

IRE Board of Directors

2026-27 Board Member Handbook

Roles, Responsibilities, Governance & Annual Orientation

For New and Returning Directors

Purpose of this Handbook

Serving on the IRE Board of Directors carries important legal, fiduciary and organizational responsibilities. This handbook provides directors with a practical understanding of those responsibilities and the rules that govern board service.

It is intended to serve two purposes:

- **Orientation:** A resource for directors beginning their first year of board service.
- **Reference:** A resource that all directors can return to throughout their service.

The full Board will review this handbook together at the beginning of each Board year. That annual review provides an opportunity to revisit expectations, discuss changes to policies or organizational priorities and ensure that all directors have a shared understanding of their role.

This handbook summarizes [IRE's governing documents and policies](#). It does not replace them. When a question arises, directors should consult the applicable bylaws, policy or other governing document.



This handbook is compiled on points from key IRE governance and organizational documents, including IRE's Mission, Vision Statement, Principles, Articles and Bylaws; and Board policies and procedures, forms, statements and core values. It also includes structure from the National Council of Nonprofits and Nonprofit Board Resource Center.

Table of Contents

Part I: Serving on the IRE Board

1. The Role of the Board
2. The Role of an Individual Director
3. IRE's Mission and Values
4. Board & Staff: Different Roles, Shared Mission
5. The Executive Director

Part II: Responsibilities of a Director

6. Fiduciary Duties
7. Financial Oversight
8. Fundraising and Resource Development
9. Strategic Oversight
10. Advocacy and Ambassadorship

Part III: Board Governance

11. Board Meetings and Decision-Making
12. Attendance and Participation
13. Committees
14. Conflicts of Interest
15. Confidentiality
16. Code of Conduct
17. Whistleblower Responsibilities
18. Annual Board Orientation
19. Documents Every Director Should Know

Part I: Serving on the IRE Board

1. The Role of the Board

The Board of Directors is the governing body of Investigative Reporters & Editors. Directors are fiduciaries of the organization and are responsible for ensuring that IRE remains faithful to its mission, financially sustainable, legally compliant and capable of serving investigative journalists into the future.

The Board's role is fundamentally different from the role of IRE's staff.

The Board provides **foresight, oversight and insight**. It sets direction, establishes policy, monitors performance and ensures accountability. Staff, under the leadership of the Executive Director, manages the organization's day-to-day operations.

The Board is responsible for:

- Establishing IRE's strategic direction.
- Protecting IRE's mission and independence.
- Approving major organizational policies.
- Approving and monitoring the annual budget.
- Overseeing IRE's financial health and long-term sustainability.
- Hiring, evaluating and setting compensation for the Executive Director.
- Ensuring compliance with applicable law and IRE's governing documents.
- Supporting fundraising and resource development.
- Serving as ambassadors and advocates for IRE.
- Representing the interests of IRE's membership.
- Planning for the organization's long-term future.

The Board is not responsible for:

- Managing individual staff members.
- Running programs.
- Making routine operational decisions.
- Directing staff work.
- Managing vendors or contractors.
- Handling individual personnel matters.

Those responsibilities generally belong to the Executive Director and staff. There will inevitably be areas of overlap. When the boundary is unclear, directors should ask rather than assume.

2. The Role of an Individual Director

The Board acts collectively, but effective governance begins with individual directors who understand their responsibilities. An IRE director is expected to:

Be informed

Directors have a responsibility to understand the issues before them. That means reading Board materials, reviewing financial information and asking questions when something is unclear.

Participate

Directors are expected to attend Board meetings, participate in committees and contribute to Board discussions.

Exercise independent judgment

Directors should consider the information available to them and make their own informed decisions. Being a good Board member does not mean automatically agreeing with other directors.

Put IRE first

Directors must make decisions based on the best interests of IRE rather than their own professional, financial or personal interests.

Think strategically

Board members should look beyond individual programs or immediate problems and consider what IRE needs to remain strong over the long term.

