

**Board of Directors Retreat
October 5, 2013
St. Louis, MO**

In Attendance: David Cay Johnston, Manny Garcia, Sarah Cohen, Ziva Branstetter, Matt Goldberg, Stuart Watson, Rob Cribb, Len Downie Jr., Mc Nelly Torres, T. Christian Miller, Ellen Gabler, Josh Meyer, Andrew Donohue

Staff in Attendance: Mark Horvit, Amy Johnston

Johnston called the meeting to order at 9:03 a.m.

Miller motions to approve minutes.

Meyer seconds the motion. Unanimously approved.

Executive Directors Report – Horvit

MEMBERSHIP

- We ended last month with almost 4,700 members, which is the highest level IRE has seen in many years. Gannett has purchased 200 memberships for the past few years; we don't know if they'll do that again next year.

Downie asked if we were able to track the number of members retained from events.

Horvit replied that it was hard to tell due to the way the events are set-up, but that he would look at it and see what he could find.

- We have worked out arrangements where members get services such as CometDocs – an online PDF converting tool – and Tableau – visualization software – for free. We also continue to make ArcView mapping software available for free for those who take our training. All told we have provided more than \$500,000 in free software and services to our members this year.
 - We are continuing to look for addition services that we can offer our members.
- Horvit said that he is starting to look at a tiered membership. One rate would include membership and all of the free services and the other would only be membership.

Training:

- A lot of trainings scheduled for the fall, including custom training for Hearst's broadcast division and NBC. We have a number of upcoming Watchdog Workshops, and continue to provide custom newsroom training through two grant-funded programs, the Community Partnership Project and Total Newsroom Training. Upcoming workshops include a cross-border weekend session in Toronto and our first Watchdog Workshop in Hawaii in a decade.
- Megan Luther is on leave until January.
- We will be at the Global Investigative Journalism Conference next week in Rio.

Web:

- Steady number of hits on the website. About 30,000 unique visits to the website each month.
- Tony has been working on a map of IRE's recent training history and made changes per the boards earlier requests.
- We are working on a better way to search audio and video. We want to be able to do a master search of audio, video, tip sheets and stories.

Johnston asked how many people go back and listen to the conference audio.

Horvit said that we normally sell around 100 CDs of audio from conference, and all sessions from the past three years are available for online streaming.

Resource Center:

- Lea sent a letter regarding where the videotape preservation project stands. Lauren and the Resource Center staff is working on determining what's in the collection, from volume to types of media.

- Base of Service:

We periodically get calls from people asking us to do training. For example St. Louis PD contacted me asking if we would be will to do training. Requests like this are coming in more frequently. It does not follow our current policy of only training members. We will be discussing this further.

Development:

- Met with Sigma Delta Chi Board and IRE, in partnership with the New England Center for Investigative Reporting, received a \$39,000 training grant. It won't generate a large amount of income, but is a good test of how IRE can work with organizations run by members. Training will be held in 2014 and co-branded as SPJ training.
- We recently completed a workshop held jointly with Poynter, with Al Tompkins as our direct partner. More than 30 journalists attended (seating was limited intentionally). We are looking at future training possibilities with Poynter. Branstetter ask how many received membership from this. Horvit responded that with this membership was not included, but IRE was exposed to journalists who did not know of us before.

Downie asked if we would have a representative at the ONA conference. Horvit replied that we would not be at the ONA conference this year. Johnston asked if it would be a good idea for staff member or board member to go and represent IRE. Horvit said he would try to attend if the Board wanted him too. With Megan Luther out for the fall, he is doing more training than typical, which means the schedule is not as flexible as it might otherwise be.

Book Proceeds:

Horvit said he spoke with Nancy Stancill and finalized the details of her offer to donate some proceeds from the sale of her novel to IRE, with IRE promoting the offer on its website. As discussed in a previous meeting, this is something of an experiment for IRE, as a number of our members write books and might be willing to do something similar in the future.

Other:

Horvit discussed an offer from an academic who obtained access to the federal website where dam inspection data is kept and built a database. This data used to be public, but post- 9/11 access was restricted. IRE is looking at making that data set public.

A long discussion ensued about potential issues surrounding releasing the data. Horvit said he would look into it further before any action is taken.

Conference:

Johnston discussed the need to select a keynote speaker for the 2014 IRE Conference in San Francisco. Board members have already had some preliminary conversations about this, and IRE member Mark Katches and Goldberg, who are on the Conference Committee, have submitted some suggestions.

