

APPROVED -- Governing Minutes, Fall 2012

AAJA Governing Board Meeting, Dec. 7, 2012:
AAJA National Headquarters, San Francisco

Officers Present: President Doris Truong, Vice President Broadcast George Kiriya, Vice President Print Tom Lee, Treasurer Rene Astudillo, Secretary Theodore Kim

Board Members Present: Ellen Lee (San Francisco), Tomoko Hosaka (San Francisco), Joz Wang (Los Angeles), Tom Huang (Texas), Yvonne Leow (Arizona), Paul Cheung (New York)

Others Present: Executive Director Kathy Chow, Accountant Glenn Sugihara, Incoming Vice President Broadcast Niala Boodhoo.

Joining via phone for budget discussions: Incoming Treasurer Gautham Nagesh.

Meeting called to order 9:03 a.m., Pacific Time.

Joz Wang moved to approve Summer 2012 Advisory-Governing Board minutes. George Kiriya seconded. No opposed or abstentions. Minutes approved.

Announcements from Doris Truong, including thanking the outgoing officers for their service. She thanked Kathy Chow and Paul Cheung for helping cinch a \$150K grant from General Motors.

She noted that UNITY board members moving forward are Sharon Chan, Paul Cheung, Janet Cho and Doris Truong, who will be vice president next year. She provided a progress report on UNITY and the 2013 AAJA Convention. Tom Huang noted that work on programming is well under way. Part of those efforts include streamlining programming and looking at best practices for ways to save and raise money. Paul Cheung discussed trying to wrestle up more creative sponsorships for the convention and partnerships with the South Asian Journalists Association. Members discussed logistics about such a partnership.

Doris discussed ways to perhaps improve the Media Access Workshop or make it revenue positive. George Kiriya gave a quick broadcast report. Tom Lee had no updates on the print side.

Doris gave a report on AAJA Media Watch, noting that she and Jam Sardar had to scramble in the wake of the Sikh shooting in Wisconsin. She discussed lessons learned, including reaching out to other cultural groups during crises. She and Paul Cheung discussed some possible changes to programming for J-Camp. She offered other brief announcements.

Rene gave the Treasurer's report, which he also provided in document form and can be found in full on the AAJA Wiki. He noted that UNITY final numbers were still not in. Generally, he said the budget books reflect a \$9,811 deficit. But this -- for all intent and purposes -- is because some revenues and expenses are coming from the 2013 and, ultimately, will balance out.

Tom Lee asked about what is causing the delay in the UNITY reporting for revenue. Kathy Chow noted that there has been turnover in UNITY staff. Moreover, UNITY has yet to tally all sponsorships and such.

Rene began a discussion on budget projections for 2013. Early figures show AAJA was looking at a potential surplus of \$87K. Theodore Kim asked about fund balances. Kathy and Rene said the eventual goal is to have a 90-day cash flow reserve. Rene thanked Kathy and Glenn for their efforts on the budget.

Tom Huang asked whether booking 2013 income in 2012 means AAJA is still fiscally healthy. Kathy said that's typical bookkeeping. Gautham noted that next time UNITY rolls around, AAJA may want to consider how disappointing UNITY revenues were this year. Kathy Chow discussed grants coming for 2013 budget. In addition to the grants that she and staff are seeking, the New York chapter is seeking some \$50K.

Paul Cheung began a report on future conventions. He said his vision is to do something different for 2014, perhaps a larger summit on Asian American culture in which AAJA partners with Asian American business groups beyond journalism. Tom Lee noted that some kind of Executive Leadership Program component would work with a larger 2014 convention. Paul and Kathy Chow said such an idea would extend AAJA's brand and improve the group's fundraising footing.

The board discussed the pros and cons of the idea. Tom Huang said he was supportive of the idea as it would help AAJA's profile, fundraising and networking. He and others noted that it's important to find themes that are universal and vet the agendas of particular Asian American groups. Discussion continued about logistics and pros and cons. Doris Truong mentioned that it's important to get buy-in from members.

The board agreed that it is an idea worth exploring.

On programming, Tom Huang asked about how a Fall conference call about the budgets for JCamp, ELP and Voices went. Doris and Paul noted that JCamp and ELP discussed making cuts and efficiencies in their budgets.

Tom Lee noted that the program directors may need more incentive to realign their budgets to meet AAJA's new budget and fundraising realities. Members discussed how it's important to integrate all three programs so that they have incentives to cut costs, raise money and so there are synergies between them.

Paul Cheung gave an update on the website redesign. It's currently being tested. The goal is to have it tested and done by the end of December and have it go live in January. About 8-10 chapters have said they want to be hosted by the national site. National will charge them \$50 per year for the service. That money will go back into the website for upgrades, improvements, etc.

Break. 11:30 a.m., PT.

Reconvened 12:15 p.m., PT

Paul had no programming notes to report. Tom Lee gave the membership report. He talked about how to better differentiate between membership tiers and what benefits Gold and Platinum members might have. Members discussed different membership benefits and what those might be. That also might coincide with price

increases.

Tom Lee said he would take the lead in looking at defining membership benefits, quietly rolling out benefits to higher tiers and surveying Gold and Platinum memberships.

Rene gave a Finance Committee report, all of which is included in Rene's Treasurer's report. His report touched on best practices tighten up AAJA's financial reporting, which will be followed up by the board. He also said an ad hoc finance committee agreed not to touch the principal of the endowment, but that the board should consider giving itself the power to borrow (with agreement) against the endowment in an extreme financial situation.

