

Texas Student Media  
Board of Operating Trustees Meeting  
Friday, April 25th, 2014 at 1:00 p.m.  
Flawn Academic Center, Room 328  
Austin, Texas 78712

**Voting Members Present:** Dave Player, Mary Dunn, Jason Lu, Vincent Cicchirillo, Heidi Toprac, Robert Quigley, Todd Nienkerk

Voting Members Absent: Samantha Carlile, Jeff Cohen, Ray Ortiz, Jordan Hawkes

**Non-Voting Members Present:** Frank Serpas III, Laura Wright, Shabab Siddiqui, Joe Aragon, Ian Reese, Jaclyn Kachelmeyer, Bree Wiethorn, Ted Sniderman, Nick Mehendale

Non-Voting Members Absent: Mary Beth Mercatoris

**Guests Present:** Riley Brands, Jennifer Hammat, CJ Salgado, Michael Brick, Cliff Avery, Curt Yowell, Roderick Hart, Elisabeth Dillon, Saumya Wali, Tess Cagle, Vanessa Rodriguez, Chris Gilman, Rodrigo Leal, Edward Stockwell, Bobby Blanchard, Pu Ying Huang.

#### Meeting Opening

The Texas Student Media Board of Trustees April 25th meeting was called to order at 1:02 pm by Dave Player.

#### Executive Committee Report

An announcement was made about a potential get together for everyone on the board on May 2<sup>nd</sup> to celebrate the end of the semester. More details through a future e-mail will follow.

#### Approval of the Minutes From the March 21st, 2014 Meeting of the TSM Board of Operating Trustees

Before approving the March 21<sup>st</sup> minutes, the following revisions were proposed:

1<sup>st</sup> revision - Separate the approval of the February 14<sup>th</sup> and February 21<sup>st</sup> meeting minutes into two separate motions.

2<sup>nd</sup> revision - Add a reference to CJ Salgado's additional advertising department report, including mention of revenue ideas that can potentially generate \$200k in revenue.

Dave Player made a motion to implement the two revisions into the March 21<sup>st</sup> minutes. Vincent Cicchirillo seconded this motion. The motion passed.

Robert Quigley made a motion to adopt the March 21<sup>st</sup> minutes with revisions. Vincent Cicchirillo seconded this motion. The motion passed.

Tentative board meeting dates for the fall were presented: September 19<sup>th</sup>, October 24<sup>th</sup>, and November 21<sup>st</sup>, with September 12<sup>th</sup> scheduled to be the board training day.

Dave Player made a motion to accept the proposed fall meeting schedule. Heidi Toprac seconded the motion. The motion passed.

The following dates were proposed for the summer: June 13<sup>th</sup>, July 25<sup>th</sup>, and August 22<sup>nd</sup>.

Note – the summer meetings can always be canceled, and any meeting date can be revised.

Dave Player made a motion to accept the proposed summer meeting schedule. Mary Dunn seconded the motion. The motion passed.

Dave Player moved agenda item E forward.

#### Discussion and Possible Action Regarding the 2014-2015 Service Agreement With the University

The main point of the discussion regarding the 2014-2015 service agreement is that no significant changes have been made to it.

Mary Dunn made a motion to authorize Dave Player and Vincent Cicchirillo to sign the 2014-2015 service agreement with the University of Texas at Austin. Robert Quigley seconded the motion. The motion passed.

Dave Player moved agenda item D ahead of item C.

#### Discussion and Possible Action Regarding the Appointments of the Daily Texan Managing Editor (summer), The Daily Texan Managing Editor (fall), Texas Travesty Editor-In-Chief, Cactus Yearbook Editor-In-Chief, KVRX Station Manager, and Texas Student TV Station Manager

A poll was taken to assess which candidates for the leadership positions were present at the meeting. The applicants for Cactus Yearbook Editor-In-Chief were asked to introduce themselves first.

