

Asian American Journalists Association
SPRING 2011 ADVISORY BOARD MEETING
March 4-5, 2011
Detroit Marriott at the Renaissance Center, Detroit
MEETING MINUTES
FRIDAY, March 4, 2011

PRESENT:

Officers: Doris Truong, national president; George Kiriyaama, national vice president for broadcast; Rene Astudillo, national treasurer; Athima Chansanchai, national secretary.

Board members: Abe Kwok, Arizona; Tomoko Hosaka, Asia; Kim Bui, Atlanta; Lorene Yue, Chicago; Paul Cheung, Florida; Wes Nakama, Hawaii; Henry Fuhrmann, Los Angeles; Frank Witsil, Michigan; Nancy Ngo, Minnesota; Tali Smith, New England; Sital Patel, New York; Marc Kawanishi, North Carolina; Steve Bien-Aime, Philadelphia; Nicole Dungca, Portland; Bobby Caina Calvan, Sacramento; Ellen Lee, San Francisco/Bay Area; Judy Hsu, Seattle; Thomas Huang, Texas; Sherri Ly, Washington, D.C.; Don Chareunsky, at large.

Staff: Kathy Chow, executive director; Glenn Sugihara, accountant.

Guests: Joe Grimm, Emilia Askari

ABSENT: Board members: Janet Cho, national vice president for print (Doris Truong, proxy); Annalisa Burgos, New York (Sital Patel, advisory board proxy; Don Chareunsky, governing board proxy); Judy Lin, Sacramento (Bobby Caina Calvan, proxy); Patricia-Ann Tom, San Francisco/Bay Area (George Kiriyaama, proxy); Sanjay Bhatt, Seattle (Judy Hsu, proxy); Jenny Hamel, San Diego (no proxy).

8:30 to 9 a.m. Friday: Financial-review orientation with Rene for new board members only. (Mandatory attendance for Bhatt proxy, Dungca, Fong, Fuhrmann, Kawanishi and Lim.)

1. Call to Order (Truong)

Meeting called to convene at 9:10 a.m. Eastern time.

2. Roll Call (Chansanchai)

- Roll call was conducted. Quorum was met.
- Chansanchai asked for permission to record meeting for accuracy. No objections.

3. Welcome from AAJA Michigan Chapter (Witsil)

- Witsil brings paczkis (bought by Michigan chapter co-president and convention co-chair Ankur Dholakia) and gives board quick itinerary of next few days after meetings: reception, night life tour, Saturday night dinner in Dearborn hosted by major convention sponsor Osama Siblani.
- Truong thanks Michigan chapter, Detroit Convention & Visitors Bureau and Chansanchai for hospitality and coordinating transportation for board members

4. President's Report (Truong)

- Thank you for everyone being in Detroit. Thank you for continued commitment to AAJA – so happy to see so many board members upgrade to platinum and gold memberships. Majority of Governing board are platinum members. Would love to see everybody upgrade their commitment to AAJA.
- Will do roundtable of intros, but also be thinking about ways to commit to AAJA's 30th anniversary: Cho's 30th anniversary keepsake, Chareunsky has volunteered to collect 30 anecdotes from members, Chansanchai's 30 votes for the Men of Broadcast calendar, etc.
- Busy and productive week, **been traveling all over MI with Chow in a Buick Enclave from GM, one of our major sponsors (an in-kind donation in use of some of their vehicles)**: Trying to use my "automotive reporter hat," tooling around, checking in on things happening in MI, such as in Dearborn (ELP media demo project) and Lansing (MSU -- J Camp).
- Kathy and I also meeting with **potential sponsors**: Motor City Casino, Compuware. The Arab American National Museum is a beautiful site for the reception, and transportation provided. Also brought sampler from Middle eastern bakery: Shatilla.
- Report back on stories positive about Detroit, we want people to see what we're seeing. Remember to bring passports. Kathy and I went to Windsor earlier this week, Little Italy.
- **AAJA is on strong financial footing – due in great part to Kathy and Glenn, and my predecessor, Sharon.** They've done a great job in cost cutting, saving \$36,000/yr in rent. Win, win, win situation. The 15 percent admin fee has also brought in more money. We're pleased to be restoring chapters' share of dues. But we'd like to look at proposing an incentive to get members to upgrade, get new members in.
- Would like to get more people involved in fund development committee, Rene also starting an investment committee. Would really appreciate names.
- **No report from independent task force. Reviewing thousands of pages. Still have no report for us at this time.**
- Taking names/speakers for the one day (advanced) ELP session in Detroit. Kim Moy and steering committee are working on job description, as well as Truong and Chow.
- J Camp and Voices applications being accepted now.
- Kiriyama: **Men of Broadcast calendar** just started voting on Monday, already raised \$700, just in 4 days; voting lasts until April 10. GM underwriting project. Calendars will be between \$15-20.
- Chow: Plan for this convention is to have a signing session, probably in Expo. Top 12. Layout and design in months of May and June. Julie Tam, committee chair. **Now since GM underwriting, \$5,000 headed back to AAJA.**
- Truong: **Continuing 21-chapter tour.** Asia, Hawaii, Michigan, DC, off list. Next Arizona, March 16 (with Chow, training fundraising), asking for more commitment from local media, training them to be more effective fundraisers, partners.
- Truong (on behalf of Cho): **Issued challenge to grow \$20 again.** Report back to the board what you did with \$20. Last year, national treasurer Candace took boss to coffee, sponsored notecards to sell; Doris took contact in Vegas for breakfast, went to Harrah's, got \$5,000. Figure out what you want to do. Such a generous gesture from Janet. Do not take \$20 to spend that on casinos here.

Board members went around the room describing fundraising ideas -- including those incorporating "30" as a theme -- and projects already in motion.

- Truong: Maintain a blog, to recognize what people are doing in connection to 30, try to use 30. Let me know, going to be great to show national leaders all buying into this.
- Kiriyama: 30 = pushing this calendar for 30 year anniversary. Critical now we identify who new leaders will be.

- Cheung: Find 30 non-AAJA members to donate to AAJA.
- Hosaka: For regional mini-conference in Hong Kong, if we could get 30 people to that conference, that would be amazing.
- Smith: New England chapter would really like to expanding beyond Boston and try to really be NE chapter. Try to recruit 30 new members.
- Patel: would like to do something to re-activate senior members in NYC.
- Kwok: Will pledge to 30 high school, college journalists, Camp AAJA, Voices, various opportunities, for professionals pledge to buy 30 drinks. Food drives community, leads to action.
- Calvin: Pledge to dedicate myself to getting more young people involved in AAJA, been one of my core missions. Chapter just celebrated 25, mission to make it to 30, in light of all the change in our industry.
- Dungca: Want to reach out to 30 students.
- Hsu: Ask 30 people to come to the convention.
- Fuhrmann: Reach out to older people. As many original members as I can, may need national help to locate names and addresses.
- Witsil: Thought a lot about the role of Michigan chapter, that it was the 30th anniversary, significant. Credit to Doris to transform idea of 30th anniversary to something much larger. Really glad Kathy has been able to come out here twice, and Doris. It's really make our organization look great.
- Astudillo: I promise to think about AAJA 30 minutes a day. Being on the board takes a lot of time and effort, but I enjoy being back, lots of phone calls with Glenn and Kathy. One thing I want to do in light of UNITY 2012, I would like to reach out to 30 of my former colleagues, UNITY partners, to ask them to publicly to support UNITY 2012.
- Sugihara: My 23rd year in AAJA. Will do something with staff.
- Fong: Finally we have a chapter after 20 years (founding member of Denver chapter), so I want to grow our chapter.
- Bui: Would love to get us back to, at least in the 30's, will upgrade membership to Gold, maybe Platinum next
- Kawanishi: try to grow membership, including students.
- Nakama: ScoringLive.com, for 30th anniversary, had to cancel July event, gave me an idea to replace with 30th anniversary celebration. Will take lead on when I get back.
- Chareunsky: Renewing commitment to platinum membership.
- Ngo: recruit 30 new members. 10 new AAJA members, 10 former, 10 new funders
- Bien-Aime: Mentor 30 students
- Ly: Reach out to ethnic media, bridge the divide
- Lee: Working on a fundraiser using a cookbook with stories of chefs, recipes
- Chow: Committed to connect with each of the chapters, any member who wants to become savvy at fundraising at the local level. Doris also gave me a really good idea, if this group raised \$30,000 as a board, I will do one of 3 embarrassing things that they choose.
- Chansanchai: For AAJA's 30th anniversary, voted 30 times for Men of Broadcast, renewed commitment as Platinum member, will be working again with J Camp, programming committee co-chair, working with local chapter to increase our numbers (last year, 50 – 100 in 6 months). Hopefully will increase more than 30, tapping into ethnic media, digital sources, lapsed members.
- Yue: Way more involved in AAJA than before, co-director for J Camp. Would like to get out to more membership, especially at other businesses, such as Square Up.

