



SOCIETY OF PROFESSIONAL JOURNALISTS BOARD OF DIRECTORS MEETING MINUTES

Feb. 25, 2023

1. CALL TO ORDER

SPJ President Claire Regan called the meeting to order at 12:02pm. EDT.

2. ROLL CALL

Secretary-Treasurer Israel Balderas called roll. Present via Zoom were: Claire Regan, Israel Balderas, Ashanti Blaize-Hopkins, Emily Block, Daniela Ibarra, Jodi Rave Spotted Bear, Adam Sennot, Kevin Smith and Peter Szekely

3. WELCOME

Regan welcomed members in attendance. She introduced Fred Brown as the parliamentarian

4. APPROVAL OF MINUTES

Regan called for a motion to approve the meeting minutes from Dec. 7, 2022. Blaize-Hopkins made the initial motion. Smith seconded. The motion passed unanimously.

5. PUBLIC COMMENT PERIOD

No public comments

6. PRESIDENT'S REPORT

Regan shared with the public that the contract for Impexium (membership database) would be ending in April. Complaints have been consistent. She has assembled a committee to look at options. Regan detailed partnering efforts with other organizations:

- a. Poynter Institute – Beat academy, help journalists boost their skills. SPJ members have a discount rate of \$50 (vs. \$75)
- b. Annual Convention – Regan said planning for Vegas has started (Sept 28 – Oct. 1). She encouraged anyone interested in presenting to submit session proposals. They will be accepted through March 10.
- c. Regional conferences: 1, 2, 4, 5, 6, 7, 8, 9 dates have been confirmed (all in person)
- d. Regan detailed an initiative she has launched called “Office Hours with SPJ president” via zoom. Members can pitch idea and share concerns.

e. SPJ Committees have been filled and member makeup have been posted.

7. INTERIM EXECUTIVE DIRECTOR'S REPORT:

Jennifer Royer started by informing the board and public that she has been working closely with Your Part Time Controller, a third-party vendor that now provides accounting services. They are helping SPJ to catch up on finances. They have been working hard to get us where we need to be. Have made a lot of progress. YPTC wrote a memo on the progress made towards reconciling the 2022 budget. Royer said she would share that memo with the public and the board.

She also explained the staff has been doing extensive research on potential replacements for a new membership database. They have identified possible replacements best suited for SPJ's needs. Regan and Blaize-Hopkins are working with a committee to look at best options.

Mark of Excellence entries are in (and now SPJ is looking for judges). The entries were on par with previous two years. Revenue from entries looks good.

Spring issue of Quill will be going out.

Staff has been working on the annual convention, not just for this year but looking ahead to future dates and locations.

Royer welcomed communications team to the meeting. Most board members know Zoë Berg, who has been working as a communications specialist. She is now handling responsibilities that Royer used to handle as communications director. She also presented Kim Tsuyuki, who started working as communication intern in January. She's doing a great job, intuitive.

Regarding the work by the communications, Regan praised staff for putting together timely statements when news impacting our members makes headlines. Regan cited the recent shooting in Orlando.

8. CONVENTION SITES DISCUSSION

Regan reported that the board is a bit behind in planning for future conventions after Vegas. Setbacks included virtual planning for two years. But Regan reported that planning is back on track. The board is looking at locations. Regan brought back Royer to provide a summary:

Royer: Katy Riggs is submitting RFPs for 2024 right away. The focus is on Indianapolis and Cleveland. The Board also talked about New Orleans and Savannah, Georgia, Atlanta, Charlotte, Detroit, and Minneapolis.

For 2025, the Board is considering D.C., Baltimore or Orlando.

For 2026, Katy Riggs is looking at Dallas, Denver, and Salt Lake City.

