



**MEETING MINUTES
SOCIETY OF PROFESSIONAL JOURNALISTS
BOARD OF DIRECTORS MEETING**

December 7, 2022
Virtual via Zoom

1. Call to Order

Claire Regan, President of the Society of Professional Journalists, called the meeting to order via Zoom at 7:06 p.m. EST

2. Roll Call

Regan welcomed SPJ members. She explained why we were meeting on a Wednesday. Terms for board members didn't begin till late in the year. The next concurring meetings will move to the traditional times on Saturday at noon, EDT. Additional meetings will be added if necessary.

Regan asked the board members to introduce themselves.

Returning members:

J. Israel Balderas, Secretary-Treasurer
Emily Bloch, At-Large Director
Daniela Ibarra, At-Large Director

New Members:

Ashanti Blaize-Hopkins, Vice President
Kevin Smith, At-Large Director
Adam Sennott, At-Large Director

Secretary Balderas clarified with Regan if introductions served as roll call. She said yes.

Regan named Melanie Bernie, from the New Jersey Pro Chapter, as Parliamentarian.

3. Approval of Minutes from Oct. 26, 2002

Regan entertained a motion to approve. VP Blaize-Hopkins so moved. Board member Sennot seconded. Regan asked if there was a discussion. No. Regan moved for a vote. Approval made unanimous by voice vote. Minutes approved.

4. SPJ Appointments

As SPJ President, Regan has the power to nominate two additional members to the board. For consideration, Regan asked board members to consider two “outstanding journalists” for approval.

A. SPJ Board nominees:

Jodi Rave Spotted Bear Bio via LinkedIn:

Jodi Rave Spotted Bear serves as executive director of the Indigenous Media Freedom Alliance. The non-profit media organization focuses on freedom of information and the need for more independent press operations in Indian Country. The IMFA advocates for greater press freedoms for those organizations controlled by tribal governments. The organization publishes on buffalofire.com. Jodi is currently a John S. Knight Community Impact Fellow at Stanford and a Bush Fellow, 2021-2023.

As a journalist, Jodi had a national news beat covering American Indians for Lee Enterprises for more than a decade. She has reported management of Indian lands, Native American Graves Protection and Repatriation, domestic violence, education and about nearly every other topic. She's won opinion-writing awards from the Society of Professional Journalists, Montana Newspaper Association, and the Native American Journalists Association. Her column writing has also been honored by Columbia University School of Journalism.

Jodi is a Nieman Fellow of Harvard University. She was also awarded the Military Journalist of the Year Award -- Paul D. Savanuck award. Her writing is featured in "The Authentic Voice: The Best Reporting on Race and Ethnicity," published by Columbia University Press. She earned her journalism degree from the University of Colorado at Boulder. She currently is studying creative non-fiction and environmental studies at the University of Montana as part of a master's in interdisciplinary studies. She is a 2019 MacDowell Colony Fellow.

Peter Szekely

As a former president of the Deadline Club, a longtime reporter for Reuters and a former journalism union leader, Peter Szekely spent most of his career as a reporter with Reuters, starting in New York City covering energy and commodities markets in the late 1970s before moving to the agency's Washington bureau where he had an array of beats and general assignments that took him to every branch of government.

Alongside his journalism career, Peter became an activist in The NewsGuild of New York, the union that represents most editorial staff at Reuters and many other news organizations. In 2007 he took a leave of absence from Reuters to become the Guild's No. 2 officer, later becoming president over a 10-year span that was economically tumultuous for the news business and led to a nationwide movement of journalists seeking union protection.

He returned to Reuters in 2017 as a national correspondent and retired at the end of 2021.

Regan entertained a motion to approve the SPJ Board at-large nominees. Board member Sennott moved to approve the nominees. Board member Block seconded the motion.

Discussion:

Sennott said they were great candidates.

Board member Kevin Smith questioned why Peter Szekely was nominated. Smith said Szekely was one of four at-large candidates in the most recent election, in which he lost. Smith, "he was not chosen by the membership of this organization to be worthy of serving on the board." Smith said it was odd that the board place Szekely in a position to serve on the board. "I don't know if it's ever happened before." Smith acknowledged that it was the right of the president to select her nominees. "If you run for the board and you don't get it, it should not be a consolation prize to be named by the president."