Donohue noted that at the San Antonio conference, instead of going for a big name, the board selected a compelling speaker with an important message (Marcella Turati, a Mexican journalist who spoke about dangerous conditions for journalists in her country).

Watson noted that Turati's keynote held to a theme that ran through part of the conference related to Mexico. Board members discussed having a technology-related theme for San Francisco, given all the tech companies in the region.

A number of names of potential keynote speakers were debated in a lengthy discussion.

Johnston recommended that board members come up with a list that has an ask order. Ultimately the Board agreed to ask Downie to ask Jeff Bezos, with a list of other potential speakers created.

Downie suggested a possible Showcase Panel focused on new players in Investigative Reporting. Several potential news organizations were discussed, including Al Jazeera America, BuzzFeed, Yahoo and others.

Meyer noted that a lot of organizations are beefing up their investigative units. Cribb asked if maybe we need to present this a renaissance.

Watson stressed the need to make sure the showcase panels or other high-profile speakers are diverse. The Board ultimately agreed to continue the discussion on the Showcase Panel at a later date.

A discussion then ensued about the possibility of offering a lifetime achievement award, and several journalists' names were mentioned. Donohue said that a formal process should be in place for taking such action. Horvit noted that the Board created a Founder's Award process was created the previous year.

Watson said that Mark Lagerkvist interviewed Bob Greene before he passed and preserved that for the future. He recommends that the organization look to do something similar with others.

Downie asked if there was a committee for the Founders Award. Horvit said that there was not a formal committee yet and that we need to set that up.

Johnston asked that Horvit and Downie formally start the process to set-up the committee for the Founders Award.

Johnston called for a break at 10:45 a.m.
The meeting resumed at 11 a.m.

Stephanie Sinn joined the meeting via conference call for a discussion of the location for the 2015 CAR Conference.

Horvit said the Board had asked staff to look at options in the western half of the U.S. and on the East Coast. Among the cities explored were Denver, Atlanta and Jacksonville. Horvit recommended that IRE look into Denver for 2016. For 2015,

Sinn said she had looked at hotels in Atlanta and Jacksonville, FL. Horvit noted that there is a question of timing. We generally look at the last part of February into early March. We made the decision in the past that we didn't want to go head to head with the South by Southwest Conference in Austin. He noted that if we move out of Feb. that will open it up for broadcasters because it wouldn't be sweeps week. Discussion ensued regarding the different areas and flight prices.

Cohen said that she would like to revisit the dates again to reconsider whether SXSW is still a factor. Downie suggested that it would be a good idea to try and get away from sweeps.

After discussion the consensus was to hold the CAR Conference in Atlanta the week before SXSW, in March.

Board members thanked Sinn for all of her work.

Johnson asked how progress was proceeding on fundraising for the conference. Horvit replied that thanks to the help of Katches and Goldberg, and the early commitment from the Center for Investigative Reporting and NBC, things were looking good thus far.

Goldberg asked if we wanted to reach out to some non-traditional journalism organizations for funding. Horvit replied that it is a fuzzy line but as long as the board is OK with exploring it, we can proceed with it. He then asked for any objections and there was no reply.

Budget:

- Horvit said it was still early in the fiscal year, and that most of IRE's revenue comes in during the second half of the year, so there is not a lot to report.

Johnston asked if there were any questions about the budget. There were none.

Endowment:

Horvit gave a brief update on the endowment fund. Meyer asked if there was anything new on outstanding pledges. Horvit said there were not many left, and that many of those that remained were very small and related to a campaign in which a lot of pledges of \$25 and \$50 a year were made. Our accountants have indicated it is probably time to write the uncompleted pledges in that category off, as the cost of trying to collect wouldn't justify the amount that could be obtained.

Long Term Funding

Johnston said IRE's financial situation is significantly better than when he joined the Board, but that there will always be a need to raise more money. Johnston said he wants to start looking at long-term funding and building IRE's reserves.

Horvit said a large part of the reserve fund was spent in 2008-09. Subsequently, the organization began to rebuild it. It now stands at \$181,524. Those funds are kept separately from the endowment. In addition, there is money in the endowment that could have been spent over the past three years but was not, to build the endowment. Those funds, combined with the separate reserve fund, provide a total available in reserve of about \$265,000.

Horvit recommended that the reserve fund be moved so that it is overseen by the same advisors who handle the endowment, so that it can gain more in interest or dividends.

There was discussion of how large the endowment should be. Horvit said the initial goal of the endowment drive was \$5 million; about \$3.1 million was raised. Johnston said that a long-term goal should be \$10 million. Discussion ensued about how to build the endowment.