Tess Cagle and Vanessa Rodriguez introduced themselves to the board. The third candidate, Samantha Meyer, could not attend the meeting because of a class conflict. When asked about their strategy plans for the Cactus, Tess emphasized focusing on marketing and increasing the yearbook's social media presence. She also addressed the need to overcome registration problems. Vanessa stressed the importance of touching bases with all of the schools on

campus, and she cited her knowledge of university resources. She also wants to increase the yearbook's presence at events.

Both candidates also touched on their web experience.

Next to introduce themselves were the two Daily Texan Managing Editor candidates for the fall, Bobby Blanchard and Elisabeth Dillon.

Both candidates have remarkable experience at the Daily Texan and shared some of their insights for the future of the Texan:

Elisabeth –

- Recognizes the importance of content, a strong online presence, and marketing to readers
- Would like to serve readers in a timelier fashion
- Would like staff to see the bigger picture when writing their stories
- Stories should be connected with the readers
- Strengthen social media presence
- Shift current views of print vs. online product
- Modify print vs. online workflow

Bobby –

- Wants to increase the efficiency and speed of the print product
- Suggested that two leaders edit the paper
- The digital frontier must be expanded; in particular, news apps need to be integrated and utilized
- Find ways to publish more about what readers care about
  - o Keep content UT centric, but not to the extent that outside readers are left out.
- Editors should work for the staff; a happy newsroom is a productive one
- The print product is the face of the Daily Texan brand

The meeting entered closed session at 1:40 pm.

The meeting was called back to open session at 2:22 pm.

Robert Quigley made a motion to appoint Pu Ying Huang as the Daily Texan Managing Editor for the summer. The motion was seconded by Mary Dunn. The motion passed.

Heidi Toprac made a motion to waive the course requirement under section 2.20B of the TSM handbook. The motion was seconded by Robert Quigley. The motion passed.

Robert Quigley made a motion to appoint Bobby Blanchard as the Daily Texan Managing Editor for the fall. The motion was seconded by Dave Player. The motion failed.

Mary Dunn made a motion to appoint Elisabeth Dillon as the Daily Texan Managing Editor for the fall. The motion was seconded by Heidi Toprac. The motion passed.

Discussion about the Cactus requirement under section 3.26A2 regarding the upper division requirement will resume at a meeting set to be held on May 6<sup>th</sup>, 2014. As a result, potential revisions to that requirement and the appointment of a Cactus Yearbook Editor-In-Chief will be tabled until then.

Mary Dunn made a motion to appoint Edward Stockwell as the Texas Student TV Station Manager. Vincent Cicchirillo seconded the motion. The motion passed.

Todd Nienkerk made a motion to appoint Chris Gilman as the Texas Travesty Editor-In-Chief. Mary Dunn seconded the motion. The motion passed.

Vincent Cicchirillo made a motion to appoint Rodrigo Leal as the KVRX Station Manager. Robert Quigley seconded the motion. The motion passed.

#### Discussion and Possible Action Related to Potential Amendments to the Revised Declaration of Trust and the Hiring of an Attorney for the Texas Student Media Board of Operating Trustees to Negotiate changes to the Revised Declaration of Trust

As discussed in the last meeting on March 21<sup>st</sup>, 2014, in order to make any revisions or amendments to the Trust, TSM must hire its own attorney that can act on behalf of the Trust. The proposed changes must then be approved by the President's office. It was strongly encouraged that whoever is hired should have trust law experience.

One route the board can take is to authorize Frank Serpas to enter into contracts with vendors to obtain an attorney on retainer.

Dave Player made a motion to authorize Frank Serpas to engage counsel on behalf of the board. Nobody seconded the motion.

Frank Serpas plans on having conversations with Jim George, and Heidi Toprac mentioned that she could start calling people too.

Making a formal decision regarding this agenda item was tabled for the next meeting on May 6<sup>th</sup>, 2014.