9. MEMBERSHIP DATABASE REPORT

VP Ashanti Blaize-Hopkins provide a report on replacing Impexium membership database. She thanked the staff who have been working on this project. She said it has been quite frustrating for staff and chapter leaders. She was able to pull together a committee, with her as chair. Regan is also on the committee. In the last two months, they have had 2 meetings and have done several demonstrations with several vendors. The committee is in the process of narrowing down the list to 2 – 3 potential replacements. The board will then determine which vendor best fits the need of SPJ. Royer would make the ultimate decision.

Blaize-Hopkins told board members that the current membership database Impexium has been a huge frustration. She said it seems there's light at the end of the tunnel as to the membership problems that have existed for a long time. A replacement should be in place soon that supports the needs of SPJ. Hopefully this will help everyone.

10. FINANCE REPORT

Balderas thanked the Finance Committee for the work that has been done by the members. Over the last two months, members (Matt Hall, Patty Newberry, Frank LaMonte, Jodi Rave Spotted Bear, Peter Szekely, Ashanti Blaize-Hopkins and Claire Regan) have been meeting with YPTC quite extensively (5 times). The last meeting was on Tuesday. The committee has been getting updates at least every 2 – 3 weeks on the accounting work being done – get SPJ in line with the 2022 budget (yet to be reconciled) as well as looking ahead to the 2023 budget.

Despite all that work, Balderas said “we’re not quite there yet.” He informed the board members and the SPJ broad membership that the organization doesn’t have the 2023 budget to present to the board. So far, there are preliminary numbers (and they are prelim) because the 2022 budget still hasn’t been closed. Once that’s completed, the Finance Committee will be able to provide the board with a proposed 2023 budget. Balderas did inform the board (and members) that they could expect to have difficult conversations regarding how to bring in more money and how to cut expenses to help SPJ, not just on the short term but long term as well.

Balderas introduced the interim executive director to go into detail as to the work being done by YPTC at headquarters. She read a memo from Liz White of YPTC, which provided good information, summarizing what they have been doing.

Balderas asked Regan to detail her plan to move forward with the continuing budget process. She informed the board that the finance committee has more work to do as to the 2022 and 2023 budget over the next week. She also informed the board members and membership that there will be difficult choices to make in the coming weeks. Regan said her plan was to have the budget prepared in a solid form to

present to the board sometime in March. At that time, that's when there will be a complete full report presented on finances. Regan wanted to let everyone know that "we are on top of it." Some of the best leaders (of SPJ) are working together to get the best ideas forward and solve all these situations.

Balderas offered to all board members to entertain any questions they might have regarding the budget process.

Kevin Smith did not ask any questions regarding the preliminary budget report. He did ask that Royer would put the YPTC letter she read to the board as part of the board material and made public.

No board members asked any follow up questions regarding the budget.

Balderas informed members that the board would have to vote to extend budget authority for Royer to continue to make purchases above \$5,000. Balderas reminded members that in the December meeting, members agreed to temporarily give such authority to Royer. Currently, the purchases would (should) be in line with the 2022 budget structure. Balderas did raise the question as to how long such purchase power would extend. Because Regan said the board would take up the completed budget by March, Balderas suggested the authority should last until the board meets to for a vote. Balderas recommended that given the intricacies of the budget, that perhaps approval of the budget may take two board meetings – one to present the budget and let SPJ members digest the numbers and a second to adopt the budget. That could extend until April. Therefore, Balderas recommended the purchasing power for the interim be extended through April.

Smith made the motion for the board to approve budget authority to Royer. Szekely seconded the motion. Discussion was opened for the board.

Smith asked Royer how many purchases over \$5,000 would she anticipate? Royer said it depends. She gave an example of purchases plaques for awards. It could be a health insurance bill. It may not be a lot, but just enough that the board would get tired of Royer coming to the board for each ask. But it would not be within the normal operating procedures.

The board vote was unanimous.

11. COMPLAINT REGARDING CONDUCT at MEDIAFEST22 ATTENDEE –

Regan informed the board that after SPJ received a complaint about allegations of misconduct on the part of an SPJ member towards a vendor, she asked VP Blaize-Hopkins and Royer to investigate the situation and prepare a report on what happened with some more details. Blaize-Hopkins presented that report.

