

**National Press Club
Board of Governors
Minutes
May 21, 2012**

The meeting was called to order by Chairman John Hughes at 6:30 PM.

Present: President Theresa Werner, Vice President Angela Greiling Keane, Secretary Joel Whitaker, Treasurer Myron Belkind, Membership Secretary Nyia Hawkins, Chairman John Hughes, John Donnelly, Patrick McGrath, Mark Wojno, Ken Mellgren, Ed Barks, Thomas Burr, Frederica Dunn.

Absent: Suzanne Struglinski, Shawn Ballard, Immediate Past President Mark Hamrick, NPC Journalism Institute President Richard Dunham.

Staff: Executive Director William McCarren.

Guests: David Jones and Nancy Johnson of Ribis, Jones & Maresca, the club's auditors; Tim Homan, vice chairman of the Scholarship Committee.

On motion by Belkind/Wojno, the minutes of the previous meeting were approved.

Approval of 2011 Audit

Belkind/Wojno moved approval of the 2011 audit. The auditors advise the board that it was an "A+" audit. They said they had "wonderful cooperation" from NPC staff and stated there were no problems with internal controls.

The audit was a clean audit they stated and noted that over the last few years, the balance sheet has gotten materially stronger. They did advise the board that the club does not have reserves at the level they would like, noting that the gold standard for reserves is six months operating expenses. But if the club keeps progressing, they said, we will get there.

Food costs are under control, and management bids out food regularly, they said. Following discussion, the audit was approved unanimously.

Fellowship Committee Proposal to Aid Members in Need

McCarren said the auditors were asked to advise on the tax consequences to the club of the Fellowship committee's proposal to cover the dues of members in need. The auditors advised that there would be no tax consequence, because the Fellowship Committee is a part of the club.

The auditor explained that if someone should leave a bequest to the Fellowship committee there were no tax advantages to the donor, because the club is a for-profit corporation. A donation to the club's Fellowship committee would be viewed by the IRS as a capital contribution to the Corporation. He did not recommend setting up a 501C3 to accept donations to the Fellowship committee.

Barks said the board appreciates the work done by Georgetta George, the club's financial officer. Appreciation was expressed by the board with applause.

After discussion, it was decided that a resolution on the Fellowship fund will be presented next month.

Scholarship Committee

On motion by Burr/Donnelly, the board approved the scholarship committee's recommendation that Cathleen Hokuiani Krueger of Kula, Hawaii, be awarded the \$5000 Richard G. Zimmerman scholarship for 2011, and that Elizabeth Stuart of Salt Lake City be awarded the 2012 Feldman scholarship for graduate studies in journalism.

Membership Secretary Report

Hawkins/Donnelly moved approval of the new members recommended by the membership committee. After discussion, Burr/Donnelly moved to amend the rep the recommendation to accept Megan O'Rourke as a professional journalist member, with her status to change to journalist after one year. After the amendment was approved, the list of new members was approved.

On motion by Hawkins/Donnelly, the board approved a six-month dues waiver for a member.

On motion by Hawkins/Wojno, the board approved retired dues status for three members.

Committee Reports

On motion by Whitaker/Wojno, the committee liaison report was approved.

Treasurer's Report (Belkind)

April revenue and profits were below budget, and profit for the first four months of the current calendar year was below budget.

Belkind said the club simply didn't have enough events in April. Broadcast operations center revenues were down significantly. He observed that spring break from schools probably impacted club operations, since many members were out of town with their families.

Belkind said it appears may will be strong, as will June. He suggested advertising to the George Washington University and to Georgetown University for graduation dinners.

Two new computers have been ordered for the 14th floor alcove to replace computers that are now nonfunctional. Two additional computers will be ordered, bringing to six the total number of computers that are still operational in the alcove.

Executive Director's Report (McCarren)

McCarren reported that the union contract negotiations have not yet included.

On motion by Wojno/Donnelly, the board entered executive session for a discussion of personal matters by McCarren. The board also approved a recommendation for the Aubuchon Press Freedom Award. There being no further business to be discussed in executive session, on motion by Wojno/Burr, the board exited executive session.

President's Report (Werner)

Werner expressed pleasure with the speakers luncheons thus far. She also noted that "Politics on the Rocks" returns to the Reliable Source the summer. She asked the board to encourage friends and coworkers to sign up for the 5K race, and noted that the club will be open from 4:30 PM until 10 PM July 4 providing self-service snacks and a place to "chill" after the fireworks.

New Business

On motion by Keane/Wojno, the board approved hiring Advocatus Group to develop and perform a survey for the strategic plan at a cost of \$22,500.

After setting June 25 as the date for the next meeting of the board, on motion by Wojno/Hawkins, the meeting was adjourned at 9:30 PM.

Respectfully submitted,

JOEL WHITAKER, Secretary