

FPA BoD Minutes – 12/4/2024 @ 6:56pm

Minutes taken by Transcriptionist on behalf of the Board Secretary on

Minutes approved by the board on \_\_\_\_\_ @ pm

<b>Attendance</b>	
Members of the Board in Attendance (via electronic & phone participation)	-Hurriyet Ok -Ruth Bennett -Steve Mullen -Gayle Yiotis -Peggy Fox -Reggie Marston -Sharon Sobel -Deniz Orhun -Ulysses Campbell
Staff in Attendance (via electronic & phone participation)	-Chuck Pena -Gabriela Silva -Lisa Clarke -Maryam Shah -Kelly Marcellus
Members in Attendance	n/a

<b>Meeting Open</b>		
Call to order at 6:56pm	Hurriyet Ok (President)	<p>-Reminder of Code of Conduct</p> <p>-Acknowledging conflict of interest in Board Code of Conduct</p> <p>Acknowledgements &amp; Accolades:</p> <p>Steve thanks Accounting Manager Gabby and Accountant Kelly for keeping financials up-to-date and getting reports to the Board. Gabby is still training Kelly, who is doing a great job.</p> <p>Ulysses applauds Nikki for the thoroughness of the meeting minutes.</p> <p>Ruth acknowledges Gayle for her work with Cathy and Gabby on the personnel manual. Hurriyet appreciates Gayle's responsiveness, and Chuck notes the time and effort Gayle puts</p>

		<p>into her work. Ulysses adds that Gayle is extremely gracious and diligent in her duties.</p> <p>Chuck thanks Kelly for composing an excellent end-of-year donation solicitation letter. He appreciates Arcelious' input regarding possible 2025 equipment upgrades that can be made if FPA is sufficiently funded. Chuck also thanks Jay for emailing the above donation solicitation letter to all members on Thanksgiving Eve and Giving Tuesday. Jay will resend it later in December as well.</p> <p>Hurriyet applauds Jay's exceptional communication and training. He appreciates Jay's great surveys, timely follow-ups, and collaboration with our consultant Lynn.</p> <p>Gabby thanks Jay and Kelly for their new suggestions on refreshing items and reducing cost (e.g. water delivery, vending machine, etc.).</p>
Meeting Agenda	Hurriyet Ok (President)	<p><u>Motion to accept meeting agenda as written</u></p> <p>Hurriyet ensures that all received the emailed agenda. He asks if there are any corrections or changes to the agenda.</p> <p><u>Changes:</u></p> <ul style="list-style-type: none"> <li>-“Ad Hoc Committee Report” for Ulysses added to agenda.</li> <li>-Steve notes that Kelly (not Gabby) will present the Financials.</li> </ul> <p>-All in favor of approval. No objections. Agenda stands. -Meeting agenda approved unanimously.</p>
Approval of 10/30/24 Meeting Minutes	Gayle Yiotis (Secretary)	<p><u>Motion to approve October minutes as revised</u></p> <p>Gayle ensures that all received the emailed edited minutes. She asks if there are any comments or questions. There are none.</p> <ul style="list-style-type: none"> <li>-Gayle made some last-minute changes and alerts the Board in case they did not see the latest version.</li> <li>-Ulysses motions, Steve seconds, all in favor</li> <li>-October minutes approved unanimously.</li> </ul>

