

Asian American Journalists Association

FALL 2011 GOVERNING BOARD MEETING

Dec. 2-3, AAJA headquarters, San Francisco

1. **Call to Order** Truong calls to order at 9:13 a.m.
2. **Roll Call**

Present: Doris Truong, President; George Kiriya, Vice President (Broadcast); Janet Cho, Vice President (Print); Rene Astudillo, Treasurer; Athima Chansanchai, Secretary; Ellen Lee; Frank Witsil; Don Charensy; and Abe Kwok.

Absent: Lorene Yue (Medium-sized chapter), proxy: Kwok, Annalisa Burgos (Large chapter), proxy: Charensy

Guests: Theodore Kim (incoming secretary), Tom Lee (incoming Vice President, Print)

Staff: Kathy Chow (executive director) and Glenn Sugihara (consultant)

Amendments to agenda: dropped VP for digital, streamline programs from agenda (proposals not turned in)

3. Discussion of California law regarding proxies:

- Truong: Thanks Witsil for sending update on California law. Will not be recognizing votes by proxy, effective at this meeting. Can't transfer a vote.
- Chow: Vote to amend current by-laws to adhere to California law
- Witsil: Emphasizes deliberation as a board, several things changed in code, vote by email, Google hangouts as a way of deliberation
- BOARD APPROVES amending AAJA by-laws to comply with new laws on California corporations, including issues of proxy voting, board committees and liability insurance. (Astudillo moved, Chansanchai seconds. No objections, no abstentions.)

4. Approval of Previous Minutes (Spring 2011 and Summer 2011)

Corrections by 12/11 and vote by 12/16. Chinatown vote has to be an addendum.

5. President's Report

- Truong urges members to renew at Platinum rate, includes UNITY registration, still have 2012 calendars. Urges other board members to pick up some to sell back home.

- Had UNITY board meetings in October, first with NLGJA. Very productive. Cho working on strategic plan, reunification committee, Kiriya chairing social media. April 15-16 next meetings in Las Vegas.
- Aug.1-4 UNITY convention. Paul Sakuma first AAJA member to register. Ted Kim is part of programming committee with Paul Cheung, Victoria Lim.
- OCA is having convention overlapping ours, also in Vegas. Corky Lee has been emphatic about working together with them.
- Lee: Could they do media access workshop?
- Truong: exciting opportunity for us. Will distribute bid sheets, just to review, before we post.
- Chow: Will make electronic document **of the chapter convention bid sheet**.
- Truong: assumption 2013 would be AAJA-led, focused. Doesn't want to name other groups that might partner, could potentially work with them. Our membership does support working with another journalism organization, more than an Asian American group where there may be a perceived conflict of interest. No one has filled out bid sheet.

1. 2013 (23rd) Annual Convention

- *2013: NY has expressed interest, DC (only one that would be interested in exploring both models -- university and hotel), San Diego and Atlanta (more of a traditional model). All solo.*
- Lee: Is there a way to do number crunching? Members asking for this as well as impact on chapter, resources.
- Truong: Would help that other members would be able to meet hotel block. Mindful of everyone's bottom line. In the past, there's been the attitude of Manhattan or nothing.
- Chow: Looking to see who's interested at this point. Helms Briscoe, **a hotel contract vendor**, – same group NAJA has worked with – will negotiate, with hotels, so they get their commission from hotel, free for us.
- Truong: Chapters would do presentations at spring board meeting.
- Witsil: Why did minimum change?
- Truong: Wanted to keep it high, but we realize it's much more difficult to get that money.
- Witsil: One thing I learned, in competitive bidding process, requires far more work on host chapter than what is outlined here. Good to let chapters know, substantial amount of work. Got the sense that national office was going to handle a lot, but a lot of work is on chapter, and anchor sponsor (DMP in our case), provides a lot more work. Require them to do on front end. If you don't have that kind of support, you really need to have them come to the table with some kind of support locked in. Overall organization will benefit, a lot of opportunities we didn't necessarily maximize in Detroit. In this kind of climate, our money came in 2 years in advance, allowed us to get more money. NY would be great place to have sponsorships, would be great to have publishers or editors, if co-chairs would be at that level, need deeper support. Team of community leaders on fundraising committee. Potentially a lot of money, has to come from local

community. Richest and easiest support base. Not just names on a letterhead. Need to see difference between large and small chapters. In retrospect, if we could spread that out more, better. Has to be journalism organizations that support, or else it will more difficult.