Protect IRE's reputation and independence

Directors are stewards of an organization whose credibility is central to its mission.

Support the organization

Directors should help IRE build relationships, raise resources, engage members and advance its mission.

3. IRE's Mission and Values

Every Board decision should ultimately connect back to IRE's mission to **foster excellence in investigative journalism, which is essential to a free society.**

IRE accomplishes that by:

- Providing training, resources and a community of support to investigative journalists.
- Promoting high professional standards.
- Protecting the rights of investigative journalists.
- Ensuring the future of IRE.

The Board's work should reflect IRE's core values of:

Collaboration

We work effectively with fellow directors, staff and members.

Diversity

We make room for different voices, experiences and perspectives.

Efficiency

We make thoughtful, timely and mission-focused decisions.

Transparency

We conduct Board business openly and responsibly while respecting legitimate confidentiality.

Courage

We are willing to ask difficult questions, innovate and make thoughtful decisions about IRE's future.

These values should shape not only what the Board decides, but **how the Board works together**.

4. Board and Staff: Different Roles, Shared Mission

A healthy relationship between the Board and staff is essential to effective governance.

The Board hires and oversees the Executive Director. The Executive Director leads the staff and manages the organization's operations.

The Board should:

- Set expectations.
- Establish policy.
- Provide oversight.
- Evaluate organizational performance.
- Evaluate the Executive Director.
- Approve major strategic and financial decisions.
- Ask questions and hold leadership accountable.

The Executive Director should:

- Manage staff.
- Implement Board-approved strategies and policies.
- Run day-to-day operations.
- Make operational decisions.
- Recommend strategies and policies to the Board.
- Keep the Board informed about organizational performance and risks.

Individual directors should not direct staff. If a director has a concern about an employee, program or operational issue, the appropriate first step is generally to raise the issue with the Executive Director rather than addressing it directly with staff. This protects the authority of the Executive Director while ensuring that the Board retains appropriate oversight.

5. The Executive Director

The Board has a unique relationship with the Executive Director because the Executive Director is the Board's primary employee. The Board is responsible for:

- Hiring the Executive Director.
- Establishing expectations.
- Providing support and accountability.
- Conducting an annual performance evaluation.
- Setting compensation.

The Executive Committee prepares the annual Executive Director evaluation. The full Board reviews the evaluation in executive session and approves compensation changes.

The Board should be demanding without being intrusive. The Executive Director should have enough authority to manage the organization effectively while remaining accountable to the Board for results. Individual directors should not give the Executive Director conflicting instructions or attempt to manage staff through the Executive Director.

Part II: Responsibilities of a Director

6. Fiduciary Duties

Every director has three fundamental fiduciary duties.

Duty of Care

A director must act with appropriate care and diligence. In practice, this means:

- Preparing for meetings.
- Reviewing financial and organizational information.
- Asking questions.
- Understanding important decisions.
- Taking reasonable steps to protect IRE's assets.

Duty of Loyalty

A director must put IRE's interests ahead of personal interests. In practice:

- Disclose conflicts.
- Avoid using Board service for personal benefit.
- Do not favor your employer, business or professional interests.
- Make decisions based on what is best for IRE.

Duty of Obedience

A director must ensure that IRE follows:

- Applicable laws and regulations.
- Its Articles of Incorporation.
- Its Bylaws.
- Board-approved policies.
- Its stated mission.

These three duties are the foundation of nonprofit Board service. Practically: **Be informed. Put IRE first. Follow the rules.**

7. Financial Oversight

The Board is responsible for financial stewardship, but individual directors are not expected to manage IRE's finances. Every director should understand the organization's:

- Annual budget.
- Major sources of revenue.
- Major expenses.
- Cash position.
- Reserves.
- Endowment.
- Fundraising performance.
- Significant financial risks.