#### Discussion and Potential Action Regarding Review of TSM Operating Policies and Seeking Assistance and/or Consultation With External Entities

Heidi Toprac informed the board that the Compliance Office cannot perform a review. Instead, the board will need to find a third party that is at arm's length of the University to perform a review.

The board was asked if there was any interest in conducting a review of TSM operating policies.

Dr. Hammat gave a brief history about the board's past tentativeness to review the handbook. Dave Player suggested that the board review all of the application requirements at a future meeting. One of the student managers also noted that the Daily Texan could definitely benefit from a reevaluation of the handbook. A board member then asked the student managers of the Daily Texan to evaluate the applications and suggest their own changes. Student managers of the other entities were urged to do the same.

These agenda items were proposed to be included at the next meeting:

1. Resolve qualification issues for student managers
2. Discussion regarding the possible appointment of an attorney on retainer
3. Appointment of a Cactus Yearbook Editor-In-Chief

#### Discussion and Possible Action Regarding Activity Reports from Advisers, Student Managers, Editors, and Director

Joe Aragon gave his update on KVRX. He highlighted some of the things included in his board reports, and expressed enthusiasm towards current and future fundraising events that are planned for KVRX.

Rodrigo Leal introduced himself to the board and outlined some of his plans for the future of KVRX. These include setting standard qualifications for applicants, actively reaching out to audiences and alumni, and increasing the online presence of the radio station.

Robert Quigley left at 2:48 pm.

Dave Player made a motion to adjourn the meeting. Vincent Cicchirillo seconded the motion. The motion passed.

The meeting was adjourned at 2:48 pm.

Texas Student Media  
Board of Operating Trustees Meeting  
Tuesday, May 6th, 2014 at 11:30 a.m.  
William Randolph Hearst Building (HSM), Room 3.302  
2500 Whitis Avenue  
Austin, Texas 78712

**Voting Members Present:** Dave Player, Mary Dunn, Jason Lu, Heidi Toprac, Robert Quigley, Todd Nienkerk

Voting Members Absent: Vincent Cicchirillo, Samantha Carlile, Jeff Cohen, Ray Ortiz, Jordan Hawkes

**Non-Voting Members Present:** Frank Serpas III, Jaclyn Kachelmeyer

Non-Voting Members Absent: Mary Beth Mercatoris, Laura Wright, Shabab Siddiqui, Joe Aragon, Ian Reese, Bree Wiethorn, Ted Sniderman, Nick Mehendale

**Guests Present:** Riley Brands, Jennifer Hammat, Tess Cagle

#### Meeting Opening

The Texas Student Media Board of Trustees May 6th meeting was called to order at 11:34 am by Dave Player.

#### Introduction of Agenda Items

The meeting began with a short discussion about some of the agenda items. The bulk of the meeting would be used for revising application criteria. Also, agenda item E would be discussed at a future meeting.

#### Discussion and Possible Action for the Removal of Texas Student Media Board of Operating Trustees Members For Failure to Meet Attendance Requirements

Ray Ortiz and Samantha Carlile, both voting members of the Texas Student Media Board of Operating Trustees, have missed more than three consecutive regular meetings. Per TSM Handbook section 1.29, members who are absent for three consecutive meetings must vacate their positions.

Dave Player made a motion to remove Ray Ortiz from the board. Mary Dunn seconded the motion. The motion passed.

No action was taken with Samantha Carlile's position because her term is set to end already.

Following this meeting, there will be five open student board positions. Mary Dunn is the only current member who will remain on the board. This means that if the board were to hold any summer meetings, it would only consist of five members. In order to have quorum, only three board members need to be present until the empty board positions have been filled.

Discussion and Possible Action Regarding Revisions to the Texas Student Media By-Laws and Student Manager Position Qualifications

The focus of this agenda item was to evaluate the handbook by-laws, specifically for the Cactus Yearbook.