Blaize-Hopkins clarified to Smith that former board member Danielle McLean served the previous board under similar circumstances. "There is precedence for that."

Regain said it was not a consolation prize to nominate Szekely. She has known Peter for a long time.

Balderas said he is a huge fan of nominee Jodi Rave Spotted Bear, especially since she is a Nieman Fellow. He identifies with Spotted Bear's indigenous root as he himself is Mescalero Apache.

Jodi Rave Spotted Bear thanked Balderas for the sentiments. As to the issue raised by Board member Smith, Spotted Bear expressed encouragement to those candidates who didn't win the last election. She believes such a lose doesn't mean the person is not qualified to serve the board. She encourages inclusion and good-will among everybody.

Regan said she informed the board about the nominees and that they were voted by all.

Balderas also expressed gratitude that both nominees would lend financing expertise to the concerns raised later in the meeting regarding the SPJ Budget.

Sennott again expressed excitement for the nominees. Regan suggested the board members vote by rollcall.

Smith made a point of order. He asked if the nominees would be voted on individually or as a team? Regan said members would vote for the nominees as a slate.

Roll Call Vote:

Claire Regan - Yes

J. Israel Balderas, Secretary-Treasurer - Yes

Emily Bloch, At-Large Director - Yes

Daniela Ibarra, At-Large Director - Yes

Ashanti Blaize-Hopkins, Vice President - Yes

Kevin Smith, At-Large Director - Yes

Adam Sennott, At-Large Director - Yes

Vote was 7-0 . It was a unanimous approval for the nominees. Appointees would be sworn into office after the next item on the agenda.

B. Regional Coordinators Nominations:

Region 7: Loretta McGraw nominated by Regan

Region 8: Laura Garcia nominated by Regan

Regan entertained a motion to approve nominees. VP Blaize-Hopkins moved to accept the nominations. Board member Bloch seconded the motion to accept the nominees

Parliamentarian Bernie made a point of clarification to make the proper motion rather than say "I move." Regan corrected.

Discussion

Board member Ibarra said she knows Laura Garcia personally through her involvement with NAHJ. She's done a lot of great work with the San Antonio chapter of NAHJ. Board member Sennott echoed the sentiments expressed by Ibarra. And he met with Loretta McGraw at the most recent SPJ Convention.

Non-voting member and attendee Patti Newberry asked "yet again" SPJ had to make two appointments to the regional coordinator position. "These are supposed to be competitive races." She asked if there was some "impediment to recruiting candidates" in advance of the meeting.

Regan said its tough around to recruit candidates for every position. "It's a lot of work and dedication." Board member Sennott reminded attendees that individual candidates for other regional coordinator positions ran unopposed. Regan pledged to work harder in the nominations committee.

Board member asked about the procedure taken to identify the two RC candidates. He said he knows of one candidate that expressed interest in being appointed.

Regan explained she began to explore after elections. She received suggestions from board members. Sennott said he recruited Loretta McGraw at the convention and Laura Garcia was endorsed by another RC.

Blaize-Hopkins backed up Regan's explanation and said Laura Garcia expressed interest in becoming RC.

Roll Call Vote: Balderas restated the motion to accept the two RC nominees

Claire Regan - yes

J. Israel Balderas, Secretary-Treasurer - yes

Emily Bloch, At-Large Director - yes

Daniela Ibarra, At-Large Director - yes

Ashanti Blaize-Hopkins, Vice President - yes

Kevin Smith, At-Large Director - yes

Adam Sennott, At-Large Director – yes

Regan moved to swear in the newly appointed members. Appointees took the SPJ Pledge.

5. Public Comment: limited to 2:00 minutes

Derek Myers:

Introduced himself as member of the Central Ohio chapter, as well as the DC Chapter and the Ohio University chapter. He is the editor-in-chief of the Scioto Valley Guardian news organization in Southern Ohio. Staff consists of 7 members. Retold of what happened to him when he was covering a trial in Pike County. He told attendees that he was arrested, accused of recording a witness testimony against the orders of the judge presiding the trial. He expressed a

need for support from SPJ. He is seeking financial support from the Legal Defense Fund. He also asked that SPJ consider a statement condemning the arrest.

Stephanie Overman

Expressed sadness as he paid tribute to long time DC Chapter President Deidre “Dee” Ann Davis. Good friend who she recruited to SPJ and the DC Chapter. She died in November. “I do not have the right words.” During Media Fest, she was asking how her program was going. She did wonderful things for the DC Chapter board.