Questions directors should be asking:

- Are we meeting our revenue expectations?
- Are expenses tracking against budget?
- Are there emerging financial risks?
- Are we maintaining adequate reserves?
- Are our financial decisions consistent with our strategic priorities?
- Are we protecting IRE's long-term sustainability?

A new contract or spending commitment of \$35,000 or more generally requires approval by the full Board, subject to the exceptions established by Board policy, which states (but may be clarified in the future):

- *In the rare situation when IRE is considering entering into a new contract or commitment to spend at least \$35,000, the full Board must first approve the move, either in a meeting or via an email vote.*
 - *This does not apply to hires (including full-time staff, part-time staff and students); conference hotel contracts; and other routine commitments, including for the annual banquet, AV/video and printing costs, and renewals of existing contracts for routine items such as insurance, account, investment management and credit-card service fees. This list can be expanded by Board vote at any time.*
- *Additionally, as part of the Board's fiduciary duty, it assigns the Executive Committee the following oversight powers and responsibilities:*
 - *Any time the Executive Director or any other IRE official intends to spend \$5,000 or more on a Board-related expenditure that was not already approved by the Board, they must first obtain approval from the Executive Committee. (Examples of these types of expenditures include training for Board members, facilities for Board meetings and facilitators for Board business.)*
 - *Any time the Executive Director or any other IRE official intends to spend \$10,000 or more on any expenditure that was not already approved by the Board in a budget or in a policy vote, they must first obtain approval from the Executive Committee.*
 - *Note: The Executive Director is allowed to obtain pre-approval from the Executive Committee for items listed above by contacting the Committee early in the process, even before the item has been finalized. This may help to speed up the process.*

The Board also reviews IRE's annual Form 990 before filing. **Remember: You don't need to be an accountant. You do need to understand the organization's financial position.**

8. Fundraising and Resource Development

Board members play an important role in ensuring that IRE has the resources necessary to fulfill its mission. That role can take many forms:

- Making a personal contribution.
- Introducing IRE to potential donors.
- Connecting staff with foundations or partners.
- Helping cultivate relationships.
- Speaking about IRE's work.
- Identifying potential sources of revenue.

Fundraising is a shared responsibility between the Board and staff. The Board provides connections, credibility, advocacy and oversight; staff generally leads the day-to-day fundraising operation. Board members are also expected to make a personally meaningful financial contribution to the organization, however they define that.

Protecting independence

IRE's financial support must not compromise its journalistic or organizational independence. IRE's donation policy establishes restrictions on certain sources of funding and provides for Board review of certain government funding and unusually large contributions. The Board may reject funding that could create a conflict, appearance of bias or reputational harm.

9. Strategic Oversight

The Board is responsible for thinking about where IRE needs to go – not simply reacting to what is happening today. Directors should regularly consider:

- What challenges will investigative journalists face in the coming years?
- Is IRE adapting to changes in journalism?
- Are we serving members effectively?
- Are our programs aligned with our mission?
- Is the organization financially sustainable?
- What opportunities should IRE pursue?
- What risks should we address now rather than later?

The Board's time is valuable. Whenever possible, Board meetings should focus on questions that require **Board judgment**, rather than information that staff can simply report.

10. Advocacy and Ambassadorship

Board members are ambassadors for IRE. Directors can advance IRE's mission by:

- Talking about IRE's work.
- Recruiting members.
- Connecting IRE with potential partners.
- Advocating for investigative journalism.
- Attending IRE events.
- Helping communicate IRE's value to the journalism community.

Directors should distinguish between speaking as an individual and speaking on behalf of the organization. Unless authorized to do so, individual directors should not represent their personal opinions as official IRE positions.

Part III: Governance Rules

11. Board Meetings and Decision-Making

The Board makes decisions collectively.

Before a meeting, directors should:

1. Review the agenda.
2. Read the supporting materials.
3. Review financial information.
4. Identify questions.
5. Understand which items require action or a vote.