**Staff Reports**

<p>Executive Director</p>	<p>Chuck Peña</p>	<p>The audit is not yet completed, but we received a special preliminary payment from Cox Communications to compensate for underpayments made from July 2020 through June 2023.</p> <p>-Last audit (July 2017 through June 2020), resulted in Cox making a preliminary payment for underpayments during the audit period. Chuck and Fairfax County Director of Communication Policy and Regulation Rick Elrod believe the final payment for the most current audit period may arrive around April/May 2025.</p> <p>-During its November 13, 2024, meeting, the Fairfax County Planning Commission voted to delay its decision on whether to approve our Alliance Center Site Specific Plan Amendment (SSPA) Nomination until December 4. In response to the concerns raised, Chuck submitted comments and relevant documents to the Providence District Chief of Staff, Devin Pharr, who shared these comments and documents with the Providence District Planning Commissioner.</p> <p><u>Update: APPROVED Alliance Center Site Specific Plan Amendment (SSPA) Nomination</u></p> <p>Chuck announces that, during the December 4, 2024, FPA Board meeting, the Planning Commission voted to APPROVE the Alliance Center’s Site Specific Plan Amendment Nomination, which will allow a developer to construct up to two buildings, of seven stories each, with commercial, restaurants, or retail on the ground floor and 350 residential units above.</p> <p>-The final step is a vote by the Board of Supervisors on January 14. This is wonderful news. Steve agrees. Peggy is concerned that FPA may have to leave quickly. Chuck notes that the decision to sell is not solely up to FPA. Under Virginia state law, we fall to Virginia code regarding the sale of the property because the Alliance Center bylaws do not address the process for selling the property. Under Virginia code, if the office condominium unit owners, who control at least 80% of the voting shares, decide to sell the property, then it forces the sale. FPA owns 22.2% of the property, so any proposal to sell needs our support. All unit owners want the most valuable deal. Chuck obtained consent letters from the majority of unit owners to persuade the Board of Supervisors that this is in the unit owners’ best interest. Due to the current rate of inflation/interest, we need to wait at least a year or more for interest rates to drop for the most profitable deal. Steve Teets informs that we will have a full year to vacate before the new developer takes over.</p>
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		<p>-Chuck encourages the FPA Board to attend the FPA holiday dinner on Friday, December 13 at the Matchbox restaurant in the Mosaic District.</p>
<p>Engineering</p>	<p>Arcelious Joyner (absent); Maryam Shah (reporting)</p>	<p><u>Building engineering:</u></p> <p>Our next quarterly HVAC Preventive Maintenance is scheduled for January 2025.</p> <p>Rooftop Unit #6 is currently down. The total replacement cost is \$22K versus \$7K for the repair of both compressors. We will use our current contractor for the repair because using an outside contractor will void any service agreements/warranty on RTU #6 that we have with our current maintenance and service provider, Commercial Express.</p> <p>Our Network Firewall appliance will be End of Life as of March 2025. The direct replacement appliance costs \$18K. -Given our financial circumstances and recent network analytics, it's possible that we can downsize to a lower-cost model for \$4,900 and still maintain the security features offered with the higher-value appliance.</p> <p><u>Rasmus Auction</u></p> <p>-We met with Christopher Rasmus from Rasmus Auction to discuss the auction process. Rasmus led the last two Auctions with RT and WETA as the sellers. Even though we have a mix of old and newer items, they were very adamant that buyers would be interested in bidding on what we have. -Next, we will work with Lisa to assess the condition of all the equipment, take pictures, upload them to the Rasmus application, and set an auction date (tentatively January 6 to 8).</p> <p><u>Winter Hiatus: January 6 - 10, 2025</u></p> <p>-We are planning to perform updates to our servers and broadcast equipment during the Winter Hiatus. -Arcelious will provide the Hiatus "To Do List" in next month's Board Report, including server and broadcast equipment updates.</p> <p><u>Completed Projects</u></p> <p>-Our Engineers, Tom and Sumit, attended the annual Digital Video Group Symposium in Crystal City, Alexandria. They had</p>

		<p>face-to-face meetings with several manufacturers such as Ross, CueScript, and CableCast.</p> <p>-Tom collaborated with Gabby, Kelly, and Arcelious to finalize the Fixed Asset Inventory Spreadsheet required for the upcoming Audit.</p> <p>-Prompter Monitor repair was completed and reinstalled on Camera 3 (Studio B).</p>
Production	Lisa Clarke	<p>Nothing to add to report. There are 2 graphs, and the data is similar to previous months.</p> <p>Hurriyet desires some analysis. Lisa replies that Radio Fairfax is the studio with the most usage, which is the same as the previous months. There is no rhyme or reason as to why people are coming in the most. FPA is open from 9 a.m. (administration and radio, but TV studios open at 12 p.m.) to 10 p.m. on weekdays and from 8 a.m. to 8 p.m. on weekends. All blocks of time are represented, covering all hours of operation.</p> <p>Gabby wonders if we have considered adjusting hours on the weekends. She notes that some Saturdays have been quiet when she is there. Hurriyet proposes adding this to the strategic plan if there is an opportunity to save money by changing operating hours. Gayle agrees that we could creatively condense hours. Peggy asserts that reducing hours may negatively impact staff. We need another meeting to discuss.</p>
Training / Office Manager	Jay Earausquin (absent); Maryam Shah (reporting)	<p>End of month November numbers hit 400 plus. The report has no official numbers because it was completed before the end of the month. At the beginning of each month, membership numbers decline due to expired memberships. The numbers will hopefully increase at the end of the month due to renewals.</p>
Programming	Maryam Shah	<p>Numbers are similar to previous months. There was a slight dip in October in TV overall, but it cannot be attributed to anything. Maryam ran the numbers twice to confirm. These dips happen. Some months have lower activity when less content is turned in. We have 4 different program origins (FPA, local, outside, and sponsor) for total content. The radio numbers are about the same. The website and Google Analytics are in the report.</p>

