

INN Board of Directors Conference Call
February 10, 2015

1. Call to order- 8:02 am PT/ 11:02 a..m. ET

In attendance: Kevin Davis, Brant Houston, Laura Frank, Chuck Lewis, Tim Griggs, Neal Shapiro

Late: Anne Galloway

Not attending: Vivian Schiller

Auditing & Taking Notes: Frank, Bertocci

2. Report of Chair- Houston

Rafat Ali has resigned from the board, confirmed with Frank per bylaws. Will send out times for an April and October board meeting times.

Davis stated that June 3rd is still INN at IRE day and it's packed. Houston stated that Shapiro can only make June 3rd. Board agrees that we should work to accommodate Shapiro's schedule and have the board meeting on June 3rd as Houston suggested.

Houston is trying to find a time for executive committee to talk with Davis on a monthly basis.

Houston noted the consent agenda. The board approved the consent agenda, including minutes and new membership applications..

Shapiro moved, Frank seconded. Vote taken: all ayes, no nays, none abstained.

4. Report of Treasurer

Lewis said the finance committee needs to review the budget..Other board members are welcome to attend. Total revenue for 2013 was \$2.4 million. 2014 was \$3.24 million. \$3.29 million estimated for 2015.

Lewis said there are a lot of details about these programs, but there are a lot of nonprofit journalism groups that would be pretty pleased with these numbers. The issues are the details and the committee needs to have a more thorough understanding. Lewis said he will try to schedule something with us all.

Houston asked Lewis and Griggs whether the budget should approved today or wait a week. He said Davis can let board know which hires this could hold up.

Griggs stated that we should strive to do this earlier next year. He said Davis could do hires as if there is budget approval. Finance committee will get on the phone with Davis and team and

review quickly. Griggs said it would be difficult for us to say don't do anything until you get approval. It would be helpful to talk about hires so we don't slow you down.

Everyone agreed

5. Report of CEO-

Davis said the 2013 actuals are in-line with audit, locked. He said the 2014 numbers look higher because INN had \$1.4 million in fiscally sponsored funds. He said the total INN revenues is more indicative because it keeps INN and fiscally sponsored member monies separate.

Davis reviewed various grant. He noted most of expenses are on personnel. He said that INN increases employees, INN will pay more in benefits.

Davis said 2015 budget is very stable on the grant side. He said he that after the draft budget was distributed that he had heard that the Buck Foundation has asked for a proposal and that his goal was \$100,000 from the foundation. He said INN locked in about 70 percent of funding, with clear line of site on the rest.

He said the big push this year would be on consulting. He said tech consulting resulted in staffing increases. He said Project Largo and the team continue to perform exceedingly well. Need quality staff to handle the workload and additional contracts. He said no team member is budgeted for more than 50 percent time. He said INN needs to balance member services and to make sure the most needy still get supported.

He said there is very little budget for Impaq.me since INN is "sunsetting it." He is trying to find a home for it by June, but may ask for more lenience. He said INN has been upfront in grant applications about Impaq.me that INN is divesting the product. Shapiro asked who the candidates are for taking over Impaq.me. Davis said social media ventures folks and for profit providing services to nonprofits. He said it could be moved it into public domain and allowing people to use it and do their own campaigns.

Davis said consulting actuals are actually on the line above and reviewed other numbers and said INN needed to get assistance for the finance director.

He said the growth in Largo has resulted in growth in hosting expenses. He said telephone expenses were brought down and travel is the same over last year.

Houston asked about 403(b) retirement savings and the discussion with Hewlett. Davis said planning for the 403(b) plan is just for INN employees but there is an option to operate a program for members.

Davis said a foundation INN works with often invests in consulting to help grantees with training, board governance, and fundraising. Houston said the board would want to see more information. Discussion ensued.

The board then discussed governance issues and the duties of the executive committee, which has been reviewed at the fall retreat.

Houston stated that he will follow-up with the board with suggested times for a half-hour board call to discuss this further. No vote on the motion was made at this time.

The board also discussed the responsibility of taking of minutes for board meetings and committees.

The meeting was adjourned at 9:05 a.m. Pacific time.