

RTDNA/F Full Board Meeting: March 9, 2018

National Press Club, Washington, D.C.

The meeting was called to order by Chair Scott Libin at 9:12 am.

In attendance: Scott Libin – Association Chair, Vincent Duffy- Foundation Chair, Jerry Walsh – Chair Elect, Dan Shelley – Executive Director, Loren Tobia – Treasurer, Kathy Walker, Foundation Treasurer, Sheryl Worsley, Fiona Conway, Tim Scheld, David Louie, Blaise Labbe, Chip Mahaney, Terence Shepherd, Andrew Vrees, Andrea Stahlman, Ellen Croke, Janice Gin, Janet Hundley, Scott Diener, Mark Kraham, Brandon Mercer, Jam Sardar, David Wagner

Executive Director report: Dan Shelley - First Amendment Award Dinner was great event with 21 board members attending. Feedback from honorees and networks was positive. GMA, Morning Joe and CBS News all had coverage this morning of the event. We had 254 attendees vs 220 last year. Revenue estimate is about \$206,000 with a net profit estimate roughly \$65,000. To improve attendance in the future, Dan recommends bringing back the Dinner Committee that we used to have. He suggests we invite Barbara Cochran to be on the committee.

Murrow Awards had 4417 entries this year, a new record. Student entries were down significantly this year. We did less marketing to students this year. We shifted the scholarship entry deadline too. Expected revenue from Murrow awards is \$584,000. (Last year was \$554,000.)

Kaleidoscope Award entries number 33 so far. Heavy marketing is planned to increase that number by the entry deadline.

We will have a delegation of RTDNA officers at the NAB show in Las Vegas. Dan will begin setting up meetings with stakeholders. Dan will also be speaking on

panel to media attorneys, put together by Wiley Rein. Scott and Jerry will also be on a panel.

Association Chair Report: Scott Libin – The anchor seminar will be held in Chicago July 12-13, with 12 anchors signed up so far. Scott reported he gave Dan his first formal performance review which was positive. Kate will do reviews of her staff and Dan will do the review for Kate.

Chair-Elect Report: Jerry Walsh – He and his committee continue to plan EIJ '18 and have finished the first round of submissions for programs. Recent staff turnover at SPJ is slowing things down a bit. RTDNA is working to create more focus at EIJ by narrowing programming tracks to digital, newsroom leadership, news gathering and career development. They all align well with RTDNA's goals. One of the big goals is to get more newsroom leadership sessions. We had 6 last year and want to do 12 this year.

Mark Kraham made a motion that we adjourn as the Association and meet as the Foundation. Kathy Walker seconded. Motion was unanimously approved.

The Foundation Board met at 10:15 a.m.

Foundation Chair Report: Vincent Duffy – Vince echoed Dan's praise for all the work that went into a successful First Amendment Award Dinner. There was discussion over who would be worthy recipients of the White and Hogan awards at EIJ. A few names were suggested and Vince will reach out to some to see if they would be available to accept the awards.

At the request of Foundation Trustee Janice Gin, Dan Shelley gave a presentation informing the board of the status of all our scholarship accounts and their financial standing. None of the accounts is in trouble.

Janice Gin made a motion (seconded by David Louie) that the board direct the staff to search for the scholarship creation documents in the next 90 days. Thirteen vote in favor. Eight are opposed. The motion passes.

Chairman Duffy will convene a smaller group of board members, including officers and trustees, (probably by phone) soon to discuss this further.

Foundation Treasurer Kathy Walker gave a brief update on the scholarship schedule and entries.

Kathy says we have \$1.6 million in our Foundation account: 50 percent equities, 40 percent fixed-income funds, 10 percent other -- designed to manage volatility. Last year was very good for our investments; this year, a bit more volatile. She and Loren are monitoring closely. Dan says our money manager advises us to stay the course. He is scheduling a quarterly call for next month.

Kathy moved that we adjourn the Foundation meeting. Sheryl seconded. Unanimously approved.

We reconvened as an Association at 10:50 a.m.

Treasurer's Report: Loren Tobia – Both the Association and Foundation are in good shape financially, market volatility has created some swings, but overall accounts are in positive territory.

Voice of the First Amendment Committee: Dan Shelley – the VFA task force has been incredibly busy since March 1. RTDNA has spoken out forcefully on cases in Georgia, Missouri (involving the Governor and closed court sessions) and others. These efforts have included personal letters written by Dan.

Dan asks that the board keep the requests for us to get involved coming. The more times we get to speak out on First Amendment issues and the more interviews Dan does, the more visible RTDNA becomes as a pre-eminent press freedom organization.

Digital Committee: Sheryl Worsley – RTDNA had a very good month on social media due to the “This is Journalism” video. With the changes in staffing and new individuals taking over responsibilities for digital production, Sheryl wonders if we

continue to need a digital committee? Sheryl put forward a motion to disband the digital committee and it was seconded by Brandon. The motion passed unanimously.

Awards Committee: Jam Sardar – Number of Murrow entries and revenue is going great, we have the judges we need, and things are going well.

Diversity Committee: David Louie – Unity will be out of business by the end of the month. It was 20 years ago in Baltimore that Unity was formed. David wonders if there is some way we can commemorate that with diversity programming at EIJ. Scott agreed to assist in that matter.

Ethics Committee: Terence Shepherd – The committee presented rewritten guidelines on mass shootings, reporter arrests, covering hurricanes and natural disasters, civil unrest and whistleblowers. There was discussion about how to treat victims of mass shootings during the event and protocols for using or sharing photographs on social media. Terence moved that we accept these guidelines with edits to be suggested. Vince seconded. Motion passed by acclamation.