(Truong: let's talk about Square Ups offline.)

5. Committee of the Whole

- Discuss Board Code of Conduct, Board Non-Disclosure Agreement (NDA) and Conflict of Interest form

- Truong: Governance & Personnel committees formed at the discretion of the President (Truong). Bien-Aime and Lee were also on committee. Shirley Leung (New England) too. Since the beginning of year, they've all been working together and all signed non-disclosure agreements, housed at AAJA.
- Huang, as chair: These are possible revisions to the draft, to ensure professional conduct. "All mature non-profits have them at some time." Expresses need to set high standards, expectations for AAJA leadership and establish a philosophy of transparency to handle potential conflicts of interest and guidelines on public comments and conveyance of confidential documents.
- Truong: AAJA is turning 30, when you're a part of this board, you understand your first duty is to AAJA and the health of organization.
- ***Board members express concerns, ask questions, mostly about confidentiality and how it applies to meetings, and the Wiki.***
- Kwok: What is considered confidential information, aside from content in executive sessions? Everything posted during those sessions are confidential, but most of what's on the wiki is general business. Does confidential information extend to comments? But, if we lift comments, it will be taken out of context. My question is first and foremost, what is definition of confidential info outside of executive sessions? "I think as a board of a journalist organization, everything is for public consumption."
- Calvin: What's the expected rule with trying to keep chapters aware?
- Chow: Need to share with chapters, about sponsors, issues we might be having with sponsors, fundraising with funders. Being mindful of comments. Pieces where it will affect us most, branding, fundraising, financial pieces.
- Smith: Can we narrow this document down? There is overlap what we consider public and not public, especially in a journalism organization. **Let's make it consistent, so we can remain as transparent as possible. But we should also allow for communication, rather than issue blanket rules.**
- Chansanchai: Process already in place to deal with confidential matters.
- Truong: If you're on this board, first obligation is to be a board member, to uphold standards and hold accountability.
- Cheung: Password implies access to all of the wiki, so the whole wiki needs to be public, and confidential.
- Kiriyama: What we discuss here is public, but when we go into governing board, it's private. The Wiki is confidential.
- Smith: But now we're talking about what's on the wiki in a public meeting. We're asked to discuss information with the wiki.
- Chow: Wiki used for member to member, AAJA business.

As for conflict of interest, Chow says the forms are on file, requested on 990s and there is a need to formalize the process.

- Smith: Can we identify documents that are supposed to be confidential? There are different degrees of sharing information, with different audiences
- **Kwok: Create folder for confidential matters on the Wiki? Or, should we reverse the language on the Wiki: Please remember that everything posted here is public unless otherwise specified. (vs. confidential.)**

Chow: In this room, everyone here is a board member first, even though it seems you can't separate it. **There are financial documents on there, weekly updates, to be shared with another member.** We need to be mindful. Advisory board members should be sharing with chapter presidents, who will share with chapter officers.

- Astudillo: **As a general rule, anything that's discussed in an open meeting is public,** while the Wiki contains documents we discuss in open meetings. I agree with Abe's suggestion to reverse language.

Board members raise questions and concerns about the Governance and Personnel committees created by the President.

- Witsil: **How is the Governance committee different from the Governing Board?** Under George's suggestion, the makeup of committee would be people outside of G-board and they would deal with complaints. And they'd make recommendations to the Governing Board? So they'd become a judiciary body? I don't recall voting on this. I'm hearing about this for the first time here.
- Truong: We've set up task forces and committees that weren't voted on by the Governing board.
- Chow: **These committees would address elections, concerns about campaigns, as neutral bodies, to provide recommendations, weigh in on Code of Conduct.**
- Witsil: I would like to know if this has been vetted through legal counsel? **Don Tamaki has made it really clear: the Governing Board is the board that has ultimate authority and fiduciary responsibility, legally liable for everything. We could be opening ourselves up to other liability and vulnerability.** They would not the same fiduciary responsibility, so the Governing board may be abdicating some of its responsibility. Would committee have to be approved by the Governing board?
- Calvin: Hope the Governing board will address the issues, but important to have a place to go.
- Witsil: We do have a whistleblower policy and an obligation to present concerns. We should use vehicles we already have instead of creating new things, without focusing on tools that already exist. Let's not keep reinventing the wheel.

Board members ask questions of chair Huang.

- Kwok: Did committee specify penalties, range of penalties, violators would face?
- Huang: Mostly focused on revising the draft.
- Kwok: What would recommendation be? Ultimate penalty, would I assume be removal from office.
- Hsu: Ombudsman type of thing.
- Kiriya: Internal affairs. Nothing set in stone.

Board members ask and discuss more general questions about transparency.

- Ly: Aren't our financials open record?
- Chow: At the end of the calendar year, when we file.
- Kawanishi: I believe that what has been done here already has been done with good will and intention, and the changes Tom has made are fairly laudable, **but I do think that this should come to a vote at least at the Governing board level** -- with a whole bunch of clarity and even perhaps a name change so that there's no confusion whatsoever. In other organizations, there have been confidential folders...and it's worked out swimmingly.
- Huang: **Governing board needs to state the role of committee and who it wants on it. We're doing this at the request of the board.**
- Witsil: Can we get a legal opinion?

- Truong: On independent task force we asked? Anything created as special committee covered by same insurance policy.
- Witsil: Legal opinion on how that fits?
- Truong: Sure
- Kawanishi: **It goes back to our status as a 501(c)3. When you're dealing with IRS, they expect you to follow by-laws pretty strictly.**

6. Treasurer's Report (Astudillo)

- Finished fiscal year with very good financial standing. Finished above budget revenue. Net profit.
 - **National convention continues to be our biggest revenue source: \$148K, 25.2 percent of budget.** Convention even bigger source of revenue during a UNITY year. Refers to Richard Prince's stories about NABJ bringing up some serious issues. NABJ threatening to pull out of UNITY 2012, hopefully that can be resolved. Will be discussed later with Kathy and Doris UNITY 2012 update.
 - Administration: Board never formally approved 15 percent charge for administrative expenses, recommendation is to have board formally approve it.
 - Increased assets by 18 percent.
 - Asia chapter doesn't have its own bank account - \$3,000 in there is theirs.
 - Total investments, \$1.29 million. Family specifically wanted funds invested in Smith Barney.
 - Investment committee: Created to deal with investments and portfolios. Need to recruit members. (Financial advisor from institution usually helps us out.) They do not have to be AAJA members, but should be familiar with AAJA and its mission. If you have additional names, please let us know. Volunteers would recommend risk level, solicit advice from experts. Would be working with our financial advisors, as a second opinion and weigh what benefits the organization.
 - Chow: There are a number of scholarships in investment funds. Those who set up funds expressed concern on how those investments were being administered.
 - YTD: Feb.28, total income \$286,610 (24 percent of total budget) Expenses: \$169K
 - As of Feb.28, our net income is \$116K
- **2010 Audit Management Findings & Recommendations:** Board authorized we engage the services of independent external auditor and we did conduct in January. Also included management letter. In accordance with accounting principles. Came up with management letter. Many things already implemented by administration, staff.