Horvit said that he thought we should move enough over into the reserve fund to bring it up to \$200,000. He said he would go to the endowment committee and make sure they supported doing that.

The board discussed various ways to keep IRE membership informed about IRE's budget and financial information. Horvit noted that the budgets, audits, and 990s are kept on the website going back three years.

Downie said Horvit has been a strong steward of IRE's finances, and other board members agreed.

Membership Committee

Gabler said IRE members have held their first meet-up in the San Francisco Bay area and that it went well. Effort is underway to start meet-ups in Chicago, and other areas that could potentially support this are Austin, Dallas and Seattle. She noted that Cohen has created a guide for organizing meet-ups.

Gabler said the Student Membership Drive went well. There were around 130 memberships donated by about 70 people. Students that receive the memberships get an email with information about the organization.

Donohue asked what had been done to publicize the program. Horvit responded that it had been posted on Quickhits, the listserves, the IRE website and individual members had sent out email blasts. Gabler noted that there are a lot of schools that don't know about IRE and this helps expose them to IRE.

Downie said that there is no better investigative reporting text book than an IRE membership. Horvit noted that a number of professors use IRE's website and all the material available for download as an online resource for their courses.

Cohen asked if we should look at extending the student rate for anyone under the age of 25. Horvit replied that we would have to look at how that would affect revenue.

Gabler said that John Green has devoted a lot of time to helping make the student membership program work.

Horvit said that in addition to the program Gabler discussed, Ire member Jill Riepenhoff is continuing work on the Student Mentor Program that she proposed at the June Board meeting. He discussed the work Riepenhoff has been doing and her plans for the program.

Cribb asked if it was open to only US citizens. Horvit replied that they had not discussed limiting it.

Johnston suggested creating an evaluation form to help monitor the success of the program. Horvit said that could also be considered for IRE's existing mentorship program.

Diversity

Watson began the conversation about increasing IRE's efforts at diversifying membership and reach. He said that the Board needs to figure out how to say that whatever you are interested in this is where you can get the training and resources. We need to let people know that they are welcome. Board, membership and conference speaker makeup are all part of the diversity issues.

One suggestion he made was to reach out to Historically Black Colleges and Universities (HBCUs) and other organizations.

Johnston said that he wanted to make clear that race and gender are important issues, and so are platform and region. He discussed the need for current Board members to work on recruiting a diverse group of members to run for the Board in the future. He suggested that the Board write a statement and publish it in the IRE Journal stating these values and goals and encouraging people to run.

Discussion of recruiting a more diverse group of journalists to run for the Board ensued.

Donohue said that it is both a long-term and short-term effort. He said he is on the board because someone called me.

Gabler replied that you don't want to have a handpicked board. Cohen noted these issues would be discussed later in the meeting.

Among the other issues discussed was working more closely with ethnic media, looking for winners of ethnic media journalism awards to speak at the conference, targeting some of IRE's custom training programs at ethnic media newsrooms and reaching out to smaller newsrooms. Some board members said it is important to offer entry-level training; Horvit said IRE does offer such training and regularly visits small newsrooms.

Cohen and Miller stressed the need to get new members into the organization and active, so they can run for the Board with knowledge of the organization.

Downie asked about IRE's connections with organizations like the Asian American Journalists Association. Goldberg noted that AAJA is strong in the Bay Area, where the 2014 Conference will be held. Horvit said IRE did training at AAJA's annual conference this year.

Johnston adjourned the meeting for lunch at 1 p.m.

The meeting resumed at 2:40 p.m.

Election

Cohen said that there has been discussion for some time about updating the voting process and moving to electronic voting. She noted that IRE's founders believed it was important those who vote also be in attendance at the conference.

Downie noted that there was a strong feeling at the time that those who voted needed to be present to hear the candidates talk. He asked how changing that system might impact the conference.

Horvit said one potential issue is that some conference attendees might leave early if they're not staying to vote.

Cohen said there is some concern that if the voting method changes, the nature of the elected board might change. She noted there is no way to know what the impact of such a change would be.

Watson and Gabler noted that electronic voting would make it much easier for members to vote. Cohen noted that IRE has already taken steps to make it easier to vote absentee.

Goldberg said there have been complaints that people who attend the conference but leave before Saturday evening are disenfranchised.

Cohen suggested that the board take on the topic in steps. The first question, she said, is how easy do we want to make it to vote?

Johnston said there's no guarantee that making it easier to vote will, in fact, have much impact on turnout. Horvit said SPJ has found that electronic voting did not have as much impact on voter turnout as leaders had hoped, so IRE should temper its expectations for immediate results.