Dave Player made a motion to remove the upper division standing requirement under section 3.26(a)2 of the TSM Handbook. The motion was seconded by Robert Quigley. The motion passed.

Remaining items under agenda item B were tabled.

Discussion and Possible Action Regarding the Appointment of the Cactus Yearbook Editor-In-Chief

The board was informed that Vanessa Rodriguez had withdrawn her name from the pool of applicants for Cactus Yearbook Editor-in-Chief on May 5th.

Heidi Toprac moved to appoint Tess Cagle as the Cactus Yearbook Editor-in-Chief. Robert Quigley seconded the motion. The motion passed.

Discussion and Possible Action Related to the Hiring of an Attorney for the Texas Student Media Board of Operating Trustees to Negotiate Changes to the Revised Declaration of Trust

One of the board members mentioned that they had spoken to Cliff Avery and Jim George about hiring an attorney for TSM. Jim George has agreed to help if need be. A recommendation was made to ask the General Counsel Office of UT to write up a first draft. This would save money, but a board member pointed out that at some point, TSM would need to introduce a fresh set of eyes.

Main points for revision:

- 1) Basic revisions need to be made to accommodate the transfer to the Moody College of Communication
- 2) The Trust can be opened up to significant changes, while other parts of it can be protected.

Board member questions:

- Shouldn't we have some ideas on paper before we go any further?

- And when should we meet together as a board to discuss these ideas?

There was agreement within the board that it should definitely meet in the future to lay out some ideas for revising the Trust. Having a set of ideas on paper that everyone agrees upon would be much more efficient than how some past boards have dealt with revising the Trust.

A guest mentioned that Glenn Karisch has also offered to help with this process.

The main question to answer as a board: Who will the board negotiate with at UT before sending the proposed amendments to the President's office?

On that note, a board member suggested authorizing Frank to retain an attorney with experience in Trust law.

Dave Player made a motion to authorize Frank to retain an attorney with experience in Trust law on behalf of the Board of Operating Trustees. Todd Nienkerk seconded the motion. The motion passed.

Agenda item E was tabled for a future meeting.

The board moved back to discussing agenda item B.

#### Continued Discussion and Possible Action Regarding Revisions to the Texas Student Media By-Laws and Student Manager Position Qualifications

The board decided to approach the qualifications and by-laws entity by entity.

Discussion revolved around opening up the positions to more applicants. To do that, the qualifications would have to be changed to include only general restrictions. This led to conversation about the media law course and libel test requirements. Some members emphasized the importance of these qualifications. The board then talked about getting rid of a rule that states the board must automatically appoint an applicant that meets all the requirements if there are no other qualified applicants [2.20(b) is an example]. There was consensus among the board that this rule should be removed because the rule 1) prevents the board from potentially choosing the applicant they think is best for a position, and 2) the rule creates a discrepancy in the handbook because it only applies to some entities and not others.

#### **Cactus Yearbook**

The board discussed evaluating more advanced requirements when selecting applicants, but not including these in the handbook. Actual requirements would have to be clearly distinguished from criteria if this is to be successful. Someone brought up the fact that if something isn't required, the board most likely won't get it in the application.



Requirements discussed:

- Hours/semester threshold for applicants.
- Media law class requirement
- Libel test
- 5 signatures
- Taking out the J360 course requirement

An argument was made for keeping the libel test. Instead of requiring 5 signatures, a board member suggested requiring recommendation letters from the staff. Signatures show support from the staff, and it was argued that support is also shown through recommendation letters.

The board discussed qualifications vs. criteria once more, and proposed referring to criteria the board would look for in applicants as “considerations” that would not be included in the by-laws as actual qualifications. Again, the focus was on opening up the positions to as many applicants as possible, and trusting the Board to select the best ones.

The board also agreed that terminology on applications and in the handbook should be consistent.

Discussion then shifted to section 7.22 of the handbook. This section states that a “completed application” is required for all TSM positions. In order to avoid problems caused by the issue of qualifications vs. criteria, the board would either need to change or eliminate 7.22, or it would need to term certain qualifications as “optional/additional material not required for completion of an application”.