Regan also expressed condolences, worked with her on the planning conference committee. asked Interim Executive Director Jennifer Royer to put into the chat the funeral home listing. SPJ board and staff also expressed condolences by sending flowers and putting notice of her passing in SPJ Leads. Royer confirmed notice has been posted on SPJ Leads and flowers sent.

Hazel Becker

Also talked about Dee Ann Davis. Talked to her every few weeks. Dee Ann “was passionate about SPJ and journalism.” She helped the freelance community prepare submissions and get accepted at the Convention.

Bill McCloskey

Bill had four questions: wanted to inquire about the Executive Director search. Asked about the 2023 Budget proposal. Asked about the 2nd quarter and 3rd quarter of 2022 financial reports posting. Finally he asked about SPJ Committee assignments.

Regan said some of the answers to his questions would become clear during the financial report presentation made by Treasurer Balderas. Regan will make mention of the committee assignments during her President’s Remarks.

Bob Shapiro

Agreed with the President’s power to make appointments and praised newly appointed board member Szekely.

Public comment period closed by Regan.

6. President’s Remarks.

Regan started with great news. Media Fest 22 was a success in bringing people together. Everyone was talking about how wonderful it was to be back in person. Covid was not a problem, with over 1700 people including college students from ACP and CMA, who we co-sponsored with. SPJ Fellows were fabulous. DC was a great journalism town. Woodward and Bernstein were a hits as kenynoters at the conference. It was a highlighter of her career for Regan to serve as moderator.

Regan has started meeting with chapters virtually. Looks forward to meeting with members as much as possible in the coming months. Will be holding virtual hours to meet. Committee chairs and assignments nearly finalized and will be announced shortly.

Membership issues persist.

We continue to have problems with the SPJ databased Impexium. Board members and staff receive complaints and “we are on it.” The news is that the contract with Impexium expires in the spring. This gives an opportunity to assess its performance. It will be reviewed as board looks at alternatives and how other news organization handle their data base and what system they use, compare and contract.

7. Interim Executive Director Report (Jennifer Royer)

There’s a memo from Royer in the SPJ drop box (see attachment)

According to Royer, she echoed what Regan expressed. She believes SPJ is making progress in areas where the organization was lacking. Progress is not as fast as we would like. She insisted that we are about to “make some big strides in the coming months.”

There’s a Media Fest 22 graphic in memo. Zoe Berg put together and it was included in SPJ Leads. Includes some facts: 1900 attendees, information about SPJ news, sponsors and exhibitors. Conference Whova app was a hit.

Leadership and planning committee was aware of what could go wrong. But majority of attendees said it was favorable. Convention overall was a success. Agrees with Regan.

Communications HQ team.

Usually a three-person team, Royer is now Interim ED and post-graduate intern recently resigned. Zoe Berg has been a one-person comm shop . Royer gave her a public praised. SPJ posted the position for a post-graduate intern online. Royer hopes the person will be on board at the first of the year. Acknowledges finances are time of mind for everybody. The position is funded by generous donors circa 2005, gave money for communications internship. That’s how it will funded.

SPJ has added some metrics about social media. Social media growing with followers. Great for communicating with the public.

In reference to Impexium, Royer said it’s not the best data base. She’s looking at researching other options. SPJ needs a data base that can meet the needs of our members.

Regarding the financial well-being of SPJ: 2022 was a “highly” unusual year. Lots of staff turnover especially in finance happened in 2022. Right now, she doesn’t have a budget to

present as it's normal to do. She said "we do have a proposed solution should show us where we stand." By late January, SPJ should have a grasped of its budget. She met with a firm named "Your Part-Time Controller." They have given a proposal to SPJ do take care of the finances.

She is hopeful that YPTC will come up with a budget "that will be tight" – there will be a lot of belt tightening but "it will put us in the best financial position moving forward." She asked SPJ members to be patient. SPJ is getting the tools needed to do the job more efficiently.

Royer said she would answer any questions board members have:

Board member Smith asked Royer regarding MediaFest and Finances: How much money did we spend on MediaFest?

Regan suggested that question could be answered by the Treasurer's report. He agreed to hold off on his question, but he wanted to make sure that prior to the conclusion of the meeting, "whether we made money from the convention, how much money was spent and what it cost in terms of finances for the year."