3 recommendations which needs board action:

1. Auditors recommended all pledges and contributions be recorded in that year, regardless of programs happening in succeeding years. Accounting system of accrual. Have to record during the year we receive. Have to book full amount we're receiving. Temporary Restricted Income. Need to revise 2011 budget, which included deferred funds.
 2. 15 percent general and administrative expenses, formal board resolution to approve policy. Formalizing what we already do.
 3. Governing board needs to approve financial reports presented during board meetings, given and reviewed. Make it clear they are aware.
- Clean audit. Auditors did not find anything unusual.
 - Form 990: total assets are \$2,094,083 (total chapters combined \$579,424), 73-27 split

- between national and chapters (chapters almost a third of organization)
- Sugihara: Will go over adjustments. Auditors want formal vote on 15 percent specifically, even though we approved Candace's budget that had that info. Negative balance in ELP in scholarships, but all money received in prior years. Money is in bank already. What we need from the board is per the audit: readjust our budget for 2011.
- Cheung: Explore quarterly reports from AAJA?

Board members discuss chapter shares of member dues

- Ly asks: How much did chapters not getting their share contribute to overall revenue. Could AAJA maintain financial help.
- Sugihara: The revenue hold expired in 2 years. Up to membership committee to decide on the 70-30 split. Saved national \$20,000 for one year.
- Ly: Is it sustainable for chapters getting 30 percent share for overall health?
- Astudillo answers: I'd say yes, but don't know how long we'd maintain that? We'd recommend chapters resume receiving their shares. Chapters have always stepped up.
- Truong: Membership Nov. 2009 – voted to suspend 2009, in 2010 excluding new and upgraded renewals. Chapters will resume in 2011. Don't need to vote to reinstate 70-30 split. Would be happy to keep that at national.

Members request a simplified presentation.

- Kawanishi: can you create a document in laymen's language to explain this?
- Truong: Maybe Glenn and Rene can convene a conference call with chapter treasurers.
- Yue: You're asking for a summary.
- Astudillo: No easy way of explaining this.
- Sugihara: I'm outside consultant, if Kathy tells me to do it, I will.
- Kawanishi: People are going to ask questions in my state. I don't feel I can adequately state what he's doing. I'd like to have something, that goes back to our bylaws.
- Kwok: It's a good idea.
- Lee: Could be added to treasurer's narrative.
- Astudillo: There is a staggered schedule for chapter audits. Audit we just had was for the national office. LA is scheduled next.
- Sugihara: All 21 chapters will be audited in 2011. Chapters pay for own audits, in 2012, for 2011 audits. Have to sit down with all the auditors.
- Calvin: Our chapter did not budget for audit.
- Chow: We need to meet with auditors to talk about it.
- Kawanishi: Given finances of my chapter, concerned about cost. I'm paying 70 percent of my trip.
- Bien-Aime: some of our 70-30 split could pay for this.

Board breaks up into committees for working lunch session, will present reports tomorrow (Saturday).

Recovered at 1:15.

Chow: New staff member Marcia Santillan. Forward tech information to Marcia. Chansanchai recommended sending someone to CES.

7. National Office Report (Chow)

- Yue: JCamp will be at Michigan State in Lansing. Wayne St. has great dorms, a/c. But

MSU much bigger school than Wayne St. Would like to ask board members to email all online applications to students in their areas. (Looking at sophomores and juniors.) Shifting timing by a day. Used to be Thursday – Tuesday, now shifting Friday – Wednesday. Reception will be right before opening reception, between advanced ELP and the opening reception, here at Ren Cen.

- Chow: **Fundraising is up 122 percent in sponsorships, in great part thanks to Frank and Ankur and their work in securing \$50K from DMP.** We're moving in the right direction. Go back to chapters, talk up Detroit. This was my second trip. Everyone has been incredibly welcoming. The city is very excited for us to be here. Excitement trickles down to chapter.

8. 22nd AAJA National Convention Update (Witsil)

A lot of work has gone into this from the Michigan chapter (Ankur, Jennifer, Stanton, Jam, Howard Chen, Ron Recinto, Andrew, Carolyn Chin). We're very lucky it's not just "something in the water."

We're building the future of journalism, from the way we started as a chapter to the audacious idea from one of the newest, smallest chapter. Journalists of color should be a part of shaping the future of journalism. Our programming themes this year are: Digital, Diversity and Detroit.

A few thoughts that we have for tonight's reception, on why we pitched Detroit. We asked ourselves some questions.

- How do we as an organization grow? If we come to Detroit, we can really add to our base, add Arab American journalists. That's why we've incorporated Dearborn. It really adds to our diversity, this broader definition of Asian.
- Most Asians are on coasts, and we wanted to bring people to the heartland.
- How do we honor our past and also look to the future? (30th anniversary). Also 9/11, look through a different lens.
- Ground zero for Asian American movement with death of Vincent Chin.
- How do we share with the rest of our membership what we experience every day? Riverfront very beautiful. Music, Motown museum, all kinds of things. Also diversity. Attractions, destination: Henry Ford museum. Rosa Parks bus. Zoo, casinos. Hamtramack.

Tonight's reception: Guests include CAPA, Wayne St., Lansing, Detroit SPJ, NABJ (they've held a convention here in Detroit. Not first UNITY partner), Visit Detroit (CVB was one of our first partners), GM. Looking to other automakers too, looking to make news with them. There's also a plan that involves MLB. We also brought in and brought back many sponsorship partners.

Chapter will assemble links on the page of things to do, nightlife, etc.. Can continue weekly factoids about Detroit and videos that promote Detroit, as well as the blog.

- Lee: All of us are in Detroit now, we could all feed that blog.
- Truong: Need consistent message and branding to hit mid-April deadline of early registration. Use #AAJA.
- Witsil: There are many messages, not just one monolithic, but same types of things. But, the easiest thing to do is to **stop saying people aren't going to want to come to Detroit.**
- Astudillo: Plan to address little challenges, such as transportation?
- Witsil: We brought that up early on, even in the bid. It may be more expensive to get into the city, but the hotel is much less expensive. You take a towncar here, where in other cities, you have to take a cab. Bus takes 1.5 hours.
- Astudillo: Bus companies we could contract with? Be there at peak times? That will help with transportation.
- Witsil: There is, lots of resources here to help. People are willing to help, we just need to ask. Sponsors waiting for us to ask. Lot of money on the table. And, George Clooney is shooting a movie here.

- Chow: George will be here in August
- Truong: Every year, Paul Sakuma first to register.
- Chow: One of the sponsors we are talking to is MLB. MLB player present? We're dreaming big. And we really want everyone to be here to see a celebration, there are opportunities we will make news at the convention.
- Witsil: The reception (tonight) is really for you, and a chance to talk about what we do. Contractually obligated to fill the hotel. We're telling people, we'd like to have 1,000 at the convention. If the Free Press, Gannett, and others are able to come up with this, other companies should, too. Small also adds up. Knight Ridder used to have the motto, "Diversity, No Excuses." No more KR, but still no excuses. Let's have audacity to ask, and we can get it!

Board breaks for 10 minutes.

9. UNITY 2012 Convention Update (Doris/Kathy) CLOSED/EXECUTIVE SESSION

Truong moves to go into executive/closed session

Chansanchai seconds

All in favor

Moves back to regular session at 3:08. Truong moved, Kiriya seconded, All in favor.

10. AAJA Strategic Plan (Kwok)

Six of us over 18 months charged with updating AAJA's strategic plan, roadmap for next 5 years.

NATIONAL CONVENTION: For the existing traditional model that we have, look for ways to free up AAJA from costly obligations, namely hotel contracts, room nights, A/V, food & beverage so we do not have to come up with massive amounts of money to go to vendors and hotel, which will raise profit margin to go toward programs. KEY REVENUE but also KEY EXPENSE.

PARTNERING with other organizations: University model is something we've talked about as a way to veer away from traditional model. Using facilities of universities like a Poynter Institute to provide facilities as well as expertise for meeting spaces, etc. Go with dorms or let convention goers choose hotels.

FUND DEVELOPMENT. Can't count on traditional power houses. Several foci: Individual donors, outside of AAJA. Expand number of corporate supporters that we have, like Frank and Michigan chapter has done. Look toward technology, information delivery. JOURNALISM SCHOOLS.

- Chow: Other types of affiliate programs? New membership perks, looking to build out the value of AAJA membership. Discounted retail also gives us kickbacks, passive revenue opportunity for us.
- Kwok: AAJA online store is a one stop shop. Don't have to contribute to Power of One, can contribute toward every day things.
- Chow: Voices & JCamp, buy a t-shirt and have portions of that go. We broke even, so will develop it more – one of Annabelle's duties this year.
- Kwok: We want to continue Power of One, power of relationships one-on-one.