- Chow: We don't want them to feel like they need an anchor sponsor, if bid doesn't go to them.
 - Truong: **Could Frank forward note to other chapters, lessons from past convention. Shirley sat down with Gina.**
 - Kwok: Should be part of best practices, to capsule some of key points from convention to convention.
 - Lee: Put post mortem online, as a living document.
 - Witsil: conventions are very different from year to year. Might have to reinvent wheel.
 - Lee: It's been so long for some chapters, it's like reinventing the wheel, don't know where to start.
 - Witsil: provide contacts, talk to past co-chairs, convention, preserve relationships. Not trying to scare people, I think you're on the right track.
 - Chow: Really lucky DMP supported Frank and Ankur, but those could be very unique, need to be sensitive to companies who won't allow that kind of staff time and resources.
 - DEADLINE: Witsil would try to get tips/post-mortem done by Dec.31.
1. **Janet Cho gives final report as Vice President for Print**, but still continues to work with UNITY on reunification committee. Other AAJA rep is former UNITY VP Aki Soga. Also working UNITY strategic plan, also went to LA Trivia Bowl, and promoting 30th anniversary booklet, which will be used as a fundraising aid, a commemorative tool, bring up to speed as to who we are, what's been done. Truong has used. Really fortunate to have Reggie Stuart underwrite cost of that. Copies for those who want to take home. Also posting ripple effects of \$20 seed money given at spring meeting. Chansanchai raised \$200, Kiriyama used as seed money.
 2. **Kiriyama reports and talks about using calendar as stocking stuffer.** Earned \$28,000 from sales and votes. (\$10,000 from votes, \$15,000 from GM, \$3,000 from sales.) Orders can also be taken online. Talk of womens' calendar, babies, pets in future years. Promoted DVD in 2009, concept of DVD going by wayside.
- Lee: Can we make a promo video?
 - Kiriyama: AARG, aggressively reaching out to AA members, up to 30 now. Curtiss Kim and Rahul Bali are co-coordinators. Will stream live on the web, at booth at UNITY. Introduced to presidents of other alliance groups, to see if their members would like to join the project. Radio felt second fiddle to TV. Truong: a lot more opportunity in NPR and American Public Media for jobs.
 - AASMBJ: Finalizing roster for 2012. Archith-Narendhra Seshadri and Maria Hechanova are coordinators. Gene Kang and Shawn Chitnis are advisors. Will include TV station, market size, contact info. Will create tree. SMBJ alumni. Christine Young Kim coming out in "Big Miracle" KTTU local talent are in film.

- Witsil: Want to congratulate Janet and George, what helped make it successful was coordination with convention. 30th anniversary booklet was part of vision of convention. Also with GM – how can we make more money, sponsorship, should really capitalize on car maker, able to negotiate. Not to take away from work that they've done, but it's important to continue that cooperation, these are not just individual silos. Break down those walls, we can see from these 2 projects, how much greater it can be.
- Cho: Going forward to have some version of 30th anniversary book live on online.
- Witsil: Not a criticism, but could pre-order, discussions well in advance, ahead of registration.

Took a break at 10:23, reconvening at 10:38 a.m.

1. Independent Task Force update (Kwok)

- Sub-committee of Tali Smith, Kwok and Yue formed a few months back, some languishing on task force to address questions regarding findings. Yue heading conversation with Evelyn Hsu, because she could not be here, Kwok got a hold of Hsu while in San Francisco last night, got a copy at about 8 p.m. Thursday night and sent to Governing board to review. Had a couple of short conversations with Hsu on the phone.
- Hsu was hesitant to commit to making herself available for a conference call with the G board or to commit for the task force to tackle additional questions/concerns., she said look at the report, made some additions list of questions forwarded to task force. Other point she stressed, report is meant to be forward looking. Looked at and reviewed material leading up to 2010, that's where their work effectively ended.
- No conference call held since the convention.
- Yue touched base with Hsu, but no substantive conversations, just relaying concerns/questions from board members. Kwok aggregated questions, Truong put Yue in touch with Hsu.
- Witsil: Agenda or action with report today?
- Kwok: More for discussion. Several of us said over the summer, report was incomplete, several things weren't addressed. In phone call, she also made this point: we've tried our very best to fulfill our charges, board can digest this, accept this, reject it, do whatever it wants, we're not closing the door to answering additional questions. In her words, meant to be forward looking, time to move on. She wants to close the loop by that task force.
- Witsil: If we have questions, ask her directly?
- Kwok: Did not set up protocol, did not set up process. Would get back to her if there were specific, unresolved issues.

- Truong: Would send out report to members from task force to close the loop. Intent is for board to approve sending out report to membership, or if we can release it after changes. Not meant to be an ongoing committee.
- Kwok: Sharon Chan issued statement, need to circle back to membership what findings are, some insinuations of improper handling, tarnish reputations of key people involved.
- Witsil: Questions. Key conclusion: attribution to “Nothing improper was done in borrowing the funds”?
- Kwok: Also in summer report, attributed to auditor Margaret Cruz of the Spiegel Accountancy Corporation, cited in the task force’s report.
- Witsil: Whose conclusion is this? Exactly what borrowing of funds, endowment or scholarship, somewhat of a vague line. Unclear to me whether endowment are temporarily restricted or permanently? If it CAN be done, it’s possible, were procedures followed that it was done properly or using best practices? Purpose here is about the endowment portion. Very concerned about borrowing of funds. Partly because if permanently restricted, we need to see some controls, authorization still unclear. From board or donor? If donors gave money for a specific purpose, and it wasn’t used for that, then we may have a problem. Documentation should include all pertinent information. Ultimately, when borrowing from a restricted account, what happens when organization becomes insolvent. Maybe we were borrowing against fund, we had a line of credit to repay? Very glad money was repaid and system in place, internal controls. Something we need to clarify.
- Astudillo: Task force recommends guidance and written policy. Don’t think there was anything formal in the past. That’s why we’re talking about this now. We should set specific guidelines if we need to document again.
- Cho: line of credit established after discovery of this.
- Sugihara: In accounting, two kinds of restricted funds: permanently and temporary. Endowment as temporary restricted, unrestricted board designated. I asked outside counsel, they didn’t see any problem with it, auditors didn’t. Heart of problem is that board didn’t vote on it. In Boston, convention being paid for by borrowed money from endowment. Wasn’t voted on. Last year admin fee, board is aware of audit, in board minutes, you didn’t vote on it. Organization did not have a credit line, will only get if unrestricted funds, turned down. Must have talked to Maya or Candace. What are you going to pay it back with? Board really needs to decide how endowment money is going to be used? In 2006, did this board know governing board approved using money? In 2007, used to cover programs that had deficits. In 2007 convention book, Mae states drawing from endowment funds. Used for programs, not operating costs. Per auditor, can use temporary restricted funds to pay bills. My job is to make sure we’re protected. If you want to blame anybody, blame me, I shouldn’t have said that at board meeting. Learning process for all of us. Did it again by not voting admin fee.
- Chow: When I started at end of 2009, **I was told that the administrative fee had already been** presented to the board. **This was not the case the** Board did vote in 2011.
- Witsil: Endowment is temporary restricted? (asks Sugihara: Yes)