During a meeting, directors should:

- Participate actively.
- Listen carefully.
- Ask questions.
- Challenge assumptions.
- Keep discussion focused.
- Respect differing opinions.
- Make informed decisions.

After a decision

Once the Board has acted, the decision becomes the decision of the Board. Directors do not have to agree with every decision, but they should respect the Board's authority and avoid undermining decisions they disagreed with.

12. Attendance and Participation

Board service requires meaningful participation. IRE's Bylaws establish attendance requirements for directors seeking reelection, including attending at least two-thirds of applicable in-person and prescheduled Board meetings, subject to an Executive Committee exception.

But effective Board service is more than meeting the minimum attendance requirement. Directors should:

- Attend consistently.
- Arrive prepared.
- Participate in committees.
- Complete assigned work.
- Respond to Board communications.
- Follow through on commitments.

13. Committees

Committees allow the Board to divide its work and develop expertise. Each director should understand their committee's:

- Purpose.
- Responsibilities.
- Authority.
- Current priorities.
- Relationship to the full Board.

Committee members are expected to participate and complete assigned work. Committee chairs are responsible for organizing meetings, agendas and documentation.

Committee vs. Board authority

Committees generally recommend, research and work on behalf of the Board. The full Board retains authority over matters reserved to it.

Executive Committee

The Executive Committee consists of the President, Vice President, Treasurer, Secretary and At-Large Board member. It may act on behalf of the Board in circumstances authorized by the Bylaws and Board policies.

14. Conflicts of Interest

Conflicts are a normal part of serving on a Board made up of professionals with extensive relationships and expertise. The problem is not having a potential conflict; the problem is failing to disclose it. A conflict may arise when a director's personal, professional or financial interests could interfere – or appear to interfere – with their responsibilities to IRE.

When you think you may have a conflict:

1. Disclose it.
2. Allow the appropriate Board process to determine how it should be handled.
3. Recuse yourself when appropriate.
4. Do not vote on the matter if you are required to recuse.

Directors should review IRE's Conflict of Interest Policy and complete required disclosures annually.

15. Confidentiality

Directors will sometimes receive information that should not be shared outside the Board or authorized staff. This can include:

- Executive-session discussions.
- Personnel information.
- Legal advice.
- Sensitive donor information.
- Confidential complaints.
- Sensitive financial or strategic information.

Directors should use good judgment when handling Board materials and should not use confidential information for personal or professional benefit. If you're unsure, ask before sharing.

16. Code of Conduct

IRE expects everyone participating in its work to treat others with professionalism and respect. The Code of Conduct applies to IRE events and meetings, including virtual events, and prohibits discriminatory or harassing conduct.

If someone brings you a complaint, don't investigate it yourself. Direct the complaint through IRE's established process. The current policy assigns responsibility for handling Code of Conduct complaints to the Executive Director, with an established appeal process.

17. Whistleblower Responsibilities

Directors have a responsibility to raise serious concerns about suspected wrongdoing. IRE's Whistleblower Policy provides a mechanism for reporting suspected violations and protects good-faith reporting from retaliation. Directors should not attempt to conduct their own investigation. Instead, raise the concern through the appropriate reporting process and allow the designated people to handle it.

18. Annual Board Orientation

At the beginning of each Board year, the Board should review this handbook together. This makes the annual discussion more than a presentation. It becomes a **governance reset** for the entire Board.

19. The Documents Every Director Should Know

Every director should have easy access to the following:

- [Articles of Incorporation](#)
- [Bylaws](#)
- [Board Policies & Procedures](#)
- [Conflict of Interest Policy](#)
- Code of Conduct
- [Whistleblower Policy](#)
- Current Strategic Plan (*under revision*)
- Current Annual Budget
- [Current financial reports](#)
- [Audit and Form 990](#)
- [Committee descriptions](#)

The Board's governing documents should remain the authoritative source when this handbook and another policy appear to differ. The Board Policies & Procedures Manual is intended to collect IRE's policies and procedures in one place.