

FPA BoD Minutes - 7/29/2020 @ 7:04pm

Minutes taken by Hurria S. on behalf of the Board Secretary on 7/29/2020

Minutes approved by the board on 8/26/2020

Attendance	
Members of the Board in Attendance (via electronic & phone participation)	-Isaac Asare -Steve Mullen -Gayle Yiotis -Hurriyet Ok -Ruth Bennett -Reggie Marston -Ben Zuhl
Staff in Attendance (via electronic & phone participation)	-Chuck Peña -Arcelious Joyner -Jay Erasquin -Maryam Shah -Lisa Clarke -Rocio Lopez
Members in Attendance	n/a

Meeting Open		
Call to order at 7:04pm	Isaac Asare (President)	-Reminder of Code of Conduct -Acknowledgement of Conflict of Interest policy -Accolades & Acknowledgements: Chuck: staffers who were at FPA during the COVID-19 closure. Steve: Rocio for helping finalize the tax returns with Dan Burnett. Ruth: Isaac for all the work he has been doing with the board.
Meeting Agenda	Isaac Asare (President)	Ben: moves to approve the agenda for July meeting, Ruth seconds. Motion carries.
Approval of 5/27/20 Meeting Minutes	Gayle Yiotis (Secretary)	Steve: moves to approve the minutes from May 27, 2020, Ben seconds. Motion carries.

Staff Reports

Executive Director

Chuck Peña

In regards to the upcoming annual election, legal counsel believes FPA can bypass concerns regarding candidates inspecting the ballot box by having an analogous review of the box via whichever electronic service FPA uses for the meeting. If candidates are not prepared for remote voting service, that means election gets delayed and current incumbents will continue to serve on the board. The election can be delayed due to COVID-19 according to legal counsel until October or when reasonably possible. The League of Women Voters is willing to conduct the election if the meeting is conducted via remote participation or in another manner that protect their member volunteers.

Steve: bylaws specifically prohibit mail-in voting, was legal counsel consulted regarding this?

Chuck: David Lawrence is aware of this provision of the bylaws. Per the new portion of Virginia code allowing for remote participation via acceptable methods referenced in the code, the participant is then counted as actually participating rather than a mail-in vote.

Isaac: what is the process of changing the bylaws in case we don't find a solution for elections?

Chuck: in order to change bylaws, 50% of the voting members must vote to do so. Under the new section of Virginia code, individuals who participate remotely can be counted, now making it easier to change the bylaws.

Ben: makes a motion to delay the Annual Member Meeting and annual Board election, Steve seconds. Motion carries.

Isaac established a Board Annual Member Meeting

		<p>Committee to determine a new date for the Annual Member Meeting and Board election. Committee would also recommend election voting procedures for Board approval. Committee includes Isaac, Ruth, Gayle, and Steve.</p> <p>New protocols have been put together and sent to FPA members for reopening safely due to COVID-19. Signage, disinfectant, plexiglass shields, gloves, face masks, etc. were acquired in preparation for reopening.</p> <p>Virginia is the first state to adopt state-wide emergency workplace safety measures for the prevention of COVID-19. Reached out to ADP and others on how to implement these rules in a streamlined manner.</p> <p>Proposals for reopening have been provided to Isaac, including all phases, with a full reopening on Monday, August 10th.</p> <p>Work-from-home policy for staff has been given to Gayle for review.</p> <p>FPA has renewed media liability, employment practices liability, and directors and officers insurance policies.</p> <p>A unit owner at the Alliance Center will be installing a crematorium. The zoning of this property is such that it does allow cremation services.</p> <p>Isaac: makes a motion to approve reopening plan with stipulations if changes are required later, it will be done by a majority of the board, Steve seconds. Motion carries.</p>
Engineering	Arcelious Joyner	<p>Received the Facilis storage unit which has been tested off-site, brought to FPA and put online. Received a loaner unit for the KVM (Keyboard, Video, and Mouse) which is being bench-tested throughout the facility. Performed an iTX upgrade</p>

		<p>to a troublesome playout server. Completed fixed assets inventory for the entire facility. Roof assessment was completed by Arctic Sun and noticed improper drainage of water, waiting to hear back from the building management company.</p> <p>Testing the beta version of Facil database to be used by staff. Looking for a media transcoder replacement for the current workflow of receiving content from members, and will plan an Operations Committee meeting to begin implementation of the new system. This will enable us to receive remote contribution of files from members.</p> <p>Vector installed new door strikers to the entrances of the building, and will be returning with a locksmith to complete.</p> <p>Began designing HCO (Hardware Change Over) for iTX playout system which already should have been implemented long ago. Requesting a cable video return from our cable providers, and creating a new ingest server playout design.</p> <p>Cable cleanup, management, and documentation is on-going along with AutoCad drawings, bug fixes, and handling trouble tickets.</p> <p>Currently conducting interviews to replace Steven Barbaro. Full-time position has been split into two part-time positions: IT Help Desk and Broadcast Technician which will allow for more mobility in scheduling and finding qualified candidates. Jobs have been posted and currently interviewing for the positions.</p>
Outreach	Jerry Ferguson	n/a
Training	Jay Erasquin	<p>Membership numbers were processed: 462 active members, 275 being voting members. The board committee should determine the new date of record for voting purposes.</p> <p>New memberships and membership renewals have</p>

		<p>decreased significantly due to COVID-19.</p> <p>Training expenses budget hasn't been used due to cancellations, perhaps could be used for promotional purposes after FPA reopens.</p> <p>Working on creating video orientation, video tutorials and workshops for online classes. Will maintain online classes even after COVID situation has improved.</p> <p>Working on an online training bulletin board in lieu of sending weekly announcements, will keep them in a centralized online area.</p> <p>Ben: do we have demographic information of the membership?</p> <p>Jay: only demographic currently being tracked are senior citizen members.</p>
Programming	Maryam Shah	<p>Programming numbers have not declined as greatly as expected due to COVID-19 closure. May and June television numbers are