- Sugihara: Voted bonuses for staff in 2009, from endowment. Big learning curve for everybody.
- Kwok: This organization is now 30 years old. Learned a lot, we're a better board for it. Do believe Glenn is right, need to look forward and make policy decisions, that look at endowment funds, consistent philosophy with every program, with a goal of not running a deficit. Also, look at triggering mechanisms, what types of consequences when they are running a deficit. Can't recall a year when Voices fully paid for itself, not more than one year. What is it we need to put in place so we don't find ourselves in a tough spot?
- Witsil: I don't agree with the underlying comment: Nothing improper...needs clarification. Who's drawing, what proper means, from what Glenn says. Fundamental problems to what board did, borrowing without authorization, all lessons we can learn from. Made in name of the board. Glad try to come to resolution, part of this will be enacting more internal controls.
- Truong: Think we're trying to move forward here. As a board free to accept, reject in whole or parts.
- Astudillo: I don't have any issues with this underlying premise. I think you all know background, from past president. Insinuations in statement issued to members, something wrong with scholarship funds. I told you objections, as far as I'm concerned, I'm fine with this report. Needed to do. Suggestion would be motion to accept task force report. Don't think we can have 100 percent agreement, time to move on.
- Truong: their committee's report, doesn't say they're speaking for AAJA, their conclusion.
- Witsil: all the more reason we need clear attribution and language. Are we talking about funds under Rene's administration, board, task force, need some real clarity. Specifically related to endowment funds, much different situation than whatever concerns were raised years ago.
- Kwok: For those who have specific feedback I can forward to task force, in regards to massaging wording, if we can do that before we leave tomorrow, will also post to Wiki.
- Astudillo doesn't see timeliness of going back to task force. Board could issue a separate statement, can address concerns.
- Kiriyaama: time to move on.
- Truong: willing to put forward as task force's report.
- Kwok: Will get feedback from Advisory board for statement from board.
- Cho: Will preserve collective reputations, no ill intent, no seeking to deceive, other options weren't available. Going forward won't ever be put in that position.
- Witsil: More prudence, judiciousness, better judgment should have been exercised when that original report was released. Going forward, and also looking back, need to acknowledge that concerns were raised, report were used for political purpose. Serious concerns brought by members. Made it murkier. Throughout process, did not raise concerns, ridiculed and dismissed or ignored. Has been a problem. Other members of the board have experienced that as well. Needs to acknowledge.

- Chansanchai: break it down: information from 2010 report used in derogatory way in political campaigns of 2010. Can be seen under umbrella of fiduciary responsibility, exposing organization to financial vulnerability.
- Kwok: Unethical use by individuals, not board collectively.
- BOARD APPROVES motion from Astudillo to accept the conclusions of the report dated 12/1/11 from the task force and release it to the general membership, along with a statement from the board.
- (Kwoks seconds and in this roll call, the following vote: Kiriyaama – Aye, Cho – Aye, Astudillo – Aye, Chansanchai – Aye, Witsil – Aye **with the stipulation that the conclusions reached are not his conclusions**, Lee – Aye, Chareunsky – Aye, Kwok – Aye.)
- BOARD APPROVES Kiriyaama’s motion that the Board supports the spirit of the task force recommendations and will evaluate them. (Kwok seconds. No nays, no abstentions.)

Break for lunch at 11:41. Reconvening at 12:40 p.m. Celebrates Astudillo’s birthday.

1. Treasurer’s Report

- Astudillo: Net income as of Nov.20 is \$44,000, still have a month to go. Still have to pay chapter dues (\$22,000) and Michigan chapter share of convention. Wipes out net profit. Bottom line: we’re about at budgeted net profit but that will drastically change when we start paying out membership dues and to Michigan chapter.
- Lee: outstanding grants we’re waiting on?
- Chow: \$50,000 for American Honda Foundation for JCamp (expect to hear first quarter), \$25,000 Gannett asked for revisions, hoping to notify by end of December, \$15,000 Annie Casey board has to vote on recommendations (should know by end of December), \$10,000 to ELP Intro and JCamp (New York Times), Google by end of December, CBS by end of December. GM proposal has to be submitted, told by first quarter. Also submitting in December: Graham, Dow Jones.
- Astudillo: Best case scenario is for some of these grants submitted to come in by end of the year.
- Witsil: Cash flow is fine?
- Astudillo: Cash flow is fine, about \$100,000 in bank, not going to be a problem.
- CONVENTION (Astudillo): Total income without Voices is \$359,758. Total expenses \$322, 483. Net profit: \$26,626. Had budgeted \$188,000. Convention is our biggest source of unrestricted funds, will definitely have an impact on non-program funds. Traditionally done well in UNITY years, more registration and share in net profits. That’s going to change next year, with NABJ no longer included in convention, will significantly change net profit. Last UNITY convention in 2008 had 825 registrants just for AAJA. (165 NLGJA members expected to come to UNITY; NABJ had 2,125 registrants in 2008 UNITY; NAJA 144.)
- Cho: NABJ has a competing convention.