A board member stressed the importance of requiring applicants to have completed at least one semester at UT and be in good standing. The board then discussed the meaning of “good standing”. A question then rose about disciplinary good standing. The board later decided to leave the disciplinary side alone as it is in the handbook.

Instead of using the phrase "in good standing", the board decided to set the following as qualifications:

- Applicant must have completed one full semester at UT.
  - For undergrads, full time is 12 hours.
  - For grad students, it is 9 hours.
- Applicant must meet a GPA requirement.
  - Undergrads, minimum GPA must be at least 2.0
  - Grads, minimum GPA must be at least 3.0
- Applicant must be currently enrolled at UT.

\*\*\*The above qualifications will be referred to again later on in the minutes.\*\*\*

Heidi Toprac motioned to adopt these qualifications, remove 3.26(a)2, 3.26(a)3, and 3.26(a)4, change 3.26(a)7 into an optional/additional criteria on the application instead of keeping it as a qualification, keep the libel test, and substitute the J360 media law requirement under 3.26(a)5 with a media law exam that must be passed, adding in language that the exams must be passed before taking the position. Todd Neinker seconded the motion. The motion passed.

Dr. Jennifer Hammat updated the board on agenda item D, emphasizing that the board must be able to justify how the amendments it makes to the Trust help make the business plan better. Open Meetings will be a difficult issue to tackle, but there are definitely other issues that the board can approach first, such as the organizational structure of TSM itself. She also reminded the board that it must be clear on what "content" is. When it comes to how the director runs TSM, the board should consider finding a balance between a completely autonomous director and one that is extremely regulatory.

Dr. Hammat was thanked for her work and continued contributions to the board.

### **Travesty**

Proposed changes to section 6.18:

- Remove language about automatically accepting a qualified applicant; completely remove section 6.18(b).
- Change 6.18(a)1 and 6.18(a)2 to match the newly adopted qualifications for the Cactus Editor-in-Chief (refer to \*\*\*, page 4).
- Keep 6.18(a)3, add in "prior to taking position".
- Remove 6.18(a)4
- Change 6.18(a)5 into an optional/additional criteria on the application instead of keeping it as a qualification

Heidi Toprac made a motion to adopt all of the proposed changes for the Travesty. Todd Nienkerk seconded the motion. The motion passed.

### **KVRX**

Proposed changes to section 4.26:

- Keep the media law exam under 4.26(a)4, add in "prior to taking position".
- Remove 4.26(a)5 completely
- Keep 4.26(a)6
- Eliminate 4.26(b) entirely
- Change 4.26(a)1, (a)2, and (a)3 to match the newly adopted qualifications for the Cactus Editor-in-Chief (refer to \*\*\*, page 4).

Robert Quigley made a motion to adopt all of the proposed changes for KVRX. Todd Nienkerk seconded the motion. The motion passed.

## **TSTV**

Proposed changes to section 5.26:

- Change 5.26(a)1 and (a)3 to match the newly adopted qualifications for the Cactus Editor-in-Chief (refer to \*\*\*, page 4).
- Remove 5.26(a)4.
- Remove 5.26(b) entirely
- Keep 5.26(a)2, add in "prior to taking position".

Heidi Toprac made a motion to adopt the proposed changes for TSTV. Robert Quigley seconded the motion. The motion passed.

## **Student Board Positions**

Proposed changes to section 1.29:

- Change "registered UT Austin student..." under 1.29(a)1 to "enrolled UT Austin student..."
- Remove 1.29(a)2
- Change 1.29(a)3 and (a)4 to match the newly adopted qualifications for the Cactus Editor-in-Chief (refer to \*\*\*, page 4).
- Keep the current requirements for Moody College position applicants

Heidi Toprac made a motion to adopt all of the proposed changes for the student board positions. Robert Quigley seconded the motion. The motion passed.