Theodore Kim began a discussion about revamping the governing board and officers. The Policy and Issues committee had a conference call in October to talk about these issues. The committee talked about changing the number of officers, as well as the size of the Governing and Advisory boards.

On the officer restructuring, ideas included creating a VP digital, redefining VP print, redefining all two VP seats, and bringing in a new VP with tech experience. On the board discussion, ideas floated included boosting the governing board by a few members while shrinking the advisory board, combining the advisory board and chapter presidents, and moving to regional representation.

Board members held a discussion about all of these ideas, agreeing that some change is necessary. Theodore Kim will help come up with several concrete proposals lead a discussion about some of these issues at the Spring meeting.

Yvonne Leow discussed the possibility of allowing students and associate members to vote. She talked about pros and cons, but noted that the students constitute a large voting block. George Kiriya said he was in full support of having students and associate membership to vote as it would encourage engagement. Members discussed the pros and cons of membership.

The board agreed to split the 'student' and 'associate' decisions. Yvonne agreed to draft a proposal so that the board could take a spring vote on allowing student members to vote. The board was less supportive of a decision allowing associate members to vote. They agreed to discuss that issue further.

Tomoko Hosaka gave a report on social media and marketing. She noted that Theodore Kim has drafted social media guidelines as it relates to the elections. He will circulate those further. She and Niala Boodhoo suggested coming up with a social media team to manage AAJA's accounts, including possibly hiring a social media intern.

(Break) 1:43, PT, reconvened 1:57, PT

Rene presented the 2013 budget. Revenues: \$1.4M, Expenses: \$1.3M. Net profit of \$67K. The revenue figures include conservative figures as it relates to two big Heartland Grants (partnership with NLGJA on covering minority core issues in heartland communities). Several members asked follow up questions about the Heartland Grants.

Rene noted that the proposed budget includes an ELP deficit. Members discussed directing ELP and other programs to reduce costs. Paul Cheung suggested sharing more detailed convention expense information to host city chapters.

Rene also mentioned how the budget includes an expectation for \$15K raised in the Power of One campaign, sparking a discussion among board members about fundraising expectations in the board member. Tom Lee has agreed to spearhead fundraising on the board. Kathy Chow promised to match Power of One funding by \$1,000 if the board raises \$15,000 by end of September.

Doris suggested a small revision in the revenue numbers, \$4K less from Washington Post. Rene moved adoption of the 2013 budget. Tom Lee seconded. 2013 budget adopted with the revision.

Rene led a discussion on a proposal allowing the Executive Director to tap the AAJA endowment in times of crisis. The proposal was revised to reflect the severe circumstances in which AAJA would be allowed to tap the fund. The board agreed to vet the proposal with an auditor before voting on it.

Doris and Rene led a discussion about changing how AAJA's UNITY representatives are chosen. Rene proposed a change giving the Governing Board the final say over AAJA's UNITY representatives. Board members discussed at length the pros and cons of making a change like this. Board members agreed on a path similar to the Senate-confirmation process on Capitol Hill. In this scenario, the president would offer nominees and the Governing Board would confirm or deny.

Rene withdrew the motion in order to make changes to it.

Paul Cheung noted that the tentative date for the Spring Advisory Board meeting is March 15-16 in New York.

Tomoko moved to go into executive session. Joz seconded. No one opposed or abstained. Board voted to go into executive session. The Governing Board voted to go into executive session at 4:21 p.m.

Ellen Lee made a motion to leave executive session at 5:22, PT. Tom Lee seconded the motion. Board voted to exit executive session.

[Recess until Saturday, Dec. 8].

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Dec. 8, board reconvened 9:07 a.m., PT.

Officers Present: President Doris Truong, Vice President Broadcast George Kiriya, Vice President Print Tom Lee, Secretary Theodore Kim

Board Members Present: Ellen Lee, Joz Wang, Tom Huang, Yvonne Leow, Paul Cheung

Others: Executive Director Kathy Chow, Incoming Vice President Broadcast Niala Boodhoo

Doris Truong began a discussion about the ambitious Korean War Oral History Collection proposed by the Asia Chapter (which Doris will put on the Wiki). Members discussed whether such a project would require any national staff resources or whether it would compel the national office to apply for a government grant. The board decided not to pursue the proposal, but wanted to give the chapter some alternatives.

Rene Astudillo led the board's discussion to his proposal about changing how UNITY board representatives are approved. The proposal, with a few tweaks, is included below. Rene moved the motion. Joz Wang seconded the motion.

"When the need to fill a vacancy of an AAJA seat on the UNITY Board arises, an announcement shall be made to the AAJA membership at large. The AAJA National President will nominate any AAJA full member in good standing to fill the position. In addition, any AAJA member in good standing may submit nominations for the position directly to the AAJA National President. The National President shall recommend a nominee, or nominees to be appointed to the seat, subject to confirmation by the Governing Board."

The board approved the motion. (Tomoko Hosaka was absent from vote).

Theodore Kim moved a proposal that tweaks the voting timeline for AAJA elections. (Tomoko Hosaka, Rene Astudillo was absent from vote). Motion passed.

Doris made some announcements. She thanked Niala Boodhoo for posting a Facebook video that became an impromptu fundraiser for the Power of One that raised \$251. Incoming President Paul Cheung thanked Doris Truong and George Kiriya and Rene Astudillo for their efforts. Theodore Kim, Niala Boodhoo and Tom Huang also gave their thanks.

Doris Truong moved that we adjourn. George Kiriya seconded. Board adjourned at 10:09 a.m., PT.

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