CAREER LISTINGS a pleasant surprise, with ongoing media consolidation. Need to seize on that momentum and develop a marketing plan. Subcommittee would look at generating ideas for

revenue and a headhunter program that focuses on mid-career, management positions.

PROGRAM DEVELOPMENT. Institutionalize Digital Outreach.

MEMBERSHIP. A lot this is being done. Discipline of journalism increasingly important – digital, bring them into our fold, our tent. *Chansanchai asks about ethnic media, Kwok said yes, need to engage them beyond media access workshop.*

ONLINE MARKETING & BRANDING PLAN. Should be marketing on a regular basis, with our variety of content gatherers. Use the high profile personalities that we've got. Mediawatch can be stepped up.

- Kwok: Charges for committee going forward: going to distill essence, primary over arching objective on what we want to do next 5 years. Then, in addition to that, as a committee, Advisory Board, is to better define these and drill deeper, attach numerical goal, attach a timeline to them. Entrepreneurial programs, quarterly webcasts, year 1, year 2.
- Cheung: fundraising series for local AAJA membership, transfer knowledge from different chapters. How to overcome challenges. (Trivia Bowl, Cookbook, East West Eats).
- Chow: Committee charged with what are big rocks we want to move in next 5 years. Kathy will work with committee and drill it down year by year. Measurables. Should be aligned with national strategic plan (local chapters).
- Chansanchai: How should we comment/question?
- Kwok: He'll create on wiki, ask for feedback. This year: having some clearly defined benchmarks would be good to go, some things we're already doing. Document shows where we want to go, that would be most instructive.
- Truong: Timeline for vote?
- Kwok: outdated 2 years, strategic plan.
- Chow: 90 percent ready to go by summer? Voted on by the summer?

12. Special Election. Nomination & Election of Governing Board member to represent mid-size chapters (Atlanta, Chicago, Seattle, DC)

- Calvin and Cheung nominate Yue (Bobby, Paul)
- Yue gives candidate statement
- Members vote: Yue voted in by acclimation – no competing.

Board recesses at 4:30 p.m.

14. Other Business

- Vice President-Digital Discussion TOMORROW
- Summer Advisory Board Meeting Dates TOMORROW
- TAKEN OFF TABLE: Membership proposals: By-Laws Amendment Proposal to Give Associate Members Voting Rights (Chansanchai); Proposal for Veteran Membership (Chansanchai)
- FOR FRIDAY ONLY: Board Assignment for Spring Board Reception (Chow)

Saturday, March 5

COMMITTEE REPORTS

Finance: *chair Astudillo; members Bien-Aime, Lee, Truong, Fuhrmann, Witsil. Astudillo is also forming an Investment Committee.*

- Astudillo: Nothing pending. Line of credit procedures. No need to review fundraising guidelines. (At the minimum every 3 years review.) **Our focus will be on one issue to pursue in next couple months: establishment of an investment committee. Goal of this committee is to look at various portfolios.** Between now and then, each committee member will submit a couple of names and ask nominated candidates if they're willing to serve and commit. Finance committee will have recommended names. Judy has agreed to draft. We tossed around some criteria we might want to consider, such as: someone who has expertise in investments. (Bill Sing came up.) **Need to firm up what we're looking for, between now and next board meeting.** Did receive some emails from members outside of the committee, will include in mix and make part of the vetting process.
- Patel: Time commitment?
- Astudillo: My sense is they should be able to commit a minimum of 2 years. It's hard to have turnover of every 6 months. Reviewing financial statements every quarter.

Programming: *chair Cheung; members Hosaka, Huang, Burgos, Lim*

Cheung: Want to hit on a couple major points:

Need to find a way to do a national calendar. Many chapters are doing many events and it would be really good if we have all these events. Good way to find out what other chapters are planning. With a national calendar in mind: Consumer programming and more internal for local chapters – fundraising series, fundraising 101 through webinars or conference calls.

External: (Consumer facing) **Use Blog Talk Radio (BTR) to bring back AAJA monthly news hour.** When Tiger Mom broke out, we missed an opportunity to really do something. Could have quickly done a 1-hour talk, we missed the boat. We'd like to tap into each chapter. Want to assign chapters a news hour to organize. Full participation needed. Could perhaps get a sponsor, for the year. Host chapter will get some of the advertising dollars. We want to do a women in sports topic in March, managed by the FL chapter. Pulitzer in a Digital Age in April (NY), Asia in May. June and July should really be looking forward to the convention. JUNE: Is this a good time to take a fellowship? Good to do a BTR with some of these vendors, good for members to think about. Looking for a chapter to volunteer. FRANK volunteers Michigan for Knight Wallace. JULY is open. Convention preview: entrepreneurship and innovation. Want to tease to Detroit convention, really have a theme.

Lee wants to do a podcast (Truong has free version.) Record a social media workshop. Ly volunteers DC.

- Cheung: Also looking at media access. Great program to engage community. Each month, community outreach across 21 chapters, could market as a year as a sponsorship opportunity. Chapters could pass on best practices to other chapters. Revise and post on Wiki. Would really recommend this as chapter secretary's job, to promote event. Secretary needs to coordinate with one of us to get these items posted. Manage a national calendar for members and potential sponsors? Google Calendar didn't really work, so maybe we'll go to Facebook.
- Hosaka: **If something breaks in the news that we should be doing, contact Paul and me. We want to react really quickly to that.**
- Cheung sees this in magazine format, put topic on hold and do more spot news and wants to get people used to routine.
- Truong: anything besides BTR, greatly reduced features for free.

- Chansanchai suggests Cover it Live but Cheung said, “Some people can’t chat. Certainly as we move forward, we want to look at other formats. We’ll take a pause in August.”
- Ly suggests rotation for the BTRs rather than volunteering, as some chapters may forget about it.

Policy and Issues: *Chansanchai (chair), Nakama, Smith*

- Smith talks about dealing with issues related to the Governance Committee, **that need immediate attention, such as who gets convention registration and compensation, setting up basic guidelines.**
- Meeting attendance: Virtual. By-laws state you can attend board meeting by phone, or whatever. We need to either get rid of that line and under what circumstances would approval be given.
- Smith also talks about **repurcussions of adding another Governing Board member** (if and when another VP is approved). Does it make sense to separate out an officer who looks at new media initiatives?
- **Witsil asks: With convention coming up soon, and issue of comps having been a controversial issue in next few months, when would you have a draft?**
- **Smith: within 2 weeks. Find out what other organizations are doing and tweak for own purposes.**
- Witsil: Transparency in our organization is a pretty big issue.
- Smith: Doris felt like that fell under Code of Conduct, Governance Committee.
- Witsil: Governance doesn’t exist yet, and this falls under bylaws.
- Smith: Happy to draft language. Abe’s suggestion yesterday was simple and clean.
- **Witsil: I think this is an issue of utmost importance and we’re not in compliance with bylaws. Members have a right and should be able to know what’s going on in our organization.**
- Smith: Happy to write something very short, and if people are in agreement, that’s something we can check off. Timely, and not so complex.
- Ly: what is our comp policy?
- Chow: We don’t have comp policy.
- Smith: It’s at the discretion of the ED.
- Astudillo: We had a comp policy for the student project mentors.
- Smith: This has to do with a request for a comp for someone not involved with student project, not up for an award, but is important to the organization.
- Cheung: **In programming, speakers never get comps, but get free pass.**
- Chow: **No set policy, no guidance for me. Past officer, past leadership requests. Puts me in an awkward situation. We should just have some sort of set guidelines. If anyone asks, we can state policy.**
- Smith: The language at the end says it’s up to the discretion of the ED.
- Chow: It still puts the person who’s making the decision in an awkward situation. It’s a business decision.
- Cheung: We don’t need a long discussion on who deserves comps.
- Bien-Aime: Important to get away from oral history, need to codify. If important to that chapter, chapter should subsidize.
- Chow: **Those comped at last convention include JCamp directors, Voices faculty and students, STAFF received registration and hotel room**
- Witsil: There’s been a lot of discussion on this issue by the G-board, and board members stepped up to pay to resolve the issue. Also discussed conflicts of interest, who decides, abuse of comps, responsibilities of people who receive comps, which is a much broader issue. Concerns have been raised. Fully support Kathy. G-board responsibility that money

is spent well.