Lengthy discussion ensued.

Horvit said costs for electronic voting systems can range from \$75 to \$2,500 per year, or more.

The consensus was that IRE should work to broaden voting and work toward an electronic voting process.

Discussion then focused on whether to keep voting open during the entire conference (currently it is closed until Saturday evening). There was also discussion about whether there are other ways to get information about candidates to members through IRE's website.

Cohen made a motion that IRE move to electronic voting.

Donohue seconded.

There was unanimous approval.

Johnston moved that the Board go into closed session to discuss personnel issues.

The board reconvened in open session to talk about issues of the make-up of the IRE Board. Former board member David Boardman joined by speaker phone, by invitation from Cohen.

Boardman talked about the process that the American Society of News Editors (ASNE) uses to fill out its board. He said the board president is able to appoint members to the board for one-year terms, which can help with diversity in many ways. Those appointees must then run for election if they'd like. He said a nominating committee recruits members for the board.

Cohen said some have argued that the IRE Board is too 'clubby and cliquey.' She said that appointing some members could reinforce that.

Discussion ensued about appointing some members to the IRE Board. Donohue said such a system for IRE could help with diversity. Downie said he saw pros and cons. He said that such appointments shouldn't be considered a panacea for current failures to diversify the board. Garcia asked if there should be term-limits on the IRE Board. He also asked whether increasing the size of the board would make it unwieldy. Torres said her concern is that having board members appointed by the board could increase the feeling of exclusivity. Gabler said it wouldn't be a good idea to create the impression that someone has to have the board's blessing to run. She favors recruitment of future board members, but not appointment.

Downie asked if term limits are something that should be examined. Horvit noted that he has been with IRE six years, and only one board member remains from the group that hired him. Torres said three-year terms (instead of two) should be considered.

No action was taken to consider appointing board members.

Other issues

Johnston said it is absolutely crucial that every board member give to IRE. We need to be able to say that we have 100 percent giving by board members, he said.

The meeting adjourned for the day at 5 p.m.

Board of Directors Retreat

October 6, 2013

St. Louis, Mo

In Attendance: David Cay Johnston, Manny Garcia, Sarah Cohen, Ziva Branstetter, Matt Goldberg, Stuart Watson, Rob Cribb, Len Downie Jr., T. Christian Miller, Ellen Gabler, Josh Meyer, Andrew Donohue

Staff in Attendance: Mark Horvit, Amy Johnston

Johnston called the meeting to order at 9 a.m.

Advocacy

Donohue said that board members have been trying to figure out how to deal with having IRE take public positions on issues that are relevant without diluting the organization's impact or consuming too much of the staff or board members' time.

He recommended that daily decisions be delegated to Horvit, who should ensure that only high-priority issues for IRE – those vital to investigative reporting – are involved. Horvit will have the option of running issues by The previously created committee that oversees such matters. That committee includes Donohue, Downie, Cribb and Meyer.

Branstetter asked if the board could be notified when we say yes or no. Donohue replied that seemed to defeat the purpose of expediting the process.

Watson said that he been asked to take a position on pending legislation, and asked how that impacts iRE. I was personally asked to sign on to this. What do you think? Horvit said if a board member signs on as themselves that's probably fine, as long as it's clear that they are not representing IRE.

Donohue noted that board members must represent the membership when speaking on IRE's behalf. Horvit said there have been instances where one board member has taken a controversial stance on their own, and members have still called to complain.

Downie made a motion that the executive director has the ability to attach IRE's name to public positions. Gabler seconded.

The board voted unanimously in favor.

Contest:

Branstetter announced that six members have been appointed to the Contest Committee: herself, Watson, Ron Nixon of The New York Times, Stacey Woelfel of the University of Missouri/KOMU, and the two members elected by membership, Ryan Gabrielson of the Center for Investigative Reporting and Shannon McCaffrey of the Atlanta Journal Constitution. Judges will be in Columbia on March 27-30 for judging.

Horvit noted that Branstetter is the committee chair and that, under the new rules set by the Board in June, she and he had picked the other judges. Neither she nor Watson can enter anything in the contest.

Gabler noted that it might be good to make sure the expectations of the screeners are clear and whether each screener needs to read every entry, even in the largest categories. Discussion ensued of whether each screener needs to read each entry, or if the size of some categories – with 70 entries – makes that impractical.

Downie said Lauren Grandestaff has been great at providing direction to screeners.