During Media Fest 22, Blaize-Hopkins said there was an incident where an SPJ member engaged in a conversation with a group of journalists in attendance at the convention. According to the group of journalists, the topic of discussion initiated by the SPJ member was both offensive and intimidating in nature. Royer and Blaize-Hopkins interviewed the SPJ member who confirmed that the conversation had taken place and they obtained a statement from a witness to the conversation, also an SPJ member who corroborated the allegations.

She said that she believes this incident raises important questions as to how SPJ should handle complaints concerning members, including the procedures to follow in addressing such complaints against members and the measures if any that SPJ should take against a member in response to such incidents. However, before the board addressed those points, she believed it would be helpful if board members were provided more details about the incident in question. To minimize harm to the parties involved, she proposed the board enter executive session followed by a return to public session to address more broadly the issues just mentioned.

Blaize-Hopkins made a motion to enter executive session. Daniela Ibarra seconded.

Balderas asked Attorney Mark Bailen under what power would the board be going into executive session. Balderas acknowledged that in past instances, SPJ members have criticized the board for conducting SPJ business behind closed doors.

Bailen said there are two main guideposts for the board when it comes to the meeting procedures. The first is the bylaws in Section 7, Article seven of the bylaws which states all meetings shall be open to the public except when the board is discussing confidential matters including but not limited to personnel privileged communications with legal counsel and contracts. The other guidepost is from the SPJ board policy manual that approved by the board in 2019. On page 7 there is a paragraph that deals with the circumstances for entering executive session.

It states the board will account for circumstances where private discussion among leaders is necessary like state open meeting laws. Exemptions that might allow meetings in executive session include personnel decisions, property or contract negotiations, certain award decisions pending or potential litigation, and to comply with legally imposed requirements that matters be kept confidential. Bailen did say that any votes taken in executive session must be reported without violating the reason for the confidentiality when the board returns to public session.

Bailen also said he believed that there's potential legal issues involved and therefore he would be attending for purposes of soliciting legal advice. He recognized and was sensitive and sympathetic to the tension that that SPJ has believing in open and free flow of information. But he believes there needs to be a balance. He believes what Blaize-Hopkins proposed addresses that balance. After

the executive session, the board can go into detail as to what was decided and what's in the best interest of the organization to further disclose.

Parliamentarian Fred Brown clarified to Bailen that he would not be attending the executive session. Bailen confirmed. Balderas then asked the parliamentarian what the responsibility for him as secretary would be. Brown said Balderas would only be obligated to report on the final decision. Bailen agreed.

There was a question raised by SPJ member Hagit Limor. Regan asked the parliamentarian whether such a question could be raised from the floor. Brown said no and Bailen concurred. However, Brown that informed Regan that SPJ member Bob Becker informed him Regan could recognize non board members. Bailen said Regan did not have to. Regan said she would do so, and then permitted Limor to ask her question.

Limor wanted clarification on the procedure just discussed – would the board take a vote on this matter in executive session and come back or would the actual vote take place in public. Bailen said he believed the implication or inference drawn from the board policy manual states any votes taken in executive session must be reported without violating the reason for the confidentiality when the board returns to public session. The attorney interprets that to mean the board can indeed take a vote. However, in executive session, there would have to be some reporting on that vote when the board went back into public session. Limor asked would there be the opportunity at that point for the public to comment?

Bailen said that would be up to Regan. Brown agreed the presiding officer makes the decision. Limor commented her concerns that this matter which is not a personnel issue, could be completely handled in executive session and the membership could be told very little with no opportunity to contribute. Bailen said that's what the board policy manual and the bylaws contemplate.

Brown informed the board that Robert's Rules of Order say very little about executive session except that it requires a 2/3 vote of the governing board or the board making the decision.

Regan said the board has not met in executive session about this issue. This issue has been around since Media Fest. She understands the importance of transparency and she supports it.