		<p>Gayle asks about the website. Maryam is responsible for the website, but the update is on hold because the name change is not finalized. She received a quote for the website redesign, including branding, logo redesign, and focus groups for name changes. The quotes were rejected since the budget was not approved. Progress is on hold while FPA is mid-name change.</p> <p>-Chuck asked Maryam to wait until 2025. Maryam can get new quotes without the name change and just for a redesign. The company we used last time was high quality and willing to provide a hefty discount. She can bring quotes to the Board for approval once a decision is made on the name change.</p> <p>-It has been over a decade since the last website overhaul, so it is due for a redesign. The completed CMS (Content Management System) backend upgrade does not affect anything on the visual end. Maryam will get more quotes when the direction is clearer.</p> <p>Gabby asks if we have a social media strategy, and Sharon replies that is a marketing matter. Maryam handles marketing. Gabby wonders if we can hire an intern. The topic will be discussed further later.</p>
Accounting	Kelly Marcellus	Gave financial report.

<b>Committee Reports</b>		
Finance Committee	Steve Mullen	<p>Steve and Gabby were working on the cash requirements plan, which is completed a few times annually or more if needed. It evaluates the use of available cash and what our cash requirements are.</p> <p>The preliminary Cox audit revenue check was especially timely. Chuck monitors this closely since we are concerned about being short on revenue and long on expenses. Steve appreciates Chuck for telling Rick Elrod that he thought FPA wasn't getting full revenue from Cox under the agreements. Fairfax County appropriately set up audits regarding Cox's underpayments to the County.</p>

		<p>Chuck thanks Steve but clarifies that his report to the County was quite detailed and specific. The County completed audits prior to Chuck's input. He contacted the County on a specific matter., regarding Cox. FPA received 8/10 of 1% of gross cable revenues, and, previously, less the 5% cable franchise fees. However, several years ago, the Virginia General Assembly passed legislation eliminating <b>charging the cable operators</b> a 5% franchise fee to charging cable subscribers a 5% Communications Service and Use Tax. Chuck noticed some discrepancies in the payments we were receiving. The 5% is now taken immediately off the top and is not recorded as revenue. It is simply a tax paid by the consumer. In addition to taking the money off the top, Cox was deducting 5% as if there was still a 5% franchise fee deducted from gross cable revenues, so FPA was receiving less funding than it should have. This problem was ultimately resolved by the County. Chuck thanks Rick Elrod and the Fairfax County government for their terrific job conducting these audits.</p>
Performance Management	Gayle Yiotis	Nothing to report. There was an issue with one member, but it has been resolved. The strategic planning is next.
Membership Development	Ruth Bennett	Our next meet-and-greet will feature Deniz Orhun, a talented chef and new Board member. She will use a kitchen set, and Lisa is providing tips for recording. An update will come later.
Operations	Reggie Marston	Nothing to report. Reggie will collaborate with Arcelious on next steps. Reggie believes that we may need more money in the budget first.
Promotional Development	Peggy Fox	No report. Peggy is waiting until FPA decides on the name change. Promotions are presently on hold.
Revenue Generation	Sharon Sobel	Sharon explains that when she joined the Board in February or March, she enlisted in this committee to explore potential funding from production activities. After exploring the legality of this, we determined that this is not feasible. We also have a revenue generation component to the Strategic Plan Working Group, so this committee is now redundant. Sharon proposes continuing this work in the temporary Strategic Plan Working Group. After a few months, this can naturally transition later into a Revenue Generation Committee to carry out the plans made in the working group. Sharon will be part of the Membership

