

Truth Has a Voice Foundation
Board Meeting Agenda
Feb. 15, 2024
Time: 5:00 p.m.
101 North F Street, 2nd FL Conference Rm, Salida, CO

Call to Order: Merrell Bergin called the meeting to order at 5:07 p.m.

At this date, the Board of Truth Has a Voice (THAVF) Foundation consists of six members: Merrell Bergin, President; Joe Jordan, Treasurer and Secretary; JoAnne Allen, Director; Tonya Wyles, Director; Maisie Ramsay, Director and Kate Garwood, Director. All were duly notified of the meeting via email, and provided in advance with an agenda.

Members in Attendance: ***Bergin, Allen, Wyles, Ramsay, Garwood. Joe Jordan was absent on approved short term leave due to continuing family medical situation. Ark Valley Voice (AVV) Managing Editor/Publisher, Jan Wondra, was also in attendance.***

Consent Agenda

- Approval of Jan. 18, 2024 Minutes
- Approval of Dec. 05, 2023 Minutes (continued due to absence of Joe Jordan)

A motion by Garwood, seconded by Wyles was made to approve the January 18, 2024 minutes as written. The motion carried. The Dec. 5 minutes will be considered upon Jordan's return.

Board of Directors

- ***The board held a discussion about potential additions, and determined members would approach candidates, first asking for expressions of interest for committee role as a way to try out for director roles. The following were suggested to make initial contact and report back to the board via email.***
 - ***Wondra: Jake Rishavy, Gary Goms***
 - ***Garwood: Jody Bol, Larry Moscow***
 - ***Ramsay: Mike Rosso***

2023-2024 Officers (terms nominally run to June 30, 2024, fiscal year end)

- President: Merrell Bergin
- Vice President: *vacant*
- Treasurer: Joe Jordan, *acting*
- Secretary: Joe Jordan ***Allen agreed to step in and assist Bergin with these tasks while Jordan is on approved short term leave.***

2024-2025 Officers (terms run from July 1, 2024 to June 30, 2025)

The board discussed current officers' willingness to continue to serve as well the need to fill any vacancies that may arise and help level the workload. A motion by Garwood, seconded by Allen was made to approve the following slate:

- ***President: Merrell Bergin***
- ***Vice President: Kate Garwood***
- ***Treasurer: Joe Jordan (subject to his return and acceptance)***
- ***Secretary: JoAnne Allen***

The motion carried, with Garwood and Allen effectively having their terms beginning four months ahead of the nominal start date, to ease workload on Bergin and Jordan.

Committee Assignments

- Executive Committee (the officers as elected)
- Finance Committee: (Treasurer, President)
- Development Committee: ***Bergin, Ramsay, Wyles plus Wondra (AVV) and Michelle Pujol (AVV)***
- Governance Committee: ***Garwood, Ramsay, Wyles***
 - Policies/Support Needed
 - Journalism Trust Initiative (JTI) Audit support
 - Crisis Communications/Board Statements
 - Data Privacy
 - AI Policy
- Community Advisory Committee/Events:
 - Candidates: ***Bergin will provide Allen with contact information for the following to determine current interest(s). Candidates would provide feedback on AVV coverage and strategy as well as possibly assist with special events/projects.***
 - *Dan Smith (AVV)*
 - *Kimberly Tubbs*
 - *Jim Baker*
 - *Wendy Gordon*
 - *Frank Haas*

Managing Editor/Publisher Report – Jan Wondra

Wondra provided her report summarizing activities for the month. In addition, she highlighted upcoming focus/strategies as well as specific tasks.

Major items include:

- **INN NewsMatch, #newsCOneds match grant reports completed, funds due in March**
- **BoCC Candidate Forum set for September 25, 2024**
- **Journalism Trust Initiative (JTI) audit firm selected, stipend pending, work to begin - March**
- **Deadlines: CPA Award entries – March 1, Pulitzer Center grant application, March 10.**
- **List of prospective business underwriters/sponsors being finalized. Launch Feb. 20**

Treasurer's Report by Fund/Program

- Financial Statements as of Jan. 31, 2024, from THAVF "Outreach" Fund
 - Fund Balance at INN \$3,314
 - Fund Balance at HCB \$110
- Financial Statements as of Jan. 31, 2023, from INN for "AVV" Fund
 - Jan. 31 Fund Balance at INN \$6,726
 - Jan. 31 Fund Balance at HCB \$1,824
 - Feb. 13 \$6,500 has been moved to HCB from INN
- Dec. 31 Budget vs. Actual Comparison (for FY to date, July-Jan.) – **INN statements received Feb. 14; posting to QuickBooks in process, results to Board by Feb. 23**
- INN Donor Screening update

Additional data source received, submit tool March, 2024

Ramsay and Wyles requested inquiry access to Little Green Light CRM to be able to create/update stewarding tasks. Bergin to set up and schedule demo via Zoom. Ramsay and Wyles to connect with Michelle Pujol/AVV to determine current/potential SEO Analytic data.

Garwood asked if THAVF has approached potential donors using Qualified Charitable Donations (QCDs) to reduce their Required Minimum Distributions. Bergin investigating prospects and will review with Wondra.

- THAVF 2023 Fiscal Year End tax return
 - Federal Form 1120, Colo Form DR 0112 -**no net UBI to file**
- Application for THAVF own 501(c)(3) – **Submission by Feb. 23**
- **RESOLUTION:** authorize \$1,000 to be transferred to AVV from \$1,000 (unused THAVF funds previously earmarked for 2023 high school intern) to use as seed money for DEI Coordinator (Contractor).- **Not discussed; continue to April 18**

Continuing Business

- THAVF website updates
 - Public Posting and Transparency
- Competitive Media Update

- Initiative to remove the requirement that legal notices be published in a PRINT publication. *Massachusetts legislation pending.* – **Not discussed**
- Confirm 2024 meeting dates: Third THURSDAY, alternate months at **5:00 p.m.**
 - April 18 June 20 December 19
 - August 15 October 17

Motion to Adjourn: ***Motion by Garwood, seconded by Wyles to adjourn at 6:30 p.m., motion carried***

/S/ Kate Garwood, President_

/S/ JoAnne, Secretary

Approved: February 15, 2024