- Astudillo: In calculating chapter share, need to include \$70,000 sponsorship (made commitment in 2009). Total share from net profit for Michigan chapter is \$11,965. Acknowledged hard work of Michigan chapter to bring in \$70,000 in 2009 and 2010.
- Witsil: Michigan's direct contribution is over half a million, including the Ford Foundation grant, which we would not have without Michigan. Important discussion for board to have – administrative fee for who does the work.
- Astudillo: Ford grant helped significantly with rooms and registrations.
- Witsil: Was part of original vision and plan. Significant we were able to do that work. Heavy lifting for convention, including Vincent Chin as well as the media demonstration project, quite an undertaking. Michigan had a big part of that. Nearly all of our fundraising efforts have gone to national. They committed a tremendous amount of money and what comes back to Michigan is very small. We did not do convention to make money for ourselves. Hope you consider that if we go to national for help. We've been doing this for years. Very grateful for revenue share, a lot of money for us. Relatively small chapter.
- Astudillo: Conversations future hosts need to have with national.
- Witsil: Plant a seed for further discussion: silent auction in a city without a chapter. A lot of work involved.
- Astudillo: UNITY next year, no chapter in Vegas, it will all fall on national staff and volunteer chapters. On the finance side, all net proceeds will go to national.
- **Projections to end of the year: Will go into negative if Power of One doesn't come through.**
- Chansanchai: At UNITY training and start-up competition, we learned the importance of analyzing fundraising campaigns, what works, what doesn't and being able to let go of this may be necessary to find a better solution.
- Kwok: AAJA should move to be more classic non-profit, rely on more private donors than corporate.
- Kiriama: Calendar was a fun way of donating money.
- Lee: Every cent counts, other ways to fundraise.
- Witsil: Don't think I'm contradicting anyone else, board does do a lot of work for AAJA, including fundraising. Michigan chapter acknowledged. Don't undervalue your own ability on what people is willing to give, surprised at companies that gave from Detroit. But we need a serious strategic plan, combining all of our resources. Person who does ask is person closest to individual, coming up with a plan on front end, over a long period of time. We had a plan. Need a vision, more than events.
- Had a Development Committee started by Sharon, but no one re-upped due to time constraints. Lee: Should think about, if going forward.
- For members who would like a form letter from AAJA showing non-reimbursed hotel stays as tax-deductible, Astudillo suggests sending Chow a letter requesting that. Chow: guidelines from Finance committee? Donor must obtain written documentation. Astudillo: Any expense not paid for as part of volunteer duties.

2. National Office Report (Chow)

- **Head Hunter Program tabled.** Truong spoke with Juju Chang about AAJA trainers, might be a service that could be monetized. Incorporates some ELP strategies. Like Media Bistro (Ellen Lee). Truong: would have to talk about conflict of interest, political ties, charging money to “tell secrets of broadcast success.” Witsil: Maybe look at sponsors, revenue share. Chow and Truong will continue to work on this.
- Website: C3i3 closed for 2 weeks. Very mindful of keeping to timeline but also don’t want to rush process, don’t want to go past February. Chansanchai asked about T.D. Wang (Men of AAJA Calendar website).
- Witsil asks who’s overseeing business revenue/advertising, commends redesign. Chow: I am, need to reevaluate pricing, if you have input. Witsil: Can go through sponsorship, look at models of profit world. Hope that as we go through that, we’re aggressively looking at revenue opportunity, look at maximizing that. Think about ads, entrepreneurial. Kwok will pass along to Cheung, sponsorship logically comes after analytics, how to pitch.
- **ELP:** Bob Der hoping to give full report to spring board.
- **JCamp:** Making final decisions this week. Loyola is committed to going to funders to apply to a grant, confident it can get it fully funded, facilities for free. Yue and Neal Justin had a site visit to New Orleans, had a discussion with Greg Lee, have NABJ if JCamp would be held in New Orleans. Reception at host hotel, would share in cost of supporting. Chansanchai: Wiki discussion needs to be acknowledged, more communication between directors and board on major decisions. Chow: Quick reaction, lessons learned, make sure that all directors have more communication. Kwok: Nothing institutionalized, reported to board afterward. Keenly aware board would like to have more input, pass on specific feedback to Lorene Yue and other directors. Chow: Asking JCamp directors to choose anchor space, for 3 years. Still in discussion, lots of pros and cons.
- Witsil: Love your idea of having directors talk more with the board, co-chairs and directors talk to each other. When locations/resources overlap. Chansanchai: Suggest having reps from JCamp, ELP, etc. on steering committee calls.
- Witsil: Does Bob have a different vision for ELP? Chow: When Bob presents in the spring, core of ELP program is still intact, what he’s added to it is really addressing more of the undertones how everyone’s moving more toward a digital phase, stronger negotiation skills, other components not in original program.
- Witsil: Wish ELP would move more in direction of media demonstration projects, people who had already gone through and broader range of people included, like Joe Grimm. Not moving up corporate ladder, just my opinion. Truong: Should definitely drop Bob and Justin an email with those ideas.
- Chow: UNITY student project will be headed by Doug Mitchell: each group will appoint 4 professional representative project mentors, but one would be lead. We’ll do an open **application**, person would be in charge of selecting 8 students from AAJA who would go to UNITY, and help select faculty who would be invited to participate. Travel and lodging would be covered for students under UNITY. Faculty asked to donate own expenses to participate in process. Lee: Previous method, Voices project leader. Chow will inform Marian Liu, situation has changed. Asks Tom Lee and Abe Kwok to review who’s interested, not going