The board agreed to hold off on making any changes to the Daily Texan applicant qualifications until their staff managers are present.

## Meeting Closing

Todd Nienkerk made a motion to adjourn the meeting. Robert Quigley seconded the motion. The motion passed.

The meeting was adjourned at 1:23 pm.

Texas Student Media  
Board of Operating Trustees Meeting  
Friday, August 22nd, 2014 at 1:00 p.m.  
William Randolph Hearst Building (HSM), Room 3.302  
Austin, Texas 78712

**Voting Members Present:** Mary Dunn, Heidi Toprac, Robert Quigley, Todd Nienkerk

**Voting Members Absent:** Jeff Cohen

**Non-Voting Members Present:** Gerald Johnson, Riley Brands, Elisabeth Dillon, Tess Cagle, Edward Stockwell

**Non-Voting Members Absent:** Rodrigo Leal, Chris Gilman, Rohan Needel

**Guests Present:** Frank Serpas III, Cliff Avery, Curt Yowell, David Maly, Jacob Kerr, Stewart Vanderwilt, Adam Alloy, Pauline Berens, Wilson Davis, Julio Mendez, Krishna Ravella, Rohan Reddy, Cameron Sipes

**Meeting Opening**

The Texas Student Media Board of Operating Trustees meeting was called to order at 1:03 pm by Robert Quigley.

**Discussion and possible action regarding appointments to the Texas Student Media Board of Operating Trustees**

The applicants in attendance were questioned in turn regarding their qualifications, their interest in serving, their expected graduation date, and how they became aware of the Board openings. Serpas explained that appointments are necessary due to the absence of TSM Board candidates in the campuswide elections, that the qualifying criteria were amended in May to encourage more applicants, and that applications were accepted for roughly six months, through August 15.

The meeting entered closed session at 1:30 pm.

The meeting was called back to open session at 1:48 pm.

Dunn made a motion to appoint Arujun Mocherla to Place 4 on the Texas Student Media Board of Operating Trustees. The motion was seconded by Toprac. The motion passed.

Toprac made a motion to appoint Pauline Berens to Place 5 on the Texas Student Media Board of Operating Trustees. The motion was seconded by Dunn. The motion passed.

Dunn made a motion to appoint Adam Alloy to Place 6 on the Texas Student Media Board of Operating Trustees. The motion was seconded by Toprac. The motion passed.

Dunn made a motion to appoint Arthur D. Soto-Vasquez to Place 2 on the Texas Student Media Board of Operating Trustees. The motion was seconded by Toprac. The motion passed.

Dunn made a motion to appoint Bobby Blanchard to Place 3 on the Texas Student Media Board of Operating Trustees. The motion was seconded by Quigley. The motion passed.

### **Discussion regarding the relationship between Texas Student Media and The Horn**

Maly expressed sadness that it was necessary to use a TSM Board meeting as a forum to ensure that students should feel able to participate in any student media opportunity. Maly expressed dissatisfaction with how The Daily Texan has treated The Horn and its employees on social media, and alleged that he specifically had been blackballed by the Texan staff.

Nienkerk pointed out that non-compete / exclusivity clauses are not uncommon in business. Dillon said that Texan staffers with whom Maly may have had disagreement are no longer on staff. Quigley and Toprac suggested reviewing the Texan staff manual to determine if changes are needed and to consider how to ensure its provisions are followed.

Maly expressed dissatisfaction with the outcome of the Texan EIC candidate certification process. Dunn recapped the EIC candidate certification process. Quigley pointed out that Maly's input led to changes to the qualifications for TSM student leadership positions.

Maly indicated that he has been blackballed by the current Texan staff. Nienkerk pointed out that the TSM Board does not control whom the student managers hire. Johnson invited Maly to meet with him to further discuss the relationship between Texas Student Media and The Horn.

The meeting was adjourned at 2:22 pm.