Regan asked if there were any further questions.

Member Brenda O'Reilly asked a question and Regan acknowledged him. He wanted the board to take to heart the fact that the board needs to be aware not to have a discussion that's potentially libelous in a public forum that's going to be recorded. He assured the board here are legitimate reasons to go into executive session. But the board needs to be careful to say things that could open SPJ up to liability.

Regan asked if there were further questions. Seeing none, Regan called for a vote. The board voted unanimously to go into executive session.

The board returned to public meeting at 4:32pm.

Regan asked Balderas to state the motion made in executive session. Balderas reported out the motion that was before the board in executive session. The motion was to revoke permanently the membership of an SPJ member following a complaint made at Media Fest '22 and bar the individual from future SPJ events. Balderas reported the vote was six to three, in favor of revoking the membership of the former SPJ Member.

12. CODE OF CONDUCT DISCUSSION

Regan said as president she would be creating a task force whose responsibility would be to develop a code of conduct and a process to handle complaints about members.

13. OLD/NEW BUSINESS

Regan asked if there was any old or new business to report. Seeing none, Regan moved to accept a motion or hear a motion on adjournment.

SPJ Member Limor had a question. Regan asked for the parliamentarian to clarify if she could such a question. Blaize-Hopkins said it would be up to her.

Limor wanted to clarify what had just occurred. She stated the board had a public comment at the beginning of the meeting. However, having it then before anyone could possibly comment on any of the items just discussed. Now, Limor stated, people can't ask questions about anything that has happened since during the meeting and especially the item that you just spent hours discussing. Limor said the membership has no way of knowing what happened. Apparently, the board just kicked out an SPJ member and the only thing the public knows is that it involved something said at Media Fest '22. Limor stated SPJ is a First Amendment organization, and this situation is something members do have a right to discuss.

As to a code of conduct, Limor expressed a concern that such item is something that has been discussed decades. SPJ is not an accreditation organization, it's a membership organization and she said these are huge items to be discussed.

Regan clarified she was following the usual protocol. She asked the attorney to explain what just occurred. Bailen once again explained the board went into executive session. He began to explain the discussion the board would be having now involved a specific incident that the board addressed in an executive session.

Balderas informed Bailen that he had missed what just occurred and explained what had been done in his absence. Regan said she was under the impression that there was no public discussion. Bailen said he was under the impression the board would be discussing the Code of Conduct. Regan returned to agenda item 12 for board discussion.

CODE OF CONDUCT DISCUSSION

Blaize-Hopkins expressed concerns that SPJ didn't already have a code of conduct in place and a process and procedure by which to address any member complaints or complaints about members. She was also concerned SPJ could be putting members in positions where they could be harmed emotionally, physically. She believes it's necessary that that we have these conversations and create this task force.

Smith pointed out there is a code of conduct for the convention that most of the members do not know about. He also informed the board that his chapter expelled a couple of members back in 2008. What the board ultimately did was to refuse to let their membership expire.

Balderas asked a question regarding process and procedure. He asked board member and bylaws chair Adam Sennott about the timeline when this task force would have to meet and report out recommendations in time of adoption by the general membership at the convention. Sennott said such item would go through the bylaws, but if this turned out to be a board policy, no recommendations by the Bylaws Committee would be necessary.

Attorney Bailen recommended that if what this involved was a process for revoking membership, it would probably be best if it were in the bylaws.

Balderas brought up a point raised by member Bob Becker – a task force recommendation would need to provide due process to remove a member. Balderas said that may then require bylaws change. Sennott on the other hand, suggested this could be a policy change. Balderas asked whether the board would have to vote on which way to go. Regan said that would be part of the recommendations made by the task force.

Jodi Spotted Bear recommended the Board adjourn and leave this discussion for the task force.

14. ADJOURNMENT

Daniela Ibarra moved to adjourn. Sennott seconded. The vote was unanimous.