- to apply. Vetting 1 person would sort out process for faculty, students. Chareunsky also volunteers.
- Chow voted to approve OurChinatown to go to next group, Asian American Writers Workshop. Call with Jeff Yang next week. Kwok said there wasn't much intellectual property to be passing on (in conversation with Yang), it'll live on and will take ownership. Chow: As we do transfer, AAJA is always credited as founder/creator of OurChinatown. Some will continue to provide professional advice and guidance, not necessarily as AAJA, but as individuals. Ellen Lee: Do we retain some kind of ownership, if Writers Workshop takes off with it? Tom Lee: Equity stake? If they were able to get funding or investors? Think that should be clarified, in the future, if for whatever reason it becomes a business, AAJA should hold onto some kind of stake. Ellen Lee: In document, is there something there? Kwok: No sense of commercial interest. Tom Lee: Just need to know what they want to do with it. Smart for AAJA to keep something if it is a business. Chow: Will be utilizing legal counsel, if it ever transfers to commercial use, AAJA will have some equity in that.

Break at 2:08, reconvene at 2:34 p.m.

3. 2012 Budget Review and Approval

- Astudillo: FTE based on possible part-time position, grants already submitted and some to be submitted before end of the year, membership dues (increased), membership services also up (usually up during UNITY year). Projected attendance for AAJA for UNITY: 650 paid attendees. UNITY budget not yet approved. On that one, 1,100 AAJA attendees, which I don't think is realistic. We're doing more conservative and hopefully we'll get more. Convention revenue, ELP fireside chat at UNITY, wanted to concentrate on developing intro. Invite guest speaker at UNITY, talk intimately with group.
- Assuming all grants and others come through: \$982,140.
- UNITY expectation higher than Detroit (423 paid to Detroit).
- Expenses related to banquet and silent auction are only ones AAJA has to deal with during UNITY year.
- Kwok: Staff development/training/retreat also budgeted in? Chow: Yes.
- Chow: Cannot approach a sponsor until sponsor signs on with UNITY. Can't afford to not have long term discussion with long term funders. Hoping relationship building gets us somewhere (Gannett, Virgil, Kate).
- Witsil: Challenges could open opportunities, too.
- Astudillo: UNITY helped us secure a big grant for JCamp, as a multicultural program. Truong: Funders encouraged that we're working with NABJ on JCamp (considering).
- Truong: Power of One: No accountability, no repercussions, falls back on Kathy. Kwok: Should revisit POO, but for now, keep goals, continue to educate, to really be ambassadors of AAJA, to fundraise. Chow: What, from an administrative standpoint, what more could I do, or someone else who is also more experienced in fundraising, how can we support board and encourage, to train? I'm always

excited. Done that with a number of chapters that have reached out to me. Fundraising is a part of board member responsibility (Cho).

- Witsil: Should have much higher level of accountability for staff. Can be much more sophisticated plans to get individual donations, not reinventing the wheel, experience fundraising for endowment: honorary co-chairs. Can coordinate with company timing, matching funds. Research and go with a plan. Tracking and acknowledgment is important. Tracking from a relationship standpoint, connect ties, not just sending people when we need something. Make it institutional. Central command/plan in control on staff end. Just my view. You're the people who don't change, and most invested. Your salaries come from making sure we fundraise.
- Kwok: Three-tier system: Chapters, national and board members.
- Witsil: Much higher level for our paid professionals, as an organization, we have to look to that, we're not a fundraising board, more of a policy board. Fractured fundraising. Do you raise money at local level, or national? Maybe we need a different structure, different plan. Need to drill down and go deeper if we're serious about this. Need to become much more sophisticated.
- Astudillo: Members on board who are not journalists? Who can leverage connections? Someone to have fiduciary responsibilities.
- Truong: No enforcement mechanism.
- Chansanchai: Out of pocket can also count toward fundraising.\
- Kwok: Hesitant to make accountability punitive because of how much Advisory board already gives, would be deterrent to serve. But stretch comfort level too.
- Tom Lee: Journalists not comfortable with that kind of pitching. What's the stake they have in AAJA? Should raise what they need, impediment of competing with other, bigger cities.
- Kwok: Best practices, sharing ideas.
- Ellen Lee: appreciate aiming high, calendar might have to lower expectation. Truong agrees. Kiriyama understands why, each person in calendar can try to sell 20 calendars. Kwok will take 10 back. Changing to \$5,000.
- Ellen Lee: Web ads? Chow: People call in specifically for them, also bundled into sponsorships.
- Truong: What's room for us to continue cutting?
- Chow: Staffing, not quick to fill, evaluating. A lot of conversations I'm having, trying to submit grants before the close of the year. Fundraising never stops. If program cannot sustain itself and all efforts are put on fundraising, they all have budget, we review it with them, they're more conscious how difficult it is to sustain program. Program can only afford 15 or 10, can you make the decision to cut.
- Chansanchai: Triggering mechanism? Kwok: Quarterly? JCamp directors wonder why travel cost so high for students? Need to book travel much more in advance. Always flown everyone, haven't looked at alternative travel models. Southwest donates for adults for JCamp and Voices. Witsil: we have a chance to create something new, to innovate, great programs, long established, there is a lot of white space to create new programs. Try to make a greater effort to create programs that benefit more of our members. Cost of some of these programs that serve a very narrow group is very, very high.