- Ly: Do we need to create a waiver? Release AAJA of any liability?
- Chow: **We don't need to go that far. But for every comp we give out, that's a lack of revenue.**
- Witsil: Comps are also built into contract, so it's not a pure loss.
- Kwok: Does whatever policy get drafted extend to chapters, too? In AZ in the past, we've flown speakers, paid for airfare, hotel stay. Would our policy apply to all 21 chapters?
- Cheung: That's chapters' money. But for convention, that comes out of national budget. We have to foot that bill.
- Smith: Large part of by-laws left to chapters.
- Truong: We should open up a thread on this on the wiki. Lots of different elements in this situation that need to be flushed out.
- Astudillo: This is time sensitive, so should we have an interim policy? Can we say any comps will be at discretion of X?
- Truong: We'll add to the G-board agenda.

Joe Grimm arrives at 9:55 a.m., leads to 5 minute break.

Other Business:

Update on ELP Media Demonstration Projects

- Grimm: You saw what those kids can do. I don't think we can add too much to it. We went in there not really knowing what to do. Emilia found an amazing teacher. One takeaway: where are the Arab journalists? And what Osama said, resonates with AAJA. Hopefully will be turning point, hopes this group of Arab American journalists will find a home.
- Askari: Please make time to stop by the classroom if you're back between now and the convention. Working on some social research about the project, could lead to academic publication.
- Kwok: Any plans to track/follow and see what becomes of these participants?
- Grimm: No. Longer answer is we'll survey them again. They're 7th graders, so they'll be around a little bit.
- Askari: They're not supposed to be on FB, they're not 13.
- Grimm: Parents who came were so proud. We work through April. She's in charge. That teacher is key. All signed permission slips at April's.
- Askari: Class is so popular, kids clamoring to get in, some in second semester who weren't in first semester.
- Grimm: One of first projects was telling story of their names, told about themselves.
- Truong: How about teaching news literacy?
- Askari: Not so much, no. We don't have the time to go in 5 days a week.
- Grimm: April said computer guy for district has fallen in love with this project, he has created a space for them to upload their stuff, heaven help us, there are a 100 things in there. Started all the kids on writing blogs.
- Witsil asks what else do they need from board. Equipment?
- Askari says the classroom doesn't have its own computers, couple carts of old laptops. They write in their notebooks and type them into laptop computers, takes a very long time. Great to have dedicated computers for this project.
- Chow: **Getting laptops to you guys, waiting for Microsoft to give us operating system.**
- Grimm: More tripods, 3 or 4. Kodak gave us 25 cameras, will leave 3 with school for next year, rest will be coming back for JCamp.

- Askari: We are kind of nervous about how the editing will go, with all the video they're shooting. We don't know what their home computer situation is, and it's hard to do at school.

Cheung presents update on the Chinatown ELP media demonstration project.

- Has been in beta launch already, OurChinatown.org. Jeff, Cindy and I held a community event, journalists, invited 2 other reporters, including ethnic press. Based on that discussion, we were surprised how much community wanted it and how much support we've been getting.
- Formed a community advisory board, not thinking about it in silos. Chinese American planning council, AALDEF, different marketing groups. Discuss what kind of coverage they're looking for, how they can steer us in the right direction. Ethnic version of Patch. Hired pt editors and writers, made it fully bilingual. They really have connections in Chinatown, classic of beat reporting, using mobile technology to update the information in both languages.
- Getting lots of partners. Different group in Boston looking to launch, not knowing we had this project. Our intention to take this project beyond demonstration period, to develop hyperlocal ethnic blog, Queens, Boston, business model will come in, advertising on mobile and web site. Pro-bono advertising for MI and J Camp. McCormick foundation.
- Upload directly into mobile phone.
- Cindy del Rosario is managing editor, and we have 2 content editors (one Chinese language, one English), 2 part-time reporters. Stipend of \$1,500 contract from now until August. Reporters receive \$500 stipend, with contracts. Jeff's responsibility is to form community partnerships, put in application for grants, McCormick money we consider seed money. We need local community, might be able to support beyond demonstration. May and June, then we need to really start to see if this is viable and sustainable as a business.

Board members asked about intended audience (more for Chinatown, new immigrants) and **Astudillo suggests linking Chinatown blog to main AAJA web site. Witsil asks about intellectual property.** Full launch scheduled for April 1.

- Chow: Per the national report, we're hoping to have a web redesign by the end of the year, December. Just going through the process of redesign, our IT person is doing that with staff, gauging internal needs, **forming sub committee from board and members to get feedback.**
- On intellectual property, Chow said we have to have discussions with our lawyers, have talked to individual groups, very different.
- Witsil: We need to talk about within G-board, aggressively, lots of business potential. If this is the next Facebook, will avoid potential challenges. This is the future of our industry, entrepreneurship, innovation. More we generate these projects, should think about our role as non-profits, potential revenue source, incubating ideas/companies? Poynter model owns money making enterprise. Not just about who owns what.
- Askari: great questions, thinking about it too, great models from non-profits. AAJA incubator, running a lot of spinoffs, potential businesses, could be very complicated, beyond scope of current national staff.
- Astudillo cautions that potential business compromises our non-profit status.
- Cheung: KIM MOY gave us professional Flickr account. We love free content. But also paid writers. Op-eds in the future from community sources.

Vice President-Digital Discussion

Board members share the results of talking with their chapters about the possibility of adding another VP to AAJA who represents the interests of digital journalists.

- Bui: Felt like there wasn't a need for an additional person at that level, could be incorporated into how we're currently set up
- Bien-Aime: In 21st century, we have to change the name, it's not print, change to multi-media.
- Lee: I know there's the thought that I work at a newspaper, I'm multi-platform. We're not maximizing our potential, not getting all the Patch people, bloggers, HuffPo, we need to really tap that, more of the tech community, that's not covered in what we're doing right now.
- Cheung: Need to define this person's role. Picturing this person as more about function. Interactive producers on my team. Social media editors, newsroom developers and programmers. Haven't really tapped into that group. Need to define role of VP. Writing and editing, doesn't really change if you're editing online or print. You think about your audience. You're still editing words.
- Chansanchai: Not true, more than that. As online only at msnbc.com, much more to job than just writing and editing. That's the easy part. But do we need another VP? How much more specialized are we going to get with these offices? Seattle chapter has eliminated VPs according to medium, instead choosing VPs by roles/functions they play within chapter (events, membership, etc.). The chapter can also see the need to have someone at the table who can speak specifically to the needs of digital-only content providers.
- Lim: Needs to be addressed in some way. They want to know what the specific role is. What kinds of issues are they going to advocate for, same question too.
- Kiriya: I support third VP, there is a certain enough distinction to tap into social media, to bring them into the base, be more inclusive. I don't feel like I have a home. Is there a place for me? Have that person be the voice.
- Patel: we have a VP of digital in NY. We asked members, majority are going to get more workshops and panel events, understanding it better.
- Cheung: what is considered digital media? They're doing same job, ultimate platform is different. Not fundamentally different.
- Lee: I don't know how to recruit people in broadcast, if we have a digital person, they'll be going to ONA, bring them into our fold, and they speak the language.
- Huang: Texas feels strongly there should be a VP for Digital. We still need champions for advocacy, recruiting strategy, helping the board work on programming for digital.
- Smith: Right fit for role, dovetails with what Paul is saying, media entrepreneurship, many of our members leaving traditional newsrooms. Still consider themselves working journalists. Sort of envision potential of this role, forward thinker, looking ahead to where things are going, what's on the horizon, making sure organization is supporting our members. So many people get their news from Yahoo! News. Maybe this role definition is really charged with looking at next steps for the organization.
- Cheung: VP of emerging platforms, put us in the position of forward thinking, for funders, too. Making sure membership is in the know.
- Witsil: Without expressing a specific opinion, there is lots of representation in this organization of digital media, our platform is Multi-Platform: Tima, Abe, Paul, I represent digital, Steve. Lots of digital representation. Members of our organization are represented at the highest level, so it's not as if organization is not forward thinking. Do

we want to create a separate entity to be symbolic? Think it's important not to forget digital already represented in this organization in the big way.

