

# SPJ Board of Directors Meeting Minutes

## October 29, 2000 - Columbus, Ohio

**Meeting Date:** October 29, 2000

**Meeting Place:** The Adams Mark Hotel, Columbus, Ohio

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### Roll Call:

Board Members Present: 21

Ray Marcano

Al Cross

Kyle Elyse Niederpruem

Robert Leger

David Carlson

Irwin Gratz

Julie Asher

Marcia Biggs

Bruce Cadwallader

Vicky Katz

Dave Aeikens

Patrick Dobson

Jay Evensen

Oren Campbell

Mark Scarp

Jim Parker

Jamie Gonzales

Charles Davis

Robyn Eoff

Andrew Marra

Brian Joseph

Board Members Absent: 3

Todd Gillman

Lisa Rollins

SPJ Staff Members Present: 3

James L. Gray, SPJ Executive Director

Julie F. Grimes, SPJ Director of Society Initiatives

Catherine Davis, SPJ Finance Director

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### FOI COMMITTEE REPORT

SPJ FOI Committee Chairman Ian Marquand reported on the Sunshine Conference that took place as part of this year's national convention. Several Sunshine chairs attended and there was good attendance at the FOI Awards breakfast. Marquand will work to get more award recipients in attendance next year. He is considering several projects and looking for partnerships with other organizations. There was a brief discussion of applying for an SDX Foundation grant to fund travel to bring Sunshine chairs to the convention next year.

The board acknowledged Marquand's hard work on the convention program this year and his work as FOI chair.

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Region 11 Director Mark Scarp reported that he and SPJ staff member Julie Grimes visited the SPJ archives at DePauw University in August. The board is considering a 100-year record of the Society that would be available for sale to chapters and members. An author and funding would need to be secured fairly soon. If the information was prepared in book format, it should probably be available by 2008, the year before the 100<sup>th</sup> anniversary. Scarp proposed that the board begin the groundwork on this project right away. Scarp will prepare something for the next available Quill that asks for proposals from authors and explains the history project. This would be editorial copy for SPJ Report. The group also discussed advertising in the Chronicle of Higher Education at some point.

Scarp mentioned that the SPJ material in the archives is not always properly labeled, and there is inconsistency in what has been archived in the past. In recent years, very little has made it to the archives. The group suggested that the Publications Committee may be a good place to start in developing written procedures for archives.

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### **Working Press Update**

Mac McKerral reported on the 2000 Working Press. He thanked the board for making the process easier and said that one could look at papers through the course of convention and see that every paper improved. Staff members and volunteers worked hard and had a position experience. Overall, McKerral expressed pleasure with the paper and mentioned that it contains important archival information. He encouraged board members to thank the students and advisers. President Ray Marcano indicated he would prepare a commendation for the Working Press staff acknowledging their hard work.

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### **Awards and Honors Committee Report**

Guy Baehr, chairman of SPJ's Awards and Honors Committee, explained that there was a need for a procedure to make sure judges know about significant challenges to any entries in the awards contests. This would address concerns raised at the Oct. 26 SPJ board meeting. Baehr distributed his original memo in the Oct. 26 board packets along with an additional sheet with a proposed revision. Baehr urged the board to adopt the accuracy requirement. He explained that reporting the information on the part of the entrant would be basically an honor system, but having the requirement provides some protection for SPJ.

**Motion by Al Cross to adopt the language for the awards contests. Second by Robert Leger.**

**Motion by Robert Leger to revise the wording to remove "fairness or" from the language. Second by Jay Evensen. Upon a show of hands vote, the motion carried with 14 for and four opposed.**

The board then voted on the motion to add the contest requirement with the language change. After a show of hands vote, the motion carried with 10 in favor and nine opposed.

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### **Seattle 2001 Convention Update**

Seattle Convention Chair George Erb presented this report and explained that the committee has a fund raising goal of \$115,000. Of that, \$63,500 has been committed. The convention theme is 2001: A news odyssey -- A look at the future of the industry.

The committee has held two brainstorming sessions to discuss programming. They've included members and nonmembers from all backgrounds. They have many ideas for programs and speakers. A graphic artist designed the convention logo, which is now ready. Board members commented on the increased energy at this convention from broadcasters and encouraged the Seattle convention committee to continue developing that area, along with the continuation of the mentor sessions set up by Rose Hume.

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## **Board Orientation**

Executive Director Jim Gray distributed SPJ stationary and envelopes and staff business cards. Gray explained some general organization details.

SPJ is incorporated in Illinois and domiciled in Indiana. Both states have good volunteer protection acts, and board members are not putting personal assets at risk by serving on the board of directors. Gray distributed a board member training manual and the group viewed a videotape featuring common scenarios board members need to deal with.

Bob Lystad, SPJ legal counsel from Baker & Hostetler, discussed board members' fiduciary responsibilities. Lystad read the Society's mission statement and explained that from a legal standpoint, board members had two duties: the duty of care, and the duty of loyalty.