- Witsil: We have a pipeline that starts at a very young age, stitch together. (Said long before Paul.) We have programs we call our signature programs, but they're very expensive, per participant very, very high. Or try to increase ratio so more of our members can benefit. Do we pay for full expense for 42 people or spread it out so more people can have a better experience? Cost per participant or recipient is maybe high compared to number of members and constituents.
- Tom Lee: Endzones unto themselves. Nothing is untouchable should be guiding principal. Have to justify themselves. Everything should be on the table.
- Kwok: Not necessarily any sacred cows.
- Astudillo: Cat Camia then president of UNITY, her brainchild (JCamp)
- Chow looking for internal guidelines given as a directive from the board to executive director as to how to manage program **deficits**
- Witsil: Said before, as with fraternal organizations, expectation to return success to organization. Tom Lee: now being done on individual levels. Chansanchai: Give back during convention. Witsil: Let's create alumni, turns intangibles into cash. Tom Lee: Is there a task force on this? Truong: Reach out to Paul.
- Truong: Should we have a motion?
- Chow: By the first quarter, if we haven't reached benchmark for fundraising, directors need to scale back to reach budgeted goals.
- Astudillo: Auditing chapters
- Cho: Motion to approve draft budget with change in Men's Calendar to \$5,000. Kiriya seconds. Aye. No objections, no abstentions. Motion passes.
- Astudillo will work with Kathy and Glenn to come up with formula with the chapter share of the audits.
- **Astudillo will take a stab at language to vote by email.**

4. **Proposed 2012 National Elections Timeline**

- BOARD APPROVES timeline: 45-day call for nominations period begins March 15 until 5 p.m, April 30. Absentee voting begins June 1 at 8 a.m. (PT) and ends at 5 p.m. July 16. On-site election polling at UNITY-Las Vegas begins 8 a.m. Aug.1 and concludes Aug.3 at 5 p.m. Results will be announced at the gala that night at 7 p.m. (Chansanchai moves to adopt, Cho seconds. All in favor: Aye. No objections, abstentions.)

Break at 4:39 p.m., reconvened at 5:34 p.m.

5. **Executive Session to Discuss Personnel, Financial Matters**

Kwok motions to go into executive session, Lee seconds, enters session

Truong: Will form personnel committee to revamp handbook.

Chansanchai moves to exit executive session, Cho seconds, re-enters at 8:03 p.m.

Lee moves to recess, Kiriya seconds. Recessed at 8:03 p.m.

Dec.3, re-entered session at 9:10 a.m.

Roll call: Truong, Kiriya, Cho, Astudillo, Chansanchai, Ellen Lee, Witsil, Chareunsi, Kwok

Absent: Yue, Burgos

Guest: Tom Lee

Staff: Kathy Chow

6. Regular Business

1. Wiki confidentiality – Kwok said it's been brought up before, by various board members. Admonition on it is that all information posted on the wiki is confidential unless specified otherwise. Given fact that majority of information is content we're supposed to share with chapter membership, leadership and stakeholders, **I would like board to consider flipping language: All materials posted can be shared with general membership unless specified otherwise. Understand there might be proprietary information may need to be considered.**
- Truong: Former board members will be given read-only access. Did with pre-existing board members. What it is we wouldn't necessarily want out in the public: what ED posts on weekly report, for purposes of organization revealing trade secrets (sponsors), she is updating board as we've asked her to do. Significant amount of information. Maybe set up another wiki?
 - Astudillo: Discussions on email are considered open, bound to make it open to the public. Identify things we shouldn't be sharing, do it in closed listserv.
 - Truong: Yue found it cumbersome to keep track of email threads, repository like pbworks more conducive to documents being shared.
 - Kiriya: clarity on sunshine?
 - Truong: organization has been open with meetings, but not required. Minutes could be much sparser.
 - Witsil: For clarity, different levels of required disclosure and different levels we've prescribed for this organization. My understanding is that as directors, we have a right and a duty to any document or record our organization has, not just to inspect, but to make that copy. Denied that right, violation of the law. As a private non-profit, other than IRS requirements or law, but as a journalism organization that values openness and transparency it's specific what is required to be open. Rules about going into executive session. Provision in bylaws that allows members to inspect financial data and other communications that we have online. If we're conducting business online, it's like an open meeting. We can't close a meeting by doing it online. Real problem here by saying meetings are open but

business we're conducting digitally is not. We need to decide if we're an open organization. We've created our own rules.

