers. She would also like to see maps that are not in microscopic print and bringing back the meeting of chapter leaders. Need better signage for panels. Speakers and award winners should be invited to be members. Streamline the SDX Foundation Board, following the example of the SPJ Board. Create a circle of advisers rather than a board for those people. The President's Banquet is one of the most powerful things we do at convention. These are people making a real difference, doing real things. We need to stop worrying about what we call ourselves. We call ourselves journalists and that was a proud moment for members. Bethel McKenzie said there was quite a bit of not-so-positive feedback about Sinclair at EIJ. The board had a very robust discussion about it in April. They are a member of our partner RTDNA. The task force will be addressing that. Messing and Bethel McKenzie reached out to NY Times, LA Times and invited the executive editors to join SPJ and they are now members. The goal over the next six months or so is to remind them of who we are and what we do.

Hazel Becker said she has very different kind of input. This has been an interesting year for SPJ and we're making transition upon transition. She commends the board and staff for somehow

getting us through this transition and bringing us an incredible EIJ. I have criticisms too, but I see SPJ stepping up and going to the next level. We are just going to keep going up.

**OLD/NEW BUSINESS (EXECUTIVE SESSION)**

Tarquinio explained the board would go into executive session to discuss a proposal on a partner project; a personnel matter; board orientation and the executive director's six-month evaluation.

Newberry made the motion to go into executive session. Hall seconded. Motion passed. The board went into executive session at 10:43 a.m.

**ADJOURNMENT**

Upon proper motion by Meyers and seconded by Fox, the board voted unanimously to exit executive session at 12:10 p.m. EDT.

Upon proper motion by Meyers and seconded by Fox, the meeting was unanimously adjourned at 12:11 p.m. EDT.