Peter Szekely asked about Twitter. Asked if we are moving to the news social media Mastodon. Is there a plan to move to that platform? Royer said SPJ is monitoring the situation and keeping an eye on Elon. SPJ will move to another platform if necessary. But she and Zoe are looking into Mastodon. Blaize-Hopkins recommended Jennifer reserved the SPJ name so we don't fight for that trademark.

Patty Newberry asked about financial report. Asked about dust up with Project Veritas. Reminded members that we have a policy about questionable exhibitors. Asked about the vetting process of the exhibitor. Blaize-Hopkins jumped in and cautioned that this situation was very lawyered. She said any questions regarding Project Veritas should be directed at attorney Mark Bailen, who said during the meeting that "we should not be making any public comments" about the situation.

Regan wanted to thank the staff for working hard on Media Fest 22.

8. Financial Report: Treasurer Israel Balderas

- A. The situation financially is pretty dire. For the past year, Balderas said he expressed concern over this matter starting with the end of 2021 budget and the adoption of the 2022 budget. The big three items that were of concern: from 2021 into 2022, the board was told that we had \$120,000 in the black and it came across as a positive number. Balderas said he saw that number as a bad thing, especially since SPJ received \$180,000 from the government as a PPP loans and 2 years of cutting expenses due to Covid by 1/3. That \$120,000 number should have been much higher. Balderas worried that prior

expenses had not been addressed by various boards. Balderas said his recommendation to the previous Executive Director and the previous controller was to look for ways to cut expenses in 2022.

- B. Another concern that Balderas expressed regarding the 2022 budget involved how the budget numbers were put together. Specifically, projected revenues from MediaFest '22 were unrealistic given Covid and economic worries, but expenses would be borne in the first 3 quarters of the fiscal year.
- C. The third concern Balderas previously expressed focused on the money made from the sale of the SPJ building. Balderas asked for a guarantee from the previous Executive Director that none of \$500,000 from that sale would be used for operation costs. While the previous ED made assurances regarding such request, that money did end up being used to pay for operations costs.
- D. Interim Executive Director Jennifer Royer gave more details as to what happened with the budget and the money from the sale of the building. She explained there was confusion over how the SPJ budget would be managed. Nothing was ever done regarding investment of the \$500,000. When expenses for Media Fest '22 came due, money from the sale of the building was spent as part of SPJ's operating funds.
- E. Royer explained how expenses are reimbursed from the Foundation and what happened after she took over as interim executive director. The first task was to hire an organization that could help with the finances, a type of part-time controller. She found an organization that fits that need: Your Part-Time Controller (YPTC). Royer said that while it seems like a dire situation, "I do think there's light at the end of the tunnel." Royer said YPTC will be able to help SPJ see quickly where we stand (financially), what do we need to do. Everything is on the table as far as making cuts, saving money, looking at ways to bring in more revenue. "It looks bad," Royer told the board, "but in the next two months its going to look a lot different and at the very least we will know where we stand.
- F. Balderas asked for SPJ Attorney Mark Bailen regarding a question asked by SPJ member Bill McCloskey regarding how a personnel matter impacted how SPJ handled its budget. Mark said that Jennifer addressed some of Bill's question – there has been staffing turnover, and other staffing departures and issues related to that that slowed things down. But YPTC should address the financial concerns in the next 4-6 weeks.
- G. Balderas then explained what the next steps would be regarding the hiring of YPTC. Putting together a 2023 budget, reconciling billings, accounts receivables and payables, etc because right now SPJ doesn't have the information necessary to put together a budget. Balderas asked Royer to inform the board as to how much money does SPJ have. Royer said that in the SPJ emergency fund, there are 3 accounts, right now there is over \$600,000 in those accounts. The checking account, with money coming in and out, there's probably \$100,000 but that fluctuates. Membership has impacted the finances.
- H. Board member Kevin Smith asked questions of Balderas: he asked how many other board members had the same concerns over the finances and why wasn't it addressed as a board so that we didn't get to where we are at this point? Balderas said he and the prior SPJ president had extensive conversations about the budget, and she dealt with those concerns directly with the prior executive director on a one-to-one basis. The

problem the board faced was the problem the board experienced when the prior executive director left SPJ – there was criticism from SPJ members and Foundation members regarding whether or not the board mettles too much (in SPJ business operations) or does the SPJ need to mettle more? In the past the board didn't mettle much with the executive director budgetary decision-making. But if one were to go back to August when the previous executive director left, there was a lot of criticism because perhaps the Former Executive Director left because the previous board was mettling too much into his affairs. It's a fine line. Balderas said he is one who says the board should mettle a lot with the executive director's management of SPJ. But Balderas said he's in the minority on that point of view.