- Kiriyaama: we're not a government body or public.
- Astudillo: Really up to us.
- Witsil: We have to be consistent. If we're not open, then let's close meetings and wiki.
- Lee: Keep wiki open and if there's a closed session.
- Astudillo: Listserv could be considered closed.
- Chansanchai: Create a locked folder for things like weekly reports.
- Witsil: Specific procedure for going into executive session, has to have a reason, same rules have to apply if you go online. Can't circumvent our own rules if we go online. Agree with Doris, obsession with figuring out what we're doing is excessive. Reality is if you want to know what we're doing, you can ask, wealth of information there. Should be more concerned about setting up programs to get money, strength of those relationships is more important.
- Cho: As journalists we do value openness and being honest with our members, but we also operate as an entity about how we do our business. Distinction our attorney made, we're not obligated to share our trade secrets, we're not subject to the same laws as government bodies.
- Chansanchai: How are they mutually exclusive? There are red flags that spring up amongst our members, wonder what it is we're hiding when we're so cagey about information. There is a sense of distrust we have to address and correct.
- Witsil: No purpose if we act against the interests for why we were created, no purpose for existence. If it's open when we discuss in person, it's open when we discuss it on the wiki. Discussion is recorded somewhere.
- Kiriyaama: In here we have a different hat on, protect AAJA interests as directors. Have to juggle that all the time.
- Witsil: I have no disagreement as to what our duties are. Let's not confuse what we discuss in executive session vs. a discussion in open meetings. If we're not acting with same values as journalists, if we're so in conflict maybe we're not doing the right thing. If we're always whispering and talking in secret.
- Truong: Changes the tenor for ability to speak freely.
- Chansanchai: Disagrees. We're all accountable for what we say and how we say it. Just because we can say anything doesn't mean we should.
- Lee and Kwok: There is a grey area. Has to be some compromise we can reach, our membership can read it if they're inclined and request it.
- Kiriyaama: I don't mind members seeing what the process is like, seeing discussion. But not competing with other organizations.
- Cho: You don't want to cc Richard Prince on that discussion. People won't speak as freely. Thoughts collectively still unformed.
- Witsil: Restriction of wiki, Cho raises good points about challenges of being open, but I see tremendous danger in having discussions in secret. Devolved into damaging and hurtful, don't think that's worth it. JFK speech. Very notion of secrecy is repugnant to us as Americans. Oversight of organization is our responsibility. Inner conscience: maybe it's something we shouldn't say.
- Lee: different layers.

- Kwok: deals with funders, weekly reports, need guidelines.
- Astudillo: Wiki is not public, different level of being transparent.
- Witsil: Rules require electronic communication should be open.
- Lee: I want the wiki to be open, but I don't want just anyone to have the access.
- Truong: I've been very specific on what can be shared. Spend significant time cross posting to presidents. Don't know if website will be panacea for information.
- Kwok: Compromise, membership/password accessible. If the point of all this is to give membership unfettered access, what about making it accessible to all AAJA members?
- Kwok will come up with draft, DEADLINE: Dec.19.

1. **Comp:**

- Truong: Doesn't appear to be arbitrary, sometimes you can't account for rumors. **You should** direct your **questions** to **the** executive director.
- Chow: Outline real comp vs. program expense. At director, whether or not program can afford that expense. They generally ask if they can cover their own way, or else provide travel assistance. With ELP there is trainer expenses. JCamp faculty, not the speakers. Other category: also alliance partner complimentary registrations. Traditionally, at least since I came on, foundations. Ford, McCormick, Casey program officers – registrations. **Comp recommendation: Allow program directors to allocate, as long as it fits within program budgets and related to programs.**
- Chansanchai: Doesn't matter which kind of comp, they're not paying. Rumors flew around at convention about executives getting free rooms.
- Witsil: Complicated. What would be helpful is if we're a little bit more open, we can outline, this is how comp decided, we're entitled to know, we're working as a team. We do need a consistent policy across programs. What we want to try to do with comps. Is it a question of need? Or negotiation tactic? Need as a speaker to make project work? Need some clarity. This isn't consistent across programs, take politics out of it.
- Cho: You (Astudillo) had discretion over comps.
- Astudillo: some of it is clear, some discretionary. For president, ED, staff (reduced), 10 free upgrades (discretionary). In terms of programs, it's inconsistent across programs, depends on what's in budget. Trainers for ELP, built into budget. JCamp directors need to build that in, as are ELP and Voices.
- Witsil: co-chairs of convention have as much responsibility as directors, should also be included in discretion and information. With one speaker, created problems with organization, playing favorites.
- Chow: Amount of work convention co-chairs work do to put on convention, should their registrations be comped? If board thinks so, should thank them, can do that. Want to make sure it doesn't go out of control.
- Lee: Would help if we had clear guidelines, but have discretion within programs, trust their judgment. Chansanchai agrees.

- Witsil: Let's have clear guidelines, across programs. Not an issue of can we afford it, you can fundraise for that. Need, merit, work.
- Chow: In LA, offered Hyundai comp, courting donors, introduce to some leaders, would be helpful.
- **Truong: Witsil will draft guidelines by Dec.19.**

3. Whistleblower

Complaint filed to any of G-board or Executive Director, incumbent on them > notify Governing board > convene conference call to determine course of action, comply within 3 business days.

Chansanchai will draft.

7. Regular Business

A. Convention Updates

1. 2011 (22nd) Annual Convention

- Chow: Thank you (Witsil) and support of company to all the hard work that went into convention, three years in the making. I know through conversations with our sponsors, happy in decision to come to Detroit. Appreciative of quality of program and that there was very much a collegial atmosphere, as compared to other conventions. Could not have done it without your guidance. Also, hospitality of Osama.
- Chareunsky: Probably the best opening reception I've had as a member for 15 years. Highlight for me for AAJA.
- Astudillo: Atmosphere, really looking forward to different perspective of opening reception.
- Truong: Sponsors really pleased with branding, be there in their hometown.
- Witsil: I know we've talked a lot about leadership and change, all this being hard. What I've learned is that all of this is really rewarding. I'm grateful for the privilege of being able to fulfill a promise. When I first moved to Michigan, there wasn't a chapter. Mae Cheng was president at that time, and we wanted to include more Arab Americans, idea planted maybe we could do a convention. We didn't even think that was possible. We held onto this idea. Every time we wanted to do this, there was another challenge. LA, New York. I had a terrible car wreck. Economic challenges, too. A lot of prejudice and stereotypes against city of Detroit. It wasn't easy, fights along the way. Taught me a lot of good things: in order to convince you, we had to build a team, come together as a chapter, get those resources to make it happen. Taught me about building a team, privilege of giving city a gift. Highlight all the things we did together this year: brought in \$250,000 Ford Foundation to teach kids in Dearborn who may next generation of journalists how to embrace heritage, how differences make them special, can also understand similarities make us special. We brought unemployed journalists,

