

INN Board Call
Monday, March 9th 2015
1:00 pm Eastern/ 10:00 am Pacific

VIA CONFERENCE CALL

Attending by phone:

Kevin Davis
Brant Houston
Tim Griggs
Neal Shapiro
Chuck Lewis
Anne Galloway
Laura Frank

Absent:

Vivian Schiller

Frank as secretary took minutes

The meeting was called to order about 1 p.m. eastern time.

Houston noted the need to review and approve the annual budget with the understanding that there would likely be revised budget to be reviewed and approved in June.

Houston moved approval of the Consent Agenda and Lewis seconded.

The consent agenda included:

- a) Approval of minutes from October 13th, 2014 conference call [attached]
- b) Approval of minutes from February 10th, 2015 conference call [attached]
- c) Approval of amended bylaws as of November 14th, 2014 [attached]
- d) Approval of each of the following organizations that have applied for membership:
 - i) Environmental Media Lab (formerly Conservation Magazine)
[www.conservationmagazine.org]
 - ii) Hashtag30 [no site at this time]
 - iii) Alabama Initiative for Independent Journalism [www.birminghamwatch.org]

The consent agenda was approved unanimously.

Lewis noted that the executive committee had had a lengthy discussion with Davis over the budget.

Davis reported on the budget. He noted:

- After talking with INN's law firm Shepard Mullins, the monthly retainer has increased from \$2,000 to \$2,600.
- The Rita Allen Foundation is no longer considering a \$150,000 because of Davis's plan to phase out Impaq.Me Davis said that on the recommendation of the executive committee he had informed Rita Allen Foundation of the plans to spin off Impaq.me (Davis had earlier recommended that INN seek money from the foundation to provide a soft landing for Impaq.me) Thus , that projected revenue is removed.
- Hewlett Foundation is no longer interested in giving INN general operating support. They want to look at a grant more like the Knight Foundation's INNnovation grant, where INN administers smaller grants to INN organizations. He did not have an estimate of what the Hewlett grant might be and said he was prepared to get the revenue from other sources.
- He said earned revenue is forecast at \$500,000 and that estimate was conservative.
- In response to a Griggs question on the change in the fiscal year, Davis said he would like to reforecast the budget for July 1 closer to June. He said he would re-craft the budget and that the board would have to go through the approval process again.

Shapiro moved to approve the current budget as presented by Davis. Galloway seconded. All approved.

Finance committee language and bylaws.

Griggs noted that in the finance committee there is a reference to adding an outside expert and wondered if that had existed in the past. Houston said that had come from a template for finance committees and the idea was to get someone with extensive expertise. Griggs said he thought that was great idea. Lewis moved to approve the finance committee language as presented. Griggs seconded. All approved, except for Galloway, who abstained.

INN Name Change

Griggs noted that the name change has an inconsistency saying Institute of Nonprofit News when it should be "for. "

Shapiro moved to approve name change with "for" replacing "of." Frank seconded. All Approved.

Davis brought up the Hewlett application he wanted to apply for concerning governance. Griggs asked for more discussion. Discussion ensued Davis continued with the report on details on the budget that had been approved.

Davis noted the budget has a tab with cash flow projections vs. actual expenditures and he expects to inform the board monthly on the current status. He said he has held off hires, noting INN doing better than the budget but later in March he will have a better understanding

Davis noted that INN is doing a press release today on the new name, the web site and identity of INN. He noted he had found a reasonably priced public relations person to help.

Davis reported that he and development director Irma Simpson have three priorities for fundraising: education, regional outreach, and a nonprofit news day.

Davis discussed a plan for regional outreach meetings (for INN organizations, nonmembers, public media and funders) to discuss ways to work together. He also mentioned possibilities for executive training programs. Discussion ensued. No action was taken.

Davis said he would like to organize a nonprofit news giving day in the fall specific to INN members. He noted the Media Consortium only raised \$35,000 in a similar effort. Griggs noted how Texas Tribune piggy backed on a similar effort and raised \$18,000.

Membership and Standards Committee:

Houston said the standards and forms all remain the way they were before.

Editorial Collaborations Committee:

No report

Calendar:

Houston asked to have a board call on April 13. He noted the annual in-person meeting is June 3 at IRE (Investigative Reporters and Editors conference in Philadelphia). He also said he would propose a board conference call on Oct. 5

Plans for INN day were discussed including the board meeting and meeting with members.

Board Governance:

Discussion ensued again on governance and executive committee meetings. It was noted again that CEO reports to the executive committee that oversees normal operations unless there is need for broader board involvement between board meetings.

Galloway asked about the schedule of executive committee meetings. Houston referred to his report in January that said the executive committee meets or advises when necessary or requested by the CEO. Lewis noted that meetings occur when needed. He said executive committee's function and responsibilities are clear. Houston said the committee had left the need for meetings with the executive committee to the CEO.

Davis continued to express confusion on governance. He said he did not see the need for an executive committee because the board is meeting frequently enough.

Houston said Davis should send a memo on what he thought would help. He said the executive committee had not met because the board has had to have calls every month at Davis' request.

Houston said board members have said they do not want to meet that often since the executive committee can handle business between quarterly meetings. He noted the board voted for the current governance structure throughout last year. He noted that the board consultant and board had endorsed the current structure at the November retreat.

Davis said he would write a memo on governance.

Galloway moved to adjourn made at 2 p.m.

Lewis seconded.

All approved.