The duty of care means board members are to "act in good faith." (and you will be protected from legal responsibilities). Don't act in deliberate contradiction to reasonable care. This involves attending board meetings, gathering information and staying informed. Board members usually rely on staff and volunteer committee leaders to stay informed. Board members are not day-to-day managers but policy setters.

Lystad then explained the duty of loyalty. This involves confidentiality. "When you are here, you are board members, not journalists," said Lystad. However, if a board member believes illegal activity is taking place, that should be disclosed. Lystad encouraged board members to ask questions and use independent judgment when making decisions.

It is the responsibility of board members to disclose any potential conflicts. Board members should act on behalf of the Society and not in their own personal interests.

Lystad explained several procedures for communication among board members and SPJ staff members. Issues should go from board members to the executive director who will provide direction to staff members. Lystad also explained two types of sexual harassment: quid pro quo harassment and harassment as a result of a hostile work environment. He said sexual harassment also applies to same-sex harassment. A sexual harassment policy should be provided to staff members, and the staff should be made aware of those policies. Sexual harassment policies must be administered effectively, said Lystad, which meant that more than one avenue of reporting conflict must be available to staff members.

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## **Legal Update on FOI Activities**

Bob Lystad, a part of SPJ's legal counsel at Baker & Hostetler, distributed a report on Baker & Hostetler's FOI activities on behalf of SPJ in the past year. Lystad commented on the Congressional testimony of SPJ FOI Chairman Ian Marquand and said it was of great benefit to the Society. The office filed several amicus briefs and joined several others. They also organized Capitol Hill visits last spring, which were very helpful. In regard to the lawsuit involving the Society's ethics handbook, the case has been settled. The cost to the organization is the \$5,000 deductible.

The board members thanked Baker & Hostetler for their hard work on this case and on behalf of SPJ through the year.

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## **Board Committee Selections**

### ***Executive Committee Election***

President Ray Marcano explained that the SPJ Executive Committee is the governing body of the board. The seven-member committee has the authority to act on behalf of the board on matters between board meetings. The committee meets twice a year, in January and July. The five board officers automatically become members of the Executive Committee. The board elects two additional directors. Marcano asked

for nominations to fill the two spots:

**Motion by Al Cross to nominate Irwin Gratz. Second by Vicky Katz**

**Motion by David Carlson to nominate Jim Parker. Second by Jay Evensen.**

**Motion by Kyle Niederpruem to nominate Todd Gillman. Second by Al Cross.**

Board members voted by secret ballot, and Irwin Gratz and Todd Gillman were elected to the Executive Committee.

### ***Finance Committee***

President Ray Marcano explained that the Finance Committee members are appointed. The Finance Committee for 2000-2001 included the board officers (Ray Marcano, Kyle Niederpruem, Al Cross, Robert Leger and David Carlson), Mark Scarp and Jay Evensen. Secretary/Treasurer Robert Leger will chair the committee, which will meet in April to work on the Society's annual budget to be approved by the full board in April 2001.

### ***Training Center Committee***

President Ray Marcano named a committee to explore the development of the second story of the SPJ headquarters building in Indianapolis. A training center is under consideration, but there are many options to discuss. The committee will prepare reports for the Executive Committee in January 2001 and for the board meeting in April 2001. The committee members are Charles Davis, Duchesne Drew and Steve Geimann, with Davis serving as the committee chair.

### ***SPJ National Committee Nominations***

President Ray Marcano explained that all chairs will return except Ginny Whitehouse, chair of the Journalism Education Committee. Duchesne Drew will chair that committee.

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## **2001 Calendar**

President Ray Marcano explained that SPJ headquarters will be preparing a 2001 calendar. Preliminary dates:

Jan. 20, SPJ Executive Committee Meeting, Tampa, Fla.

Regional Conferences -- up to five conferences could be March 30-31. Two will be March 6-7.

March 15-16, Finance Committee, Washington, D.C. (includes FOI trip)

April 28, April Board Meeting, San Diego, Calif.

July 21, SPJ Executive Committee Meeting, New York City

June 21-23, SPJ Leader Training, Indianapolis, Ind.

## **New Business**

President Ray Marcano referred the SPJ Ethics Committee Report from its convention meeting to the January Executive Committee meeting.

The board presented outgoing president Kyle Niederpruem with an engraved watch.

Marcano explained that board members would receive a short note in coming weeks regarding the

executive director's evaluation.

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## **Adjournment**

**Motion to adjourn by Jay Evensen. Second by Charles Davis. Motion carried, and the meeting was adjourned.**

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## **Action List**

### **SPJ HEADQUARTERS**

An awards contest rule was added. Headquarters will implement the contest change.

### **SPJ BOARD MEMBERS AND VOLUNTEERS**

Mark Scarp will develop an article for SPJ Report on the Society's 100<sup>th</sup> anniversary and possible history project along with a call for authors for a proposed history book.

Awards and Honors Committee Chair Guy Baehr will work with headquarters to prepare a news release about the awards contests changes and make sure the information is in contest promotions.

The newly named training center committee will begin research on possible uses of the headquarters building and will prepare reports for the January executive committee meeting and the April board meeting in 2001.