- I. Board member Smith then asked about the finances for Media Fest '22: Balderas said SPJ has been trying to get the bill from the conference hotel since October. Royer said she's reach out to the hotel and they have not responded.
- J. Board member Smith asked of Royer how much did the opening night reception cost? Royer said it was around \$80,000. Smith clarified that SPJ had a \$25,000 sponsorship against that \$80,000 cost and stated the costs were \$65,000. Royer explained that it was difficult to find a spot in D.C. due to staffing issues after covid. There weren't that many options. This looked like the best option. Board member Blaize-Hopkins asked if that was a Katie decision or an SPJ decision? Royer said both. Smith then said only SPJ people were there and the boat was 400 person capacity. So, \$80,000 divided by 400 people, Smith stated SPJ was spending \$200 per head for an opening night reception which has makes it one of the most expensive ones SPJ has ever had.
- K. Board member Smith then asked a question regarding Impexium (SPJ CMS): has it led to SPJ's financial issues and has the company been held accountable for this problem. Royer said SPJ hasn't taken it that far, she has had a few conversations with her contact there and given him specific examples of problems.
- L. Board member Ibarra made a comment about having a conversation with the previous executive director about putting away the sale of the building money into an investment account. Balderas said Ibarra's recollection was correct (see above)
- M. Balderas made recommendations to the board that it move ahead and approve the hiring of YPTC. The Finance Committee (Claire, Ashanti and Balderas) met with a rep from YPTC and they presenting a budget as to the costs of organizing SPJ's financial accounts. Balderas asked if we could disclose how much SPJ spent on the previous controller services. Attorney Bailen said such information is usually not released to the public. Balderas then said the costs of hiring YPTC to work on the books would be \$6,000 less than the cost of having a permanent controller at SPJ HQ. Balderas said that by January SPJ should have a clearer picture of SPJ's finances. With that, then Royer can present a 2023 budget to the board. Balderas explained that Royer will propose that the board adopt a temporary budget that mirrors the 2022 budget. That's because it involves how much HQ can spend above a certain limit with approval from the board.
- N. Royer asked the board to approve, using the 2022 budget as a provisional budget for the next month or two, assuming YPTC is hired to fix SPJ's budget. That way the staff doesn't have to bother the board with every expense over \$5,000. It's for the things that are normally in the budget every year, normal expenses.

- O. Balderas concluded by informing the board that all options are on the table. Short term, regarding the executive director search, Balderas said there were three issues at stake – SPJ doesn't have the money to hire an outside firm (to search for a permanent executive director). If that's the case, then should an executive director search be handled internally. Balderas then said some might argue SPJ should put off doing the executive search until the board knows how much money the organization has. But then the timeline for making such a decision would move to Feb – March 2023. Balderas said taking that approach would require asking the interim executive director Royer to continue working in that temporary role. But Balderas said that raises an issue of equity.

Claire Regan stated that a prior announcement hinted of the next SPJ board meeting in March, but she said most likely due to the budget uncertainty, an earlier board meeting would take place in February. Balderas agreed with Regan that would be the best option.

Regan said key information was needed to inform the SPJ members regarding the organization's finances, like the Media Fest costs.

Prior to moving ahead to other items, Balderas reminded the board it had to take some votes.

Royer said the board should vote first on whether or not to hire YPTC, followed by the board adopting a skeletal budget based on 2022 budgeting. Balderas agreed. Smith made a motion to move forward and hire YPTC.

Balderas asked the Parliamentarian Burney if that was the proper motion. Balderas explained that SPJ will be paying YPTC on a weekly basis. This was not a vote for approval of a service contract.

Royer then explained the costs of hiring YPTC.

Balderas clarified the motion: the treasurer is asking the board that we give the power to the interim executive director to hire this outside firm to fulfill our financial needs.

Parliamentarian Burney said such motion was better and then asked if there was a way to quantify a cost not to exceed X amount of dollars?

