

MINUTES
BOARD OF DIRECTORS
SOCIETY OF PROFESSIONAL JOURNALISTS FOUNDATION
FRIDAY, SEPT. 6, 2019
SAN ANTONIO GRAND HYATT — SAN ANTONIO, TEXAS

DRAFT

MEETING CALLED TO ORDER

The meeting was called to order at 9:05 a.m. CDT. Members present: President Irwin Gratz; Vice President Hagit Limor; Secretary Sonny Albarado; Treasurer Howard Dubin; board members April Bethea, Fred Brown, David Carlson, David Cuillier, Jay Evensen, Paul Fletcher, Todd Gillman, Matthew Hall, Evelyn Hsu, Jane Kirtley, Sue Kopen Katcef, Robert Leger, Frank LoMonte, Patricia Gallagher Newberry, Andy Schotz. Members absent: board members Battinto Batts, Michael Bolden, Kelly Hawes, Alex Jones, Bill Ketter, Sally Lehrman, Russell Pulliam, Sonya Ross, J. Alex Tarquinio. Also present: SPJ communications director Jennifer Royer, journalist on call Rod Hicks, SPJ communications coordinator Zoë Berg and SPJ consultants Leah York and Heather Rolinski.

APPROVAL OF BOARD MEETING MINUTES

Leger asked about capital needs, which was tabled until the April 2020 board meeting. Motion: Dubin. Second: Evensen. Vote: unanimous.

EXECUTIVE SESSION

The board voted at 9:15 a.m. CDT to enter executive session to receive a report from Talbott Talent, the consultants hired to assist with the executive director search. A motion was made and seconded. Vote: unanimous.

EXIT EXECUTIVE SESSION

The board voted at 10:28 a.m. CDT to exit executive session. A motion was made and seconded. Vote: unanimous. Joining the meeting: communications coordinator Zoë Berg, director of development Larry Messing, Strategic Planning Task Force chair Victor Hernandez, SPJ director at large and Strategic Planning Task Force member Yvette Walker.

REPORT OF SPJ PRESIDENT

Gratz instructed the board to review the report in the board packet.

REPORT OF FOUNDATION PRESIDENT

Gratz referred the board to his report in the board packet.

REPORT OF THE TREASURER

Dubin distributed an information sheet for the board to review while he gave his report. He said the market and Foundation's approximately 40 stocks have been doing well. The Foundation spent a little over \$500,000 in expenses, but still has \$13,153,000.

Usually a report from SPJ headquarters would be included in the board packet, but accounting was still working on it as it was behind, however Dubin said there should not be any red flags in the finished report. Gratz said the Society looks to close the books with \$100,000 deficit. Dubin plans to go to headquarters and work on the budget and become more involved.

After questions from LoMonte, Dubin explained that the Foundation does not benchmark its investments or buy and sell stocks. Gillman said the Foundation has a passive investment strategy with safe investments.

Hall noted that this coming year there will be additional costs related to the executive director and Talbott contract, but they will only be one-time costs.

REMEMBERING JOHN ENSSLIN AND MIKE FARRELL

The board paused for a moment of silence. Gratz mentioned the scholarship in honor of Ensslin and said SPJ staff is taking up a donation collection.

REPORT OF JOURNALIST ON CALL

Hicks was still working on his final report from the Casper Project. Hicks said participants did not change their habits or thoughts on the press but still found the project beneficial and have a better understand of the media. The project was written about in some industry publications but has not received much coverage outside of Casper, Wyoming.

Hicks plans to write up ways the project could be scaled to larger communities and carried out with the focus remaining on media literacy. He suggested the next journalist on call project should focus on news literacy and be less intensive. Hicks also plans to have a timeline for next year's goals by the end of the year.

REPORT OF DIRECTOR OF DEVELOPMENT

Messing referred the board to his report in the board packet. In response to questions from Carlson, Messing explained that most of SPJ's money will probably come from foundations as opposed to single donors, although he plans to do direct mailing to reach individual donors. He

has been in talks with family run foundations but is working to cultivate a relationship with larger foundations. Messing noted that most foundations would like to see SPJ's plan for the future and an executive director in place before they donate. LoMonte asked about SPJ's participation in Media Impact Funders, which Messing said he hopes to participate in the future.

