

FPA Board Meeting Minutes

July 25, 2012

Open meeting: 7:15 pm

Attendance:

BOD:

- Jim Housel
- Tim Bowden
- Bob Giarrusso
- Ahmed Selim
- Jim Southworth
- Georgia Graves
- Jim Burke
- Ayme Pointer
- Steve Mullen

FPA:

- Chuck Pena
- Jay Erasquin
- Jerry Ferguson
- Rocio Lopez
- Steve Ruddell
- Maryam Shah

Guests:

- none

FPA BOD Officer Activities:

- Vice President: Jim Housel-
 - Call meeting to order: quorum at 7:15 pm.
 - Conflicts of interest: None
 - Mr. Housel asked everyone to adhere to the Board's voluntary Code of conduct.
 - The agenda for July BOD meeting was accepted.
 - The minutes for the June BOD meeting have not been prepared for approval. Mr. Giarrusso expects that they will be ready for submission by the August meeting.

FPA Executive Director's Activities:

- Executive Director's Report: Chuck Pena-
 - Mr. Pena read from the monthly staff report.
 - He discussed action items for the Member Meeting Sunday, September 23rd. The deadline for a Statement of Candidacy is tentatively set for August 27, 2012.
 - Mr. Housel noted that the May meeting minutes were approved at the June meeting.
 - Ms. Pointer asked for additions to the agenda. Mr. Giarrusso asked to add the FPA Employee Manual under old business. There were no other additions.
 - Ms. Pointer asked for the Board to convene for their monthly meeting at noon that day. The Board agreed.
 - Mr. Housel made a motion to approve the action items with respect to stated plans for setting the date of the member meeting and the deadline for the candidacy statements. Mr. Giarrusso seconded. After a brief discussion, the board approved the motion unanimously.
 - Mr. Pena asked who will be the election officer. Mr Selim volunteered to take on that role. Mr. Housel moved to nominate Mr. Selim, Mr. Giarrusso seconded it. The Board approved unanimously.
 - Mr. Pena suggested that we publish the required meeting notice in the Washington Examiner on Wednesday August 1, and/or Wednesday August 8, 2012. The cost of running the ad for one week is \$ 544.95. The cost of the ad for two weeks is \$ 1,089.90.
 - Mr. Bowden asked whether this is sufficient notice. Mr. Pena stated that we would also mail notice to each member.
 - After a brief discussion, Southworth also suggested that we put the notice on the FPA website as well.
 - Mr. Housel reviewed the regulations and suggested that we advertise the meeting for two consecutive weeks, to ensure everyone had sufficient notice.
 - The BOD also discussed whether non-voting members should also have notice sent to them and candidacy statements.
 - Mr. Bowden asked if this would also be communicated in the FPA newsletter; Mr. Pena stated that Mr. Erausquin would also be sending out an email newsflash.

- Ms. Pointer made the motion to send the notices of the meeting and the statements of candidacy to both voting members and non-voting members.
- Mr. Pena suggested that Mr. Lawrence, FPA's corporate counsel, should be asked and paid to attend the meeting. A brief discussion followed. The Board agreed to ask him to attend the meeting and pay for his support.
- Mr. Pena suggested that we set the cost of the member list at 3.00. Mr. Giarrusso suggested that anyone purchasing the membership list sign a disclaimer that it is requested for a legitimate purpose. A brief discussion followed. Ms. Pointer also brought up security reasons, that members could opt out
- Mr. Pena also requested that FPA again retains the services of the League of Women Voters conducts the election day balloting.
- FPA lost power on June 29, at approximately 11:29 pm during the Derecho storm. Mr. Southworth observed that FPA had power back on Saturday afternoon, but at the time we could not detect that remotely, and it has since been modified to monitor station power. On the morning of Sunday, July 1 the power was detected as being back up, and the staff resumed business as normal.
- Mr. Pena thanked Mr. Stoeckel, Mr. Ruddell, and Ms. Shah for their efforts to get the station running again afterward. He also thanked Ms. Graves for her assistance with Cox Cable to make the phone system operational.
- The compressor for one of the air conditioners also broke; however, after negotiating with Hartford insurance, they covered most of the cost of replacing it.
- Mr. Pena acknowledged Cox Communication VP Kathryn Falk's support in handling outage issues, and reported that she was featured on WTOP news radio on July 3, 2012, discussing the Cox response to the cable/ Internet/telephone outages that followed the Derecho. The next day, Mr. Pena telephoned Kathryn and congratulated her on the excellent interview of the previous day, and offered her the use of the FPA studio and production staff (once FPA power was restored), if she wanted to do a video presentation on the Cox response to the (at the time) on-going outages following the storm.
- Mr. Pena also acknowledged that FPA has successfully met the Verizon threshold for obtaining a fourth channel, and thanked Maryam Shah for her excellent work in successfully completing this major undertaking.
- He also thanked Mr. Ruddell for the successful completion of the hiatus projects and particularly replacement of the kitchen set in Studio A. He

also thanked Production Manager Lisa Clarke for designing the new kitchen set.