		<p>Strategic Plan Working Group. Deniz comments that the Membership Committee can be considered in the Revenue Generation Committee in the future because it involves big picture finances. Sharon agrees that it is the heart and soul of why we exist.</p> <p>Gayle asks what committee Sharon will be on. She will be on the Promotional Development Committee with Peggy and Maryam (social media). Hurriyet believes we all agree on the committee reorganization. Deniz emailed Peggy, Gabby, Chuck, Steve, and Lisa (already responded). Deniz checks to see if everyone received the email yesterday. Gayle received it, even though she is not in the group. Gayle and Hurriyet are cc'ed on the emails. She asks that everyone email her with ideas to increase revenue. Deniz will compile all ideas and business plans into a template. She will consult with Chuck on all ideas. Sharon thinks this is part of the Strategic Plan Working Group business.</p>
Ad Hoc Committee	Ulysses Campbell	<p><u>Committee: FPA members gaining access to Board meetings</u></p> <ul style="list-style-type: none"> <li>-The first meeting was held on November 14 at 7 p.m.</li> <li>-Prior to the meeting, Ulysses circulated an emailed summary to the Board of Directors related to this issue. Rudimentary discussion on the matter included member attendance online versus in-person as well as the Board holding special meetings open to members. We discussed members' interest level in attending meetings and how such member interest might be determined. When deciding whether to delve deeper into the matter, the question arose as to whether FPA Board meetings are subject to Virginia's Open Meeting Laws, which they would be if FPA is considered a "public body." Chuck consulted our corporate attorney, and there is no certainty on the matter. This attorney referred the question to other legal counsel at the firm who deals with government regulatory matters. Chuck is following up, but getting a determination on this question is considerably more challenging than imagined.</li> <li>-Membership of the Ad Hoc Committee was Ulysees, Gayle, Chuck, Deniz, and Reggie. Ulysses is waiting to schedule the next meeting until there is an answer on whether FPA is deemed a "public body."</li> </ul> <p>Chuck emphasizes that FPA is not funded by Fairfax County but by the cable companies. Arlington Independent Media (AIM)</p>



		<p>considers itself to be a public body because it is funded by Arlington County government. Chuck will update the Board on the matter.</p>
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**Meeting Close**

<p>Unfinished Business</p>	<p><u>FPA Strategic Planning Initiative:</u></p> <p>Sharon mentions that the strategic plan conversation began before these developments occurred with the building. It is prudent to develop a subcommittee as part of the strategic plan big picture. Hurriyet agrees.</p> <p><u>FPA Strategic Planning Working Groups/Focus Groups:</u></p> <p>Hurriyet emailed all a document listing membership.</p> <p><b>Increase Revenue:</b> Deniz, Peggy, Steve, Chuck, Lisa, Gabby  <b>Membership:</b> Sharon, Ruth, Ulysses, Chuck, Jay  <b>Organization:</b> Gayle, Hurriyet, Steve, Chuck, Arcelious, Maryam, Gabby, Cathy</p> <p>Hurriyet shares Lynn's detailed template/spreadsheet. Hurriyet hopes to make this a priority and complete the Strategic Plan in the next few months.          -Once the Strategic Plan is set, we can implement the ideas/action items.          -Sharon is trying to schedule a meeting for the Membership Focus Group. She sent a poll, but not everyone has responded. She direct messaged the poll in a link during the Zoom meeting. Gayle encourages the applicable Board members to attend her meeting tomorrow at 7:30 pm via Zoom.</p> <p>Hurriyet notes that there are different approaches to organizing committee meetings and that all methods are valid. Gayle called for a meeting, Sharon is polling members, and Deniz emailed and collected input without holding a meeting. Each group can decide how to operate.</p> <p><u>Documents:</u>          -FPA Strategic Planning for 2025-2027: strategic plan follow-up spreadsheet includes priority, measure of success, action item, deadline, responsible person, cost/time commitment          -Lynn's guided discussion spreadsheet she emailed after last meeting: Each working group should further define their priority (simply increased membership or does it include member retention). Outline the proposed actions to achieve the goal. Include a proposed deadline, the responsible</p>
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	<p>party (one individual even if others are involved in carrying out the action), and the associated costs/times involved. Include both hard and soft costs (staff/volunteer time). Determine expected success metrics (20% growth in membership for each of next three FYs). Fill out the attached form to present to the Board in the January Board meeting.</p> <p>Hurriyet states that the meeting on Monday, December 16 is a status check with knowledge sharing. There can be more internal group meetings or discussions. We will finalize the form in January. Sharon says that we will do our best and hopefully Lynn can provide more guidance. Gayle suspects the process may move slower since there is a great deal of planning for the organizational structure. Hurriyet hopes to complete it by January 31. Any questions can be sent to Lynn from any subgroup. Kelly wants to include obstacles and barriers. Gayle, Sharon, and Hurriyet like this idea. Hurriyet adds that opportunities and challenges go hand in hand.</p>
New Business	None
Confirm Future Meeting Dates	Next meeting: Wednesday, January 29, 2025
Adjournment at 8:30pm	Peggy motions, Gayle seconds, all in favor -December Board meeting adjourned at 8:30pm