



# RTDNA

## **RTDNA Board of Directors**

### **Meeting Minutes**

*March 8, 2024 | Washington, DC*

#### **Attendance**

Sheryl Worsley, Allison McGinley, Vince Duffy, Kathy Walker, Alisha McDevitt, JJ Green, Melissa Luck, Blaise Labbe, Kim Wilhelm, Robert Thomas, Monika Diaz, Misty Montano, Sherri Jackson, Colin Benedict, Jennifer Seelig, Ellen Crooke, Alex Silverman, Jam Sardar, Galean Stewart, Terence Shepherd; Staff: Dan Shelley, Tara Puckey, Michael Sanserino, Kate McGarrity and Christen DeBard

#### **Welcome & Call to Order**

Worsley calls the meeting to order at 1:05 p.m Eastern.

#### **Advocacy Week Recap**

Chris Pair, from Althea Strategies, and Maura O'Leary and Marley Reifert from Barefoot PR joined Shelley, Worsley, and McGinley to share highlights from visits to Capitol Hill earlier in the week. The group met with nine different legislative offices to advocate for the PRESS Act. They also discussed police encryption with several senate offices.

#### **Foresight Exercise**

The board split into breakout groups to discuss the future of journalism, the future of their companies, the future of their organizations, the future of their jobs, and the future of RTDNA, all with a 10-year outlook. Feedback from the exercise will be collected and support future foresight exercises with the group.

### **Safety Update**

Safety Committee Chair JJ Green recapped a recent committee meeting and highlighted some of the threats journalists face currently and the danger they will encounter in the near future.

### **Governance Modernization**

#### **Overall Review**

Puckey gives the board an overall review of the modernization process, outlines what the board needed to address during the current meeting and provided updates the schedule of implementation.

#### **Non-Bylaws Policy & Process Changes Review**

Worsley starts reviewing the non-bylaws policy changes and seeks board feedback. Duffy asks who will handle DEI training and how RTDNA will pay for it, and Puckey responded that it would be included in the FY25 budget planning.

**Duffy moved to adopt the proposed non-bylaws policy & process change. Luck seconds. It was unanimously approved.**

#### **Next Steps**

The board reviewed the yearly roll-off grid. There was brief discussion about reappointment that the bylaws revisions address.

#### **Conflict of Interest/Fiduciary Responsibility**

Greg Feigen of Polsinelli addressed the board about [conflicts of interest and fiduciary responsibility](#). Topics included: Board responsibilities, employee responsibilities, role of members, legal requirements, authority, fiduciary duties, duty of Care, duty of Loyalty, conflicts of interest, duty of Obedience, duty of Confidentiality, acting beyond authority, business judgment rule.

## **Governance Modernization (Continued)**

### **Bylaws Review**

Duffy offers a bylaws edit that would require the full executive committee be present when acting with the full authority of the board. There is some discussion about the need/feasibility of that requirement, but there appears to be agreement that this is a reasonable request. No vote is required, but the board is accepting of those edits.

**Duffy moves to recommend the bylaws changes move to the full membership for their review. Montano seconds. The board unanimously agrees.**

### **Murrow Awards Overhaul**

Sanserino presented an update on the progress of the task force, sharing that recommendations are close in regards to staff size vs. market, category changes, etc., and that the judging group is working on figuring out what additional information may be needed. There are still fine details to be determined and the group plans to resume in full force following Murrow May.

### **RTDNA Financial Review**

Puckey presented the 2023 financial report for review. She explains the figures might be slightly distorted because of grants that were realized in 2023 but will pay for events in 2024. Duffy asked for clarification about conference exhibitors and potential changes in the ways we report it.

## **RTDNA Reporting**

### **President's Report**

Shelley shares highlights from recent RTDNA advocacy-related activity at the local, state, and federal level. He also shares some high-level updates from recent Capitol Hill visits. He requests a move to executive session to discuss sensitive matters.

**McGinley moves the group enter executive session to discuss sensitive matters, Luck seconds. Unanimous approval.**

**Luck moves to exit executive session. Labbe seconds. Unanimous approval.**

### **Executive Director Report**

Puckey reviews upcoming event schedule and encourages board members to share RTDNA events with their staffs/professional networks. She also shares the plans for the White/Hogan selection for RTDNA24.

### **Chair-Elect Report**

Worsley shares highlights of RTDNA24 programming.

### **Treasurer Report**

Duffy says things are in good shape, adding RTDNA's investment portfolio is performing well. Bank accounts are at appropriate levels.

**Montano moves to adjourn as the Association and convene as the Foundation. Duffy seconds. Unanimous approval.**

## **RTDNA Foundation Meeting**

### **Chair Report**

McGinley shares her excitement for the First Amendment Awards, coming Saturday night.

### **Treasurer Report**

Walker says the Foundation's accounts are in good standing and the Endowment accounts are growing.

### **Old Business**

McGinley reports none.

### **New Business**

Jackson shares a concern about credit card security on the website which was addressed by staff.

**Montano moves to adjourn as Foundation and reconvene as Association. Diaz seconds. Unanimously approved.**

## **OTHER BUSINESS/ACTION ITEMS**

### **New Business**

None

### **Old Business**

None

### **Meeting Minutes Approval**

**Duffy moves to approve the December 15, 2024 meeting minutes. Luck seconds.  
Unanimously approved.**

### **Adjournment**

**McGinley moves to adjourn, Sardar seconds. Unanimously approved and the  
meeting adjourns at 4:32 p.m. Eastern.**