- Cheung: But you're still tied to a traditional newsrooms – Free Press and Post. We want web analytics. Redefine what is print, what is broadcast.
- Lee: **Then will photographers want their own VP?**
- Kawanishi: Photography is a huge growth market.
- Kiriama: We're a marriage of the two (broadcast VP), don't need one.
- Lim: There is a need for someone to be at the table, online only news organizations, social media experts, only operate online. Unique content.
- Bien-Aime: Slippery slope Ellen talks about, we are being reactive instead of pro-active, like Paul said, need someone forward thinking.
- Cheung: Evolution of what it takes to be a reporter, editor.
- Nakama: Not just work being performed, but also need to look at business model. In this web site, all of a sudden, we're on our own, had to build our model from scratch. On the surface it looks like we're doing the same thing, I could tell you it's much different from working in a traditional newsroom. Totally different model. Would like to see leadership.
- Hosaka: Important to create a fairly detailed description.
- Ly: Dc would be in favor. But emerging is too vague.
- Patel: Already interest in this from NY.

ACTION: Paul & Kakki on Digital Group will lead draft, with Steve and Tima helping.

Next scheduled ADVISORY BOARD MEETING: Saturday August 13, full day

SUNDAY: G-board will meet on August 14 (Kathy's birthday, expects presents) at 9 a.m.

ANNOUNCEMENTS:

- DC: mini JCamp, also holding an event with GM, doing monthly happy hours
- Sacramento: Internship program. Partnering with Bee to bring in another AAJA'er.
- SF: interesting speaker/entertainer. Media access panel.
- Phila: AAJA 5K Cherry Blossom on the 10th. Proceeds go to Japan America.
- NY: Social media workshop with Sree in March, fantastically popular + all day digital series.
- Denver: Men of color broadcast panel. Women of color broadcast last year too.
- Asia: Regional mini-conference. Jenny & Lee. Christine Chen, now with Google.
- Chow: In May, we had a staff retreat + SF member. Learned how to use a camera, backpack, understand stress and pressure that happens on the job, to be sensitive about time.

ADJOURNMENT at 11:34 a.m.

Asian American Journalists Association
SPRING 2011 GOVERNING BOARD MEETING
March 5, 2011
Renaissance Marriott, Detroit

PRESENT:

Officers: Doris Truong, national president; George Kiriyaama, national vice president for broadcast; Rene Astudillo, national treasurer; Athima Chansanchai, national secretary.

Board members: Abe Kwok, Arizona; Don Chareunsky, at large; Ellen Lee, San Francisco/Bay Area; Frank Witsil, Michigan; Lorene Yue, Chicago.

Staff: Kathy Chow, executive director; Glenn Sugihara, accountant.

Guests: Tali Smith, Wes Nakama.

Absent: Janet Cho, national vice president for print (Truong was proxy) and Annalisa Burgos, New York (Chareunsky was proxy).

1. Call to Order (Truong)

2. Roll Call (Chansanchai)

3. Approval of 2010 Fall Governing Board Meeting Minutes (Chansanchai)

- Chansanchai apologizes for not uploading sooner to Wikis, but emailed to everyone and was on web site. Everyone taking time to read.
- ***Witsil would like to approve the minutes with this addendum: my request and question was about having two sets of numbers for past conventions.***
- Sugihara: Calculations for chapter share, whole year included 12 months, other calculations only factored in amount of time.
- ***Witsil: Publicly shared numbers for past conventions did not reconcile with numbers in report. That's what I was requesting. Showing both as final numbers for convention. Officially, we need to use one set of numbers.***
- Witsil: Uploaded onto Wiki were balance sheets for several past conventions, document we were all presented with that talks about convention were different. Glenn said they weren't the final numbers, but calculated 9 months into year. Other set of audit were final numbers because it was for the 12 months. Be clear on final numbers. Would like final numbers for previous conventions.
- Kiriyaama: Two sets of numbers? Final and in-progress.
- Witsil says numbers for conventions in Kathy's internal audit do not reconcile with the numbers uploaded to the Wiki. Also makes request to see the final numbers for previous conventions.
- Sugihara: Not fair to say numbers don't reconcile. Like George says, there are final numbers and in-progress.
- ***MOTION to amend minutes to reflect Witsil's question/comment: Clarification of the final and in-progress numbers for convention, in the internal audit with the numbers uploaded to the Wiki. Also this request: to see final numbers for previous conventions.***
- ***Kiriyaama: Another change: morning to main anchor***
- Lee moves to approve the minutes as amended, Kiriyaama seconds. Yue abstains (not a part of the Governing board at that time).
- **MINUTES approved with addendum.**

4. 2011 National Election Timeline (Chansanchai)

- Witsil: Based on what George is saying, time is an issue, is that enough time to get to know candidates, more time for speeches? More than 1 minute.
- Chansanchai: (After talking to Antonio offline, before this meeting) Same votes in one month as 3. Also talked with Antonio, who is ok with proposed changes.
- Truong: Membership meeting is an important time for us to talk to leadership, speeches take time, absentee wording is confusing.
- Chansanchai: Let's change to "electronic voting."
- Truong: Also, clarify paper ballots to be received.
- Kwok: Change call for nominations to a month before?
- Chansanchai: That's fine. How about May 6?
- **Kwok moves, Witsil seconds. All in favor. MOTION PASSES.**

5. AAJA Strategic Plan (Kwok)

- Committee will come up with a shorthand version of the plan that includes the overarching themes and objective, and parallel to that drill deeper on each of the categories.
- Will come back to the Advisory Board, to share and get feedback on the wiki. 90 percent in place for the summer.

6. Chapter Share of Member Dues (Astudillo)

- Truong: When we met in the fall, several proposals on the table, decided there were too many. We only needed one or two, restoring 70-30 member split, but also give incentives for new members and upgraded memberships. But no proposal today. But we can talk about whether it'd be useful as a recruiting tool.
- Lee: Does it add extra work for Antonio?
- Truong: He's been doing that anyway (tracking).
- Chow: Restoring things to what it was 2 years ago no problem, but new calculations would be more work. More ideal if we could have hashed that out, needs further discussion in the MEMBERSHIP committee. Would that be enough of an incentive for chapters to recruit more members (or upgrade)?
- Truong: This was specified only for 2 years, no need for vote to reinstate.
- ***Witsil: Members saw large surplus, so they wanted to know if they could get back the membership split, retroactively? Witsil talks about membership sacrifices and chapter assessments.***
- Astudillo: Totally a decision board needs to make, but we need to look at numbers. Can't just consider whatever we have this year to be a surplus. We don't know what might happen next year.
- Chow: Even though we have a surplus, internally the bigger operational plan is we need to build a reserve fund, typically 6 months. Whatever additional money we do have, it's important to have 6 month reserve fund. So we don't have to tap into a line of credit.
- Truong: It's not really a surplus.
- Chansanchai: That's what we're calling it though, right?
- ***Witsil: I'm not calling it a surplus, that's what it was called by our past president.***
- Astudillo: Well, it's net profit based on the budget. We do have some reserve funds unrestricted.
- ***Sugihara: After 1031 audit, I wouldn't call it surplus, because a good part of that money is "temporary restricted."*** About \$602,000 set aside to the programs. Other part is \$178,000 in cash flow unrestricted. But the rest of that, which makes up \$300,000, is the