- Following his discussions with our auditor, Dan Burnette, and Mr. Pena, our outside corporate lawyer, David Lawrence, sent Mr. Pena a letter, dated July 11, 2012, confirming legal counsel's view that transfer of funds between FPA's cable fund and non-cable fund accounts should not be treated as unrelated business income. As such, rent equivalent funds transfers are not subject to unrelated business income tax (UBIT).
- Mr. Pena met with the Mosaic at Merrifield Senior Project Manager, Steve Teets, to discuss the progress of the development, timelines and proposed changes. The developer will purchase the metal recycler next door to FPA and develop it in 2 – 3 years.
- Fairfax County Department of Housing staff had previously met with FPA staff to discuss the Affordable Housing Program, Workforce Housing Program and other housing programs available to FPA staff, including those that will be available in the Mosaic at Merrifield development.
- Rocio Lopez has instituted a recycling program for FPA.
- Operations Report: Steve Ruddell-
 - Mr. Ruddell stated that hiatus was successful, and the new kitchen set is almost completely installed.
 - The staff has also completed the fixed asst inventory, the broken air conditioner has been replaced
 - There will be no operations meeting in July, the August meeting will cover 2 months.
- Outreach Report: Jerry Ferguson-
 - See the July staff report, and ask him for further details if there are any questions.
- Training Report: Jay Erausquin-
 - Mr. Erausquin distributed copies of the FPA newsflash.
 - It is a summary of what the Membership Committee has done over the last 3 months, and is focused on contests, and membership news.
 - It will be emailed, and posted around the station.
 - He stated that we are not sending out the newsletter presently, just weekly updates and quarterly news flashes
 - FPA's DC Mobile Ads campaign took place July 1st – 5th. Mr. Erausquin thanked Maryam Shah for her help in creating the ad and with route selections.

- Programming Report: Maryam Shah-
 - See the July staff report.
 - Jeron Rhodes has accepted a position with New York One News in NYC
 - Steven Grider is covering master control on weekends until we have a permanent replacement
 - FPA beat the required new programming requirements, even in the face of the power outage
 - Ms. Shah also noted that there is more accurate tracking of radio hours, and there has been a spike in new radio programming.
- Financial Report: Rocio Lopez-
 - Ms. Lopez presented the June financial statements to the Board.
 - She stated that FPA's contribution from Cox is down approximately \$56,000.00 from this time last year, while the Verizon contribution is up \$181 K from this time last year.
 - FPA has not received the Verizon fourth quarter payment yet.
 - Ms. Lopez noted that rental income is up \$10 K from last year,
 - Salaries benefits and taxes are up \$ 62K
 - Public outreach budget is up \$6K from advertising and promotion
 - Prepaid expenses were up \$6K mostly because of the costs of the air conditioning repairs and replacement.
 - Revenue from underwriting, and staff productions revenue was 159% of the amount that had been budgeted. Fee for service production was 179% of the amount that had been budgeted.

FPA BOD Director's Activities:

- Director of Finances: Steve Mullen-
 - Mr. Mullen stated that FPA received very good news, with a legal opinion and supporting documentation from our auditor that we may transfer approximately \$ 1,000,000.00 as a rent equivalent from the cable to our non- cable funds.
 - He said that the revenue from renting FPA's upstairs offices will cover our interest on the building for the remainder of the loan.
 - Mr. Mullen and Mr. Southworth also observed that Bank of America has been a very cooperative and professional partner to FPA since we refinanced the building.