PUBLICATIONS COMMITTEE REPORT

The ethics book has been edited by Walker and is about 100,000 words and 300 pages. Brown said it is ready to go online if there is a way to make a profit from it. The book will be printed through an on-demand publisher, who will make some money from each sale. Orders will be filled through Amazon.

Messing said the Journalism Education Association would be a good potential partner to help get the book into the hands of students. Brown note that the University of Denver would like to work with SPJ to put the book on their website behind a paywall. Kirtley said the board should find out more information about what this entails before making a decision. Grantz instructed the University of Denver be connected with Messing to find out more information and ensure the book can be taken back and put on SPJ's website instead. Carlson noted that other universities may also be interested in hosting the book.

Hsu suggested getting a funder who would give copies to students for free, she suggested about 5,000 copies for 5,000 students. Gratz suggested expanding that to put the books in college or public libraries. Newberry said if SPJ gives away free copies of the ethics book, a free student membership could be added.

PROPOSED BYLAWS CHANGES

Society appointments to the Foundation board. Move: Leger. Second: Dubin. Vote: unanimous.

Transparency clause. Move: Brown. Second: Dubin. No vote taken. The board discussed the proposed change.

Leger proposes an amendment not to live stream, because audio will be difficult. Kirtley agrees. Carlson noted that the transparency clause sounds more like a board policy than a bylaws issue. Newberry said live streaming works for Zoom calls but not well for in person meetings. Kirtly noted that the Foundation is not a membership organization, and there is a distinction between the Society and Foundation. Schotz would like to live stream the meetings even they would not be viewed. Fletcher does not want to limit the ability for the public to see the meetings but said the question is whether it should be in the bylaws or just a policy.

Fletcher moves to table until the April 2020 meeting. Second: Carlson. Motion passes with Shotz and Gillman opposed.

The Foundation board asks headquarters to find out what other foundations do and what SPJ delegates decide and report back at the April 2020 meeting.

Gillman, who does not think he will be able to make it to the April meeting, wants it on the record that Kirtley raises critical distraction. He does not like that people think journalism organizations should operate like a government organization. He said the Foundation should be open, but SPJ members and the public do not need to hear everything. He is also vehemently opposed to livestreaming.

Honor John Ensslin. Move: Evensen. Second: Albarado. Vote: unanimous.

Quill Endowment. Dubin said this would not change much. *Was there a vote on this?*

STRATEGIC PLANNING TAST FORCE UPDATE

Hernandez presented the update to the board. Walker joined Hernandez to answer questions and receive suggestions. Gratz suggested that the committee reach out to people who have not contributed with another survey because it becomes a self-selected sample. Hernandez mentioned that Mike Reilly suggested texting the survey to younger members, which they may consider if they do a second round.

SPJ has grown and become broader, so the reason some of the competition attracts more members is because it is more focused, according to Newberry. She said SPJ should focus on its central mission, and the board might have to make difficult decisions about what they want to continue. This can be reflected in the strategic plan which is a living document.

BUSINESS

The Foundation board needs to provide the SPJ staff and new executive director with spending priorities by Jan. 1. Fletcher and Hsu will help those already working on this

ELECTIONS

Carlson and Leger are not seeking another term and will step down from the board. Furthermore, Sue Porter and Tarquinio would like to be added to the board. Move: Evensen. Second: Gilliam. Vote: unanimous.

In addition, current officers Limor, Albarado and Dubin announced their desire to remain in their positions. Move: Carlson. Second: Leger. Vote: unanimous.

ENTER EXECUTIVE SESSION

The board voted at 1:09 p.m. CDT to re-enter executive session to discussing the executive director search and items discussed during the previous executive session. Move: Albarado. Second: Brown. Vote: unanimous.

EXIT EXECUTIVE SESSION

The board voted at 1:24 p.m. CDT to exit executive session. A motion was made and seconded. Vote: unanimous.

ADDITIONAL BUSINESS

Carlson moves to have the SPJ staff receive bonuses for the extra work they are doing in the absence of an executive director. The bonuses should be funded by the Foundation and come at the end of search process but before new executive director begins working. Details are to be worked out by SPJ Foundation president. Second: Leger. Vote: unanimous.

ADJOURNMENT

Move: Leger. Second: Carlson. Vote: unanimous. The meeting adjourned at 1:32 p.m. CDT.