people who otherwise wouldn't be able to see, reminded of roots with Vincent Chin, fight for social justice. We give voice to people whose voices need to be amplified. Brought GM back, \$100,000. Gannett gave more than \$100,000 + staff time + panels. Brought in ethnic media as a sponsor in a big way, Arab American News. Opportunity in the future to include ethnic media, we opened the door wider. Growing up in the south, my dream was to be fair skin, blue eyed, blonde hair. It wasn't until AAJA that I could be who I was, the way I was different was what made me special. Now that I have a son who has fair skin, blonde hair and blue eyes, one desire is to not forget his Asian heritage. About fulfilling a promise, being part of organization that works together as a team. Also defined by how we are alike. Thank all of you.

- *Board applauds Witsil.*

B. Committee Updates

1. **Strategic Plan:** (Kwok) Hope work is done, but available to make tweaks.
2. **Membership** (Chansanchai)
 - Passed associate member, need to check if it's taken effect, any changes. Need to check in with Antonio. Voting changes take effect with next election. Not such a steep drop-off, Kim and I will get together to make recommendations.
 - Truong: NAHJ has had significant struggles, we were ahead of NAHJ numbers.
 - Chow: Confusion on UNITY attendance projections. AAJA listed at 1,100; NAHJ 800. We wouldn't have said that. Trying to make UNITY budget realistic.
 - Truong: Asia chapter doubled in size this year. Could be a model for what we're doing nationally.
3. **Finance** (Astudillo)

Sending Investments Committee documents, set up, added Maureen Fan.

4. **Development/Fundraising**

- Tom Lee volunteered to head this.
- Truong: Revenue models:
 1. Talked with AARP. Joint membership drive? AARP has English and Spanish language publications, could be hiring at job fair, so invited them to UNITY. Also see a real affinity with elder care issues in Asian, Spanish communities. Great that David Kim already very familiar with AAJA. Chansanchai suggested Derek Wing to tap for this too.
 2. Does AAJA produce a sourcebook of Asian American experts (not members), can pitch it to major networks, could underwrite costs? Could also work with experts to get them camera ready. Free resource online but also print on demand. Kiriya: Level of experience would help, link to interviews with AAJA members. Truong: Will definitely crowdsource it.

5. Policy and Bylaws

- Need to pass on bylaws revisions based on changes in California law. Will pass onto Ted Kim as part of transition.
- Witsil: Front-end discussion with legal counsel, annual review from legal perspective.

8. New business

1. ACEJMC (Accrediting Council on Education in Journalism and Mass Communications)

- Truong: decided we wanted to participate as member of council, to add to diversity. Inspecting journalism programs. Dues were pretty high. Peter Bhatia now president, applied for funding to have foundations underwrite \$3,000 dues for UNITY-type organizations, asked to consider rejoining for next 2, 3 years with no cost to organization. NAHJ and NABJ have already agreed. Needs to appoint professional, fair amount of work reading accrediting reports and meeting twice in person. 20 members. Travel not part of grant, but they may be able to work something out. Rejoin as of Aug. 2012.
- Astudillo: Felt at the time, token membership.
- Cho: Emilia thought it was very valuable. Would be good to get an annual report.
- Kwok served on council for a couple of years.
- Chansanchai: In all fairness, open it up since Kwok has served before, letting them know that travel cost would be on them. Kwok agrees.

BOARD APPROVES accepting invitation to join ACEJMC in the interest of making diversity a bigger priority in journalism accreditation. (Cho moves, Lee seconds. No objections, no abstentions.)

B. Freelancer group (Ellen Lee): Informal Google group for now, maybe put it on our website later. Truong: suggest putting it on Facebook, ideally a way to share leads, make group private. Witsil: Might be a good LinkedIn group

C. At-large reps

As a stop-gap members, Tom Lee could reach out until we find an at-large rep.

9. Determine Dates and Location of 2012 Spring Advisory Board Meeting

- Truong: Majority of board not coming back, so they should not determine date/places. Looking at San Francisco. (Chow talking to Academy of Arts about conference space.) SABEW also in March. SXSW March 9. **March 2-3, 9-10 and 22-23.** Will finalize by end of the year.

- Astudillo: Gap between beginning of year and Advisory Board meeting for voting, business? Truong: Officers will handle. Bylaws will address the gap as well as law changes.
- Witsil: For the future, look at overall governance, voting. Fewer large chapters, sometimes only one medium chapter, might be time to re-evaluate how we select Governing Board members, how it fits into new law.
- Witsil also commends Truong for travels to different chapters, which have really been tremendous.

10. Announcements

- Truong: Will post to Advisory Board convention assignments. Most important: silent auction. Mother has agreed to house items.
- Ellen Lee: SF chapter NLGJA, SPJ holiday party Wednesday at Intersection for the Arts, on Mission.
- Chansanchai: Dec.9 Holiday Scoop
- Tom Lee: Dec.11
- Cho: Encourage chapters to do UNITY events.
- Truong: Conclusion of 15th year on the board for Cho.

11. Adjournment

Kwok moves to adjourn, Cho seconds.

Adjournment at 11:41 a.m.

NOTE: ADDENDUM should include G-board approval of Spring 2011 minutes.