Horvit said there had been discussion among last year's judges as to whether the number of stories/audio/video that can be included in each entry. Discussion ensued about whether that is a good idea. One solution discussed was making it clearer that some items with each entry are primary material, and some are supplemental. Former board member Lea Thompson has said that the current system doesn't make that clear enough, which means judges end up reading more than they might need to.

There was no consensus to limit the number of entries. Horvit was asked to look at ways to make the screening process more manageable in the largest categories.

Johnston said IRE has been preliminary approached about creating a new award for Higher Education. Discussion ensued, but ultimately board members felt that IRE needs to be careful about increasing the size of the awards by adding any new categories.

Document Cloud

Horvit said DocumentCloud is entirely funded by grants, and those grants end in early 2014. Currently DocumentCloud generates no income because the entire service is free. Horvit said there are funds to keep the service running beyond the end of the grants, but that will only last for a matter of months. He said he has been in contact with the Knight Foundation, which has indicated it will fund a study looking into ways to make DocumentCloud financially sustainable.

Horvit said other foundations may be willing to provide funding, but a long-term plan for sustainability is key. He said DocumentCloud is one of many online tools for journalist that are created with grant funds and serve a useful purpose, but have no model for survival. He said many news organizations rely on DocumentCloud.

Horvit said among the issues to be examined are the future direction for DocumentCloud, IRE's ongoing role with the platform, and how to balance its mission with the need for financial sustainability. He said IRE members Aron Pilhofer and Scott Klein, two of the creators of the platform, will be involved in the process.

Miller said he believes DocumentCloud has great promise as a tool that could generate revenue and could have many applications outside journalism. He said it could be spun off as a for-profit operation, for example. He asked whether anyone from the board would be involved in the process.

Horvit said uses for the DocumentCloud outside of journalism are one thing the study would look at. He said that IRE cannot charge journalists for the basic service, but other services could be added, or other industries could be charged. For example, IRE has had some conversations with officials at the University of Missouri about possible applications for DocumentCloud. Discussion ensued about the potential for DocumentCloud.

Cohen said IRE needs to be careful about taking on additional platforms that don't have ways to generate income. Horvit agreed, while also saying that doing so could be a service IRE provides if the right model, or models, can be found.

There was some discussion of other tools, including PANDA and FOIA Machine, that have been associated with IRE. Horvit said there have been discussions about PANDA but no decisions, and that FOIA Machine is on track to be involved with IRE, though no details have been discussed.

Data Library Training

Horvit said IRE is periodically approached about selling data to non-members. He said expanding the user base for the database library could generate some income and could open the possibility of obtaining grant funding. Among those who have requested data recently are college professors doing research in non-journalism fields.

Branstetter said she thought it was worth exploring and that we should have set standards of who can do this. Cohen said that this had come up before and that some board members have objected. She asked whether doing so would put more of a time burden on staff.

Donohue asked how much money could be involved. Horvit replied that at present, probably a few thousand a year. Miller said he thought significantly more could be generated, and Johnston agreed. Gabler noted that she didn't love the idea of IRE staff doing work for doctors and other non-journalists. Miller said that if it just involves selling data that's already been made ready for journalists, very little extra work would be involved. Cohen said she didn't think university researchers pose a problem. Horvit asked if the board was comfortable with IRE selling data to university researchers, whether or not they focus on journalism. There was agreement.

Discussion ensued about pricing, with an agreement that the cost should be higher for non-journalists.

New Business

-- Johnston brought up marketing IRE. He asked whether the organization needs a slogan. He proposed "The Real Deal". We need to up our profile and it's just something for people to think about.

I find in that where I go and speak people don't think that investigative reporting is going on. A lot of people are surprised that there is investigative reporting going on.

Branstetter asked if we have we ever had one? Horvit replied that he didn't think so but maybe just for specific things. Branstetter said that she would suggest that we ask the membership. Gabler asked whom we are marketing ourselves to. Johnston replied that he thought it would help with fundraising. Donohue recommended engaging professionals and maybe start an analysis.

-- Horvit brought up the possibility of IRE looking into promoting planned giving, something that had been discussed without strong interest from the board. He said Alan Lynes has done some research into

options. Discussion ensued, and board members agreed that staff could look further into the possibilities.

-- **Cribb** asked for an update on the status of efforts to make an Arizona Project movie.

Horvit gave background about previous efforts and said that one person who has been interested in the project for several years, Cori Stern, is has been giving a limited-time option to market the project. He said nothing is imminent at this point.

Johnston closed meeting at 10:39 a.m.