Royer said that number was in the proposal she uploaded to the SPJ drop box. She said YPTC estimated their services will require roughly 20-28 days for the staff accountant; 24-34 days for an associate and 3-4 days for a manager. To complete start up activities for a one time cost that would range from \$48,500 – \$66,900. That's for work done through January and that's to do all accounting/controller services.

Balderas suggested the X amount of costs the board should consider would be not to exceed \$66,900 on the high end.

Board member Blaize-Hopkins clarified that the name of the company being hired is called Your Part-Time Controller, and not that we are hiring a part-time controller.

Regan said there was a motion on the floor. Smith seconded. Regan asked for discussion.

Regan said no hands were raised.

Regan called for a vote. Balderas asked for a roll call. Regan agreed.

Claire Regan - yes

J. Israel Balderas, Secretary-Treasurer - yes

Emily Bloch, At-Large Director - yes

Daniela Ibarra, At-Large Director - yes

Ashanti Blaize-Hopkins, Vice President - yes

Kevin Smith, At-Large Director - yes

Adam Sennott, At-Large Director – yes

Peter Szekely – yes

Jodi Rave Spotted Bear – yes

The vote was 9-0.

Balderas then asked that the board approve a 2023 temporary budget based on the framework of the 2022 budget. Regan asked that Balderas restate the motion: That the board approve the interim director's budget proposal applying the 2022 budget framework for the 2023 budget.

Regan asked for a second. Blaize-Hopkins seconded. Regan called for discussion.

Smith stated he was confused regarding such request. Since he hadn't seen the budget for this year and he doesn't know what the budget was for 2022, he wondered what were we specifically talking about.

Royer explained that it was the board giving her permission to pay for day to day expenses that are normal expenses for SPJ that exceed \$5,000. That way, Royer doesn't have to run to the board for permission every time HQ needs to spend over \$5,000 on items like awards plaques, etc.

Royer explained further what was in the 2022 budget. Royer then put the documents detailed that budget into the drop box.

Attorney Bailen stepped in and clarified this adoption would be temporary. Then Bailen clarified that this would be on the expense side. It would give Royer and staff a roadmap of what they could spend, and it would not include anything outside that framework. But the proviso is that she has to cut back significantly expenses in that framework. It puts a ceiling on it.

Baldeas said once SPJ gets a hold of the books then Royer would come back to the board and said now that we've cleaned up this mess, here's where SPJ is at regarding the budget.

Board member Peter Szekely suggested we change the motion to say the board authorizes the interim executive director to pay all recurring expenses through January 31.

Regan asked for a second. Blaize-Hopkins seconded. Regan asked for discussion. Seeing no discussion, she moved for a vote. Regan asked for a roll call.

Claire Regan - yes

J. Israel Balderas, Secretary-Treasurer - yes

Emily Bloch, At-Large Director - yes

Daniela Ibarra, At-Large Director - yes

Ashanti Blaize-Hopkins, Vice President - yes

Kevin Smith, At-Large Director - yes

Adam Sennott, At-Large Director – yes

Jodi Rave Spotted Bear – yes

Peter Szekely – yes

The vote was 9-0.

9. Foundation Appointments – Regan

As SPJ President, Regan presented for consideration by the board members the following nominees:

A. SPJ appointments

- * Claire Regan
- * Ashanti Blaize-Hopkins
- * Israel Balderas
- * Peter Szekely
- * Adam Sennott
- * Jodi Rave Spotted Bear

Regan stated she could present the candidates as a slate. Verified with the Parliamentarian. She answered yes, unless there's an objection. But Parliamentarian did advise Regan should not make the motion since she is a candidate. That could be another board member who was not on the list.

Board member Daniela Ibarra volunteered. She moved to approve all the President's appointees to the SPJ Foundation as a slate.

Board member Emily Bloch seconded.

Regan inquired from SPJ Foundation President what would be the terms of these candidates. Hagit Limor said all SPJ Board appointees would serve for one-year terms.

Roll Call Vote: Balderas restated the motion to accept the President's nominees to the SPJ Foundation board.

Claire Regan - yes
J. Israel Balderas, Secretary-Treasurer - yes
Emily Bloch, At-Large Director - yes
Daniela Ibarra, At-Large Director - yes
Ashanti Blaize-Hopkins, Vice President - yes
Kevin Smith, At-Large Director - yes
Adam Sennott, At-Large Director – yes
Jodi Rave Spotted Bear – yes
Peter Szekely – yes

The vote was 9-0. Motion carries.