- endowment fund. The way the endowment was written, if the board votes on how to use it, it's up to them. I'm not sure how you want to interpret that part of it ("board-designated"). For our purposes, we round off numbers (vs. \$178,405). You can make a board action to request Kathy to do that. If she asks me to do that, I can get that for you.
- **Chansanchai: So you're saying we should not use the language, "surplus," publicly. It has been used publicly.**
 - **Sugihara: Well, that's not true.** There is surplus in each program. ELP has money rolled over from last year. You want to call that a surplus, there's \$107,000 there. But that's designated for that specific demonstration project and for the advanced session. Accrued accounting is a little tricky. Though this year the department's going to run red, you've got demonstration money being spent this year booked as income in 2009.
 - Witsil: This is a little off topic but **Glenn, do you vet these messages before they're released publicly?**
 - Sugihara: Kathy's goal is to educate the board on the financials, to attribute the financials in the proper way. It's a work in progress. We're having sessions for new board members.
 - **Witsil: So the answer is, not necessarily?**
 - **Chow: No, we review. We'll make sure.**
 - Chansanchai: Pointed out "surplus" used on national AAJA website: <http://mije.org/richardprince/asian-journalists-turn-deficit-surplus> : "expected to end the year with a \$399,000 surplus compared to \$207,000 deficit last year"
 - **Sugihara: I would say we should be using "net profit" instead of "surplus."**
 - **Chansanchai: So that's language we should be using.**
 - **Sugihara: Yes.**
 - **Witsil: We should be careful what kind of message/language we put out there, sponsors will wonder why we need more with so much "surplus."**
 - **Sugihara: I agree.** For example, the Detroit convention. Last year, the Detroit Media Partnership, Google and USA Today gave for this year's convention. Booked that as income for 2010. So that's not gonna be on this year's convention program summary cash flow and expenses. So you have to remember all these things. What I calculate year to year, for the chapter's share of the proceeds, is what was booked last year. And you should be getting 10 percent. So that's why convention proceeds won't match the full year share in operational costs on our statement. Have to account for money received that year.
 - **Astudillo: Following up on what Frank was saying, I suggest that any public announcements of finances should first be referred to Kathy, Glenn and myself so we're using official numbers as opposed to numbers that are not accurate.**
 - **Chansanchai: I think it's useful that we use the correct terminology.**
 - Truong: Got sidetracked there, ready to go back to 2010 audit?
 - Astudillo: Yes. Completed our tax return for 2010, form 990. Ready to go. I've reviewed it. I think it's accurate and based on audit figures. Can upload to the wiki. Total assets, combines national and chapter. 2010 Year-end Chapter financial reviews. This chart you're looking at details what each chapter has in terms of assets. Total of all our chapters is \$579,000; 27 percent of total assets.
 - Chansanchai asked if this was part of Treasurer's Report, but will upload to wiki.
 - Astudillo: Also need to deal with reinstating chapter dues. Also: Important for each chapter to send treasurers to national meeting.
 - (Nakama leaves at 1:57 p.m.)
 - Sugihara: Will have everything coordinated before handing to auditor doing audit of all 21 chapters
 - **Chow: Providing all chapters with updated Quicken so all working with same program**

- **Astudillo:** *But some chapters use Mac, could consider investing in inexpensive PC's*
- **Lee:** *Consider moving to cloud version of Quicken?*
- **Chow:** *We'll look into that.*

7. 2010 Audit

a. Management Findings & Recommendations (Astudillo)

- Witsil: question on 15 percent administrative fee. Asking for clarity: are we taking 15 percent off the top? Bottom as well? Are we double dipping?
- Astudillo: We charge 15 percent on **new** scholarships and grants
- Chow: Existing ones built into shared costs. This is for all new grants and sponsorships
- **Witsil:** *If we're taking 15 percent off the top, it goes into that department, but the administrative fee is also being taken out of each department, so we're actually taking it out twice. Not dumping into that department, and taking it out of there as well?*
- Chow: No.
- Astudillo: For example, we got \$100,000 for J Camp. We take 15 percent off the top of that. \$85,000 goes to J Camp.
- Sugihara: 15 percent goes to admin. Other, designated as shared. All shared costs based on FT equivalent, how much time is put into that department.
- **Witsil:** *So we are taking it out of both, shared costs is admin.*
- Sugihara: Admin is unrestricted.
- Witsil: Shared cost should be administrative cost. Administrative department, revenue for the administrative department is so much bigger than what was budgeted. Have to either take it off the top or off the bottom and not have a slush fund.
- Kwok: Don't go casually throwing around words like slush fund.
- Witsil: Good point, let me rephrase. Becomes "discretionary."
- Chow: Depends on grants
- Witsil: So administrative costs are more than 15 percent.
- Astudillo: 15 percent is not nearly enough to cover all our administrative costs. Some grants as Kathy said, allow us to charge salary. Shared costs are really office supplies and everything. There are costs not covered by 15 percent. It doesn't cover our rent.
- Witsil: Where is 15 percent going?
- Chow: 15 percent going to unrestricted. All the other things not covered in a program.
- Astudillo: Seldom do we get the full costs. Helps provide for rest of salary.
- **Sugihara:** *Frank you bring up good point. Auditor brought up, need to formalize 15 percent, funder fully understands how money is to be used. Board needs to vote to fulfill one of the audit findings.* Auditors fully understand and are in agreement, we need to be clear on what 15 percent is used for.
- Astudillo: We need to clarify, identify which revenue we charge 15 percent on. Convention sponsorships is one grey area. Net proceeds of convention kick into unrestricted.
- Sugihara: on convention sponsorships we don't charge 15 percent.
- Witsil asks if this is on all income?
- Chow: Only on new scholarships
- **Kwok:** *Is any of draft language written yet, that could be shared to the board?*
- **Chow:** *Will probably have at the end of the month*
- **Astudillo would like to move that the AAJA Governing board approve as a matter of policy that 15 percent of each financial grant amount for programs and new scholarships be allocated to general and administrative expenses. And this policy be agreed to in writing by donors and grantees.** Implement practice for one year.
- ALL IN FAVOR, MOTION CARRIES.

- **Astudillo: Second motion: one of the recommendations is that the board at least document the AAJA Governing board reviewed and approved financial reports presented at board meetings.**
- Truong: Attaching actual financials to the minutes?
- **ALL IN FAVOR, MOTION CARRIES.**

b. ACTION ITEM: Revised 2011 Budget

- Budget approved by board in December. Income of \$1.2 million, expenses \$1.1 million, net profit \$182,596.
- Based on audit: any income received has to be recorded that year
- Took out McCormick: \$100,000
- Ford Fdtn: \$37,500
- Net profit: \$45,096
- \$137,000 reduction. Don't be alarmed there is a negative amount in ELP, short \$80,000. It's already in account under Temporary Restricted.
- Sugihara: Temporarily Restricted Net assets as of Dec. 31, 2010 = \$602,699
- Convention \$215,650
- Chow rephrases Kwok's question: How will we know if we're really running a deficit and not sitting in restricted?
- **Sugihara: Need to show true amount**
- Astudillo: we'll see it in budget Just projections, if we do well at convention and get new grants, bottom line will change.
- Sugihara: Left convention income at \$588,618. ***I don't think you should approve a negative budget. Confident Kathy will raise the money.***
- Sugihara says he will email later.
- **Astudillo: Move that the Governing board approve revised budget as presented. MOTION CARRIES.**

BREAK, return at 2:49 p.m.

8. Neal Justin's proposal

- Truong: For Lorene's background, he sent a proposal (for a pre-ELP program, something for young professionals with less than 5 years of work experience), we told him we were still interested. We asked for a curriculum, and a list of funders that wouldn't overlap with current funders. Looks like he still hasn't put in specific funders. But he sent us another proposal with more specifics
- Yue, Lee and Astudillo ask how much is this going to cost?
- Chow: Might make more sense to overlap it with convention, somehow it should run into convention
- Plenty of mentors, not enough young people signing up.
- Kwok: younger people leaving AAJA because they don't have the support
- Truong: Critical years if you don't get help to succeed. Neal said he's bringing this to AAJA first, but would consider bringing it to other affinity groups.
- Lee: I do feel like there are other fellowships for young journalists.
- Kwok: wonder about vetting process. See some potential value, but if after first and second year they're suffering from burnout, maybe you weren't meant to be in this. I don't know anecdotally, how many people Neal has encountered to think of this program.
- Yue: 2-year programs, they do feel lost in these newsrooms. An intern at the Tribune, they don't get a lot of guidance from their own editors, 12 residents a year. Permanent entry level residents, and the morale at Trib is low, would say it exists. I do see some value,

would overlap, maybe that Saturday and run this program. They'd still get benefit of going to convention. (agrees with Kathy.) Adding another layer. ELP is at least 5 years. How about recent graduates? I don't know how many applicants we've been getting for ELP.