Governance Committee: Chip Mahaney – The committee presented a list of thoughts and discussion items about potentially restructuring the RTDNA board.

Current Concerns with Board structure:

1. The current RTDNA board is too large to effectively make decisions needed to lead the Association in a today's real-time environment. The Executive Committee could serve the Association better, in between scheduled board meetings, with more flexibility, agility and authority. A smaller board of directors may obviate the need for a separate Executive Committee.
2. In previous years (not just recently), some board members disengage or otherwise become unavailable to fulfill basic responsibilities of board service. This causes a waste of time for RTDNA staff and other members, in

trying to engage low-availability or low-interest board members.

3. Regional directors are useful in spirit but less so in practicality. Our regions are too big geographically for regional directors to have any regular or personal use in serving their members. We do not host regional conferences or awards ceremonies. Social media and digital communications – a primary conduit for association communications – work more efficiently and more powerfully at a national scale.
4. In the past 20 years, too few of our elections have been competitive, even for national at-large or officer positions. Only a tiny percentage of regional director elections are contested by more than one candidate. Often, our officers have to go hunt for a replacement for a regional board member who resigns his/her seat.

Future Goals for Board:

1. A board that is easy to assemble on short notice and able to act with proper authority on urgent matters.
2. RTDNA board members who stay fully engaged throughout the full term of their service. Where members' other commitments prevent continued service, a ready-and-waiting list of replacements can be summoned to serve, without need to dive deeper into regions to find willing but lower-interest nominees. Relatedly, a clear list of responsibilities for RTDNA board members, to maintain their seats on the board.
3. A board that is built on diversity in all shapes and forms, and one that can be curated as necessary, as seats come open, to preserve or enhance

diversity.

4. Elections that become a signature lifeblood of the Association. Elections spur passion, attendance, participation, excitement in campaigns. Active campaigns force new ideas into Association conversation, and later, into board activity.

Options for Changing the Board Structure:

1. ONA Model: A smaller board comprises 16 members serving staggered, two-year terms. Each year, five members are elected; three are appointed by the board to ensure greater diversity or meet some other opportunity or deficiency. <https://journalists.org/about/board-of-directors/board-election/>
2. SPJ Model: Over 2 years, will reduce number of national board members from 23 to 9. Three officers (each elected for one year). Four at-large directors, elected to staggered two-year terms. Two appointed directors, each selected by board to one-year term. <https://www.spj.org/governance.asp>
3. IRE Model: 13 directors serving two-year terms, half and half staggered. Board forms committees, including an executive committee, which includes four officers. <https://ire.org/about/board-directors/2018-election/>
4. Keep same organization structure. Update and then enforce board member responsibilities.

5. Keep same organization structure. Give Executive Committee broader authority to act on behalf of the board and the Association, with equally-broad veto authority given to the board to override any Executive Committee action.

Discussion ensued regarding the issues surrounding possible board changes.

Dan provided a little more context and background regarding why this discussion was brought forward, including discussions from the officer retreat from last December and arguments in the book "Race to Relevance." Large boards are unwieldy, there is often delay in action. A smaller board would be more potent and effective and create an environment that would provoke more competitive elections. We've seen some dramatic improvements in RTDNA over the last year and we should restructure the board to be nimble and competitive.

Andrew expressed concern that with a smaller board a single company could overtake or dominate the board.

Dan pointed out the difficulty that staff has had trying to get regional directors to recruit Murrow judges.

Andrea said as a new board member she wants more to do and was happy to recruit Murrow judges.

Kathy said as a group we need to talk about how we bring people into the board.

Andrea said being a regional director should be more about outreach.

Tim said there really needs to be more outreach to regional directors and from regional directors if we are going to keep the regional directors.

Terence says he uses recruiting Murrow judges as an outreach tool.

Kate says too many regional directors didn't meet the deadline for recruiting judges and staff took over that task because staff just has to get stuff done.

Scott D wondered if it was easier if it was a 9 person board with everyone working harder – or just getting everybody to step up.

Dan said sometimes board members have pet projects that get created and never end once created.

Loren said we run the risk of creating a smaller board that is no more effective or works any harder. We haven't managed that process of allocating work to board members well.

Scott said we also could decide to fortify our systems of communications and not reduce the size of the board.

Jerry said we have some new people on the board and we wouldn't want to lose that new influence by reducing the size of the board.

Andrew said we should let this board with new blood see what it can accomplish in the next year.

Janice said what she is hearing is a frustration that we are not getting enough work from the board.

Scott said he wanted to talk about communications.

Brandon informed the board about Slack. A discussion about Slack ensued. Dan said he would invite all the board members to the existing RTDNA board slack channel.

The discussion moved into the value of emails and how frequently people should "reply all" to board emails. Scott said he would come up with email etiquette rules.

Andrew asked that we go back to the discussion of the board make-up.

Andrew made a motion that the board instruct the membership/governance committee to create restructuring proposals for the next board meeting. Chip seconded. It was determined that a vote was not needed and that Scott could just instruct the committee to do this.

Loren made a motion that the board focus more intently on enforcing the rules that we already have. Janice seconded. It passed unanimously.

Dan informed the board that we are going to have separate audits this year of the Association and the Foundation instead of together as has been past practice. The board has recommended this for years.

New Business:

Dan – we are working with the D.C. chapter of NATAS for a program in the summer. They want to give a First Amendment award to a DC area journalist and we will probably be giving a first amendment defender award to that individual. Discussion took place about whether or not that was a good idea. Dan said whatever we do the board will have input.

Old Business:

Loren asked if the review of the executive director will be made available to the board. Dan and Scott said it would be made available to the Executive Committee.

Mark made a motion to adjourn. Loren seconded. Motion carried by acclamation.