- Mr. Mullen further noted that reducing the principal on the loan will put us in a better position to renegotiate rates on the existing loan in 2014.
- Mr. Mullen made the motion to transfer \$1,000,000 from the cable bank account to the non-cable account for the express purpose of paying down the mortgage on the FPA Building. Ms. Pointer seconded, and the Board approved the motion unanimously.
- Vice President: Jim Housel-
 - Mr. Housel mentioned that on June 13, he met with several staff members to brainstorm and discuss facility expansion.
 - He is still working on the report and hopes to have a more cohesive presentation at a future meeting.
- Parliamentarian: Ahmed Selim-
 - Mr. Selim thanked Jerry Ferguson for covering the Human rights Commission meeting earlier this month.
 - He also thanked Mr. Pena for accommodating his guest when he visited FPA.
- Secretary & Director of Membership: Bob Giarrusso-
 - Mr. Giarrusso asked the directors to contribute their remarks to the strategic plan.
 - Ms. Pointer noted that while it is helpful for the staff to be here for their reports, she didn't want to keep people here unless they wanted to participate.
- Director of Business Development: Tim Bowden-
 - Mr. Bowden stated that he found it very helpful to have the staff here, and that we need time to interact with them, in order to move forward with plans.
 - Ms. Graves asked about what we meant by expansion, Mr. Housel noted that everyone contributed ideas and bullet points to discuss what vision they had. He observed that everyone should participate to explain their perspective.
 - Mr. Mullen stated that we have considered opening a facility in another part of the county, Mr. Housel said that was one idea. He mentioned that we have also discussed a mobile facility or platform.
 - He believes that special events, PR, and fundraising are all tied together, and we need to examine at what is possible for us to do immediately, in the future, and what our priorities are.

- Mr. Bowden stated that we need to look at our resources and where we were going to be 5 years from now, and suggested that we have a second offsite meeting to plan and lay out what we want to do.
- Ms. Graves agreed that we should do it soon.
- Mr. Bowden suggested a business development meeting August 19, at 2:00 pm.
- Mr. Pointer directed Mr. Pena to purchase flip charts and 2 easels for the meeting.
- Technology Report: Jim Southworth-
 - Mr. Southworth is working with Mr. Olewine and should receive a discount on a secure video security system from Axis Communications.
- Director of Special Events: Georgia Graves-
 - Ms. Graves provided the Board with a handout, with several upcoming events.
 - She noted that she has spent a great deal of time with Mr. Ferguson and have met Reston COC, the Dulles Chamber, the Loudon Chamber, and other supporters
 - They met with the Dulles 50th Anniversary committee, and FPA will be prominently featured in the awards ceremony.
 - Mr. Ferguson stated that he and Mr. Olewine will be there to operate cameras, and handle technical issues.
 - He also suggested that they speak to some of the people who are not formally speaking and put together a video, to be presented at the Gala, and invite them here to tour the studio, and show off FPA.
 - He suggested putting clips in together in between speakers and to get additional exposure.
 - Mr. Ferguson also noted that they can use the cameras to feature each speaker on the monitors, as well as videotaping the entire ceremony on stage.
 - She also mentioned the Char-a-oke fundraiser to benefit our schools, to be held at Wolf Trap on August 23th.
 - She also mentioned the Good Scout Award Dinner, honoring former Board of Supervisors member Stuart Mendelsohn.

- She observed that the debate between Virginia Candidates for Senate Tim Kaine and George Allen is also coming up, Mr. Ferguson will be attending and videotaping the event for FPA.
- Radio Liaison: Jim Burke
 - Mr. Burke asked if we had considered a staff PR position
- President & Director of Strategies: Ayme Pointer-
 - No report
- OLD BUSINESS: Ayme Pointer-
 - FPA Employee manual status update: Mr. Pena stated that outside counsel has been engaged with other issues, waiting for their input.
 - He expects to have it for the August meeting.
- NEW BUSINESS: Ayme Pointer, FPA Board of Directors
 - There was no new business

Open Meeting over at 9:06 PM

Executive Session began at 9:07 pm.

Adjourn meeting: 9:15 PM

ACTION ITEMS:

<i>Action Identifier:</i>	<i>Action:</i>	<i>Responsibility:</i>	<i>Date:</i>	<i>Status/ Update</i>
A10-1	Mr. Southworth will confer with Google about technology and upgrades, will bring the Exec. Director, Mr. Pena, Mr. Olewine, Mr. Ruddell, and Ms. Pointer in on that when it can happen.	Mr. Southworth	26 Oct. 10	OPEN
A10-2	Provide end of fiscal year financials for next BOD meeting.	Mr. Mullen	26 Oct. 10	CLOSED
A10-3	Enroll at least one local merchant to support FPA	ALL	8 Dec. 10-	OPEN