- Kwok: like idea of hybrid, overlap with convention, to show not just getting free room & board, on the off chance it might invigorate them.
- Yue: should we ask others, not just Emma to make a presentation to us this summer? What shortcomings other programs have that this would fill.
- Truong: he thinks this is going to cost \$12,000 - \$15,000. Airfare, hotel.
- Chow: He didn't account for staff time.
- Astudillo: Minimum of \$20K. Maybe \$25K. Other concern: not comfortable with someone outside of Kathy doing the fundraising. Should be coordinated.
- Truong: we've talked to him at least 3x now, every time emphasizing who the potential funders would be, and I don't want him going out but he should be able to name potential funders. We need you to have funders in mind who have not traditionally given to us.
- Witsil: Neal has a lot of interesting ideas. Is Neal interested in ELP steering committee?
- Truong: Yes, he applied to be ELP co-director. (question as to whether that should be on the record.)
- Witsil: He's interested and also interested in doing program at the same time?
- Truong: I imagine if board approves this program, he'll run with it and not pursue co-director for ELP?
- Yue: We should ask him.
- Kiriyama: We have to have him in here to ask questions.
- Truong: He has not said anything about shopping it around since October. Would you like me to give him our questions and ask him to be on a conference call?
- Lee: Or in front of Advisory Board in August, if that's not too late.

9. Committee appointments

- Truong: Even with 11, decisions can be hard, not so nimble for us to move. Part of this was brought about from other organizations, with a different makeup. Governance committee came out, with Tom Huang.
- Lee: I'm part of this group. Thought we'd massage the Code of Conduct, but it sounds like this would be ongoing.
- Truong: Tom was chosen as chair, he made approaches after we worked together to come up with a list of people.
- Lee: me, Tom (Huang), Steve (Bien-Aime) and Shirley
- Witsil: I wish we'd been able to discuss this as a Governing board. This is the cart before horse. It went from an idea, to...it's done. I didn't feel like we had a deliberation of this. It seems like it's a sophisticated task we're asking of them. Whoever's chairing it, there are many factors. I also wonder whether this should be a committee of the Governing board, not people without fiduciary responsibility.
- Kwok: I understand the task force with a short defined life charges can be appointed at the behest of President but the question I have is for the Governance committee that would be there ad nauseum, is that an action the Governing Board needs to vote on?
- Truong: We should probably do that.
- Witsil: Somebody made the point, this would be a judiciary body, so it should be politically neutral. Philosophically, generally, something to consider.
- Kwok: One thing I wasn't sure about is Governance committee charges is just to vet and issue findings or recommendations, without parameters without range of what it could be, that seems unclear to me, how actual case would work itself out. I presume ultimate

- recommendation in most egregious case would be removal, I didn't know what the range is, what types of powers.
- Witsil: Also unclear how this works with whistle blower policy, those are sent to Finance committee, there's overlap.
 - Truong: Conceptualized as a neutral body helpful to AAJA Governing Board.
 - Kiriyama: Governing board would have final say, more like overseeing complaints.
 - Chansanchai: An ombudsman, what Judy says?
 - Witsil: Don (Tamaki) said to set up a task force, and it would have been a committee of Governing board members, not outside of directors. That's what he would have advised, if he had been consulted. If the President appoints someone, how much input does person who is elected have?
 - Chow: Obviously, will talk to Don with Doris. Initially Don had advised Sharon and myself we should do a separate task force for financials. I want to get clarification on what he said.
 - Witsil: He didn't say he didn't want a task force, but it should be made up of Governing Board members. Is it permanent? You could have Ad-hoc.
 - Truong: Comfortable having people already on it continuing as Ad-hoc. I'm on the committee, but I've largely remained out of conversation.
 - Kwok: I'm comfortable with that.
 - Witsil: That person needs to be politically neutral. If that person has been actively campaigning, makes it hard to be seen as neutral, appearance of a concern.
 - Truong: He is a former president of another national organization, a longtime leader, who has a lot of experience with governance issues.
 - Witsil: And ethics.
 - Truong: Personnel committee needs to be an ongoing committee, with current situation of one of our board members being a finalist in job.
 - Witsil: I'm really uncomfortable, this seems like a sub-committee of the Governing board. Really messy when you start adding. This is not a good governance practice, giving them power. Not really respecting democratic process.
 - Truong: They don't have power, would make recommendations.
 - Witsil: Recommendations are power. That's why we're Governing Board members.
 - Yue: Sounds like Board of Trustees, when they have special committees, search committees. When there are those special committees of the board, are they in or off the board? If there is a mix, and if we're in line with generally accepted practice, and if they're just recommendations, we have power to say ideas are crap. They can't enforce any of those.
 - Kiriyama: It's non-binding.
 - Witsil: That's our job as Governing Board members.
 - Yue: We're here to weigh recommendations. We're doing our jobs by vetting it and whether to say yes or no.
 - Astudillo: There are certain tasks we may not have necessary expertise, such as the Investment committee. Still have to report to Governing Board.
 - Witsil: We need outsiders to deal with personnel?
 - Kiriyama: We have a governing board member who was a finalist (for Executive Director).
 - Truong: With this current board make-up
 - Witsil: we're discussing things only governing board knows, but we're going to discuss those outsiders? That's why we have a large number of people, that's the check.
 - Kwok: This (personnel) committee is in place as long as the present make-up of the board is in place. Also a temporary assignment?
 - Truong: As long as 2 years: Janet Cho, Henry Fuhrmann and Mae Cheng.

- **Kwok moves we go into executive session, Yue seconds. All in favor.**

Governing Board goes into Executive Session to discuss personnel issues. Sugihara and Chow leave room.

- Kwok moves to exit Executive Session. Kiriya seconds.
- **Committee will continue to work with personnel handbook, will be more like an ad-hoc with this specific task.**

10. Other Business

Truong: Smith sent us comp policy drafts (1.0, 1.1)

- (1.0) As a non-profit organization whose funding is under all circumstances directed to support AAJA's mission, the Asian American Journalists Association is not able to provide complimentary airfare/travel, convention hotel accommodations, and registration.

Exemptions from this policy are AAJA members providing intensive convention-related professional labor in *that* convention year, such as:

- J-Camp directors
- "Voices" student media project faculty
- "Voices" student journalists
- ELP faculty

Any other requests for complimentary convention registration and/or convention hotel accommodations are to be considered on a case-by-case by the Executive Committee, and will be granted only under exceptional circumstances.

The Governing Board is to formally vote [via e-mail, phone or other mutually-acceptable technology] on the Executive Committee's recommendation within 72 hours, followed by an immediate report to that year's convention co-chairs.

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- Yue asks about numbers.
- Truong says this was about one of our special award winners (from the 2010 LA convention).
- Chow: He wanted to stay extra nights
- Truong: This draft language we're looking at, that would fall under any other requests, would be in same position as we were last night. Not clear cut for Kathy's sake.
- Witsil: Agree with you, this is too vague. Budget in contract, that's part of the contract, not an issue. You should include convention co-chairs, extended to president. Not asking to comp. Issues with speakers, also built into hotel contracts. Easier to comp than to take cash. Make it contractual. Part of the program vs. comp.
- Yue: All the J camp are all overlapping with convention, ELP, day of convention, J Camp supposed to end day before, is that fair compensation as volunteers?
- Chansanchai: Convention co-chairs as volunteers should get comped, at least have a consistent policy when we already pay for stipends
- Witsil: convention registration isn't as much of an issue
- Yue: Do program directors fundraise to figure in accommodations, flights?
- Lee: SF flew Annie Nakao, ad-hoc, split with Hawaii, because of an award she received last year, wouldn't have come to receive it had we not helped with airfare
- Witsil: Helen Zia looking for help to come to convention
- Chow: What about people who are not active now, but used to be? I need some kind of guidance.
- Truong: We need to have her back (Kathy) if she's approached by others.
- Witsil: Is there an application process?
- Truong: Ultimately it's all subjective
- Yue: Send in your applications. Need to come up with parameters.
- Kwok: Simplify it just to say, we reserve comps for those people who do these long standing projects and programs. Don't open the door to award winners and speakers.
- Truong: You want to say current participants.
- Kwok: Don't we get comps?
- Astudillo: Comps are included when we negotiated, but Kathy said they're not comps, they're reduced rates.
- Kwok: Doesn't happen at every convention – comps by casinos, for example – but for now, let's keep it clean.
- Chow: One request on the table, can we go into executive session.

Truong moves to go into Executive Session, Kwok seconds.

BACK FROM EXECUTIVE SESSION at 4:49.

Witsil: ELP?

Truong: We can talk about that offline (everything is in the report)

11. Announcements

12. Adjournment (4:54 p.m.)