Limor welcomed the newly appointed members to the Foundation board.

B. SPJ Foundation appointments

Regan asked Limor to read the names of her nominees to the SPJ Foundation board. Instead, Limor read the entire 22-member listing. Attorney Mark Bailen clarified that under the SPJ Board and Foundation Bylaws, the only nominees to be appointed would be those that are being considered to serve a 3-year term anew. The other members serve 3-year staggered terms.

Limor expressed disagreement with Attorney Bailen regarding his legal advice and said that what she just did has always been done since the inception of the Foundation. She insisted there were several former SPJ presidents who would agree with Limor's interpretation of the bylaws. However, Robert Leger, who Limor acknowledged, shook his head in disagreement and said attorney Mark Bailen was correct.

Limor presented the nominees from Group B

Group B

- Howard Dubin
- Russell B. Pulliam
- Sue Porter
- Dr. Battinto L. Batts, Jr.
- Robert Beck
- Linda Hall

Regan made a motion to approve the B list as identified Limor. Board member Smith moved and Block seconded the motion.

Discussion:

Board member Smith said he has served with four of the listed nominees and said they are outstanding.

Regan asked if the discussion needed to be done in executive session. Attorney Bailen said no unless there was a reason.

Blaize-Hopkins asked Limor about appointee Linda Hall. If she is an employee, could this potentially be a conflict of interest? Hagit said to the best of her knowledge, Linda Hall retired. Attorney Mark Bailen was asked about the legality of appointing a former employee to the Foundation Board. VP Blaize-Hopkins asked Interim ED Royer for a promise that she would not hire Linda Hall for the remainder of her term. Attorney Bailen advised Board members that the appointment of Linda Hall could create a conflict of interest. Such appointment presents a complicating factor and that is why it is disfavored, but it's not illegal. It has been done in the past and it can be done. Recommended Royer can handle the situation and she should be wary about hiring Hall given this situation.

Parliamentarian Melanie Burney pointed to the Bylaws regarding that board members can't get paid while serving on the board. She agrees with Attorney Bailen to be careful.

Blaize-Hopkins asked Royer for a promise that she would not hire Hall as support staff for the length of her term. Royer said yes.

No public comments regarding the nominees. No further discussion.

Roll Call Vote: Balderas stated the motion to vote on the B list as identified.

Claire Regan – yes

J. Israel Balderas, Secretary-Treasurer - yes

Emily Bloch, At-Large Director - yes

Daniela Ibarra, At-Large Director - yes

Ashanti Blaize, Vice President - yes

Kevin Smith, At-Large Director - yes

Adam Sennott, At-Large Director – yes

Jodi Rave Spotted Bear – yes

Peter Szekely – yes

The vote was 9-0. Motion carries.

10. Old/New Business: Regan

Regan had no old business

Board member Bloch had new business.

Make a motion that we as a board make support known for Derek

Make a motion to extend and publicize support for Derek regarding his arrest; asked that we make the same support as CPJ.

Daniela second.

Discussion

Kevin asked a question regarding where Derek's application stands with the LDF. Balderas said the committee had not received one

Adam asked about how long would LDF approval take. Balderas said once the application is submitted, it usually takes a few months depending on how many applications come in.

Regan

Roll Call Vote on supporting Derek:

Claire Regan - Yes

J. Israel Balderas, Secretary-Treasurer - yes

Emily Bloch, At-Large Director - yes

Daniela Ibarra, At-Large Director - yes

Ashanti Blaize, Vice President - yes

Kevin Smith, At-Large Director - yes

Adam Sennott, At-Large Director – yes

Jodi yes

Peter yes

Peter: under new business, unless there's a miracle the staff of the New York Times represented by the Guild will do a one day walk-out.

Melanie Burney is active with the Guild in Philadelphia.

11. Board orientation – Mark Bailen

Legal principles regarding the fiduciary duties aspect of serving as board members.

Regan said usually this training is done behind closed doors.

Mark presented the Annual Board Training 2023 in the open.

- Duty of Care
- Duty of Loyalty

14. Adjournment

Claire moves to adjourn

Daniela seconds

Meeting adjourned at 9:52 p.m. EST.