Action Identifier:	Action:	Responsibility:	Date:	Status/ Update
	Member Discount Program	DIRECTORS	revised to 23 Feb. 11	
A10-4	Research FPA Operations Manual, Articles and By Laws regarding fraud, misrepresentation	Mr. Giarrusso	8 Dec. 10	CLOSED
A10-5	Locate restaurant to host/cater FPA staff party	Ms. Graves	8 Dec. 10	CLOSED
A10-6	Update report by January 15 on selection of nominees for open Board position	Mr. Selim, Mr. Housel	8 Dec. 10	CLOSED
A10-7	Prepare report on fundraising plan, to present at February BOD meeting	Mr. Pena, Mr. Housel	8 Dec. 10	OPEN
A11-1	Provide edits and corrections for Dec. 8, 2010 BOD mtg. minutes	Mr. Mullen	26 Jan. 11	CLOSED
A11-2	Provide notes/ input to BOD Secretary for preparation of 1/26/11 BOD meeting minutes	ALL	26 Jan. 11	CLOSED
A11-3	All BOD members not already photographed to have their portraits taken for FPA Board section	Mr. Selim Mr. Porzio	26 Jan. 11 29 June 11	OPEN
A11-4	Update on Nat Albright's progress in acquiring a van for FPA promotional activities	Mr. Selim Mr. Mullen	26 Jan. 11 29 June 11	OPEN

Action Identifier:	Action:	Responsibility:	Date:	Status/ Update
A11-5	FPA financial committee to meet with Dan Burdette on March 13 th , 1:00 pm	Mr. Selim Mr. Mullen Mr. Giarrusso Mr. Southworth Mr. Ruddell	23 Feb. 11	CLOSED
A11-6	Follow up with consultants and get bids for services	Ms. Pointer Mr. Housel	23 Feb. 11	OPEN
A11-7	Brainstorm and prepare list for producer self help and promotion, possible workshop?	Staff/ Ms. Shah/Mr. Giarrusso	30 March 11	OPEN
A11-8	Conference call Sunday 4/3/11 at 3:00 pm re: Membership Benefits program	Mr. Ruddell/Mr. Pena/Ms. Pointer/Mr. Housel/Mr. Southworth/ Mr. Giarrusso	30 March 11	CLOSED
A11-9	Review/revise wording in the Operations Manual regarding use of the facilities by government agencies or private	Mr. Giarrusso	31 Aug. 11	OPEN

Action Identifier:	Action:	Responsibility:	Date:	Status/ Update
	organizations			
A11-10	Review proposals from consultants, report out in October	Mr. Housel	31 August 11	OPEN
A11-11	Draft comments for FCC rulemaking proceeding re: mandating program title and description to be included for all content providers by cable providers	Mr. Giarrusso / Ms. Pointer	31 August 11	TABLED Oct. 26, 2011 (to be revisited as needed)
A11-12	Follow up on Board members' responsibilities with one-on-one Board member discussions regarding individual roles and responsibilities	Ms. Pointer	26 October 11	OPEN
A11-13	Discuss format for offsite Board meeting/preparations for brainstorming fundraising efforts and formation of a committee	Mr. Bowden/Ms. Pointer	26 October 11	OPEN
A11-14	Arrange for portraits of Board members to be taken on premises at FPA.	Ms. Pointer/ All BOD Members	26 October 11	OPEN
A12-01	Discuss removal of "at your own risk" signs with outside counsel.	Mr. Pena/ Mr. Lawrence	25 January 12	OPEN

Action Identifier:	Action:	Responsibility:	Date:	Status/ Update
A12-2	Discussion of retirement planning.	Ms. Pointer/ Mr. Mullen	29 February 12	OPEN
A12-3	Resumes for candidates to fill open Board position by April 18, 2012	All FPA Staff and BOD members/ Ms. Pointer	28 March 12	OPEN
A12-4	Review and comment on strategic plan	All FPA BOD members/ Ms. Pointer	28 March 12	OPEN
A12-5	Budget for new staff member	Mr. Housel/ Mr. Mullen	28 March 12	OPEN
A12-6	Skill sets and recommendations for staff PR/Communications/ Marketing position	Mr. Erausquin/ Mr. Ferguson To BOD	28 March 12	OPEN
A12-7	Review and comment on strategic plan	All FPA BOD members/ Ms. Pointer	28 March 12	OPEN
A12-8	Begin planning for annual membership recognition event	Mr. Bowden/ Ms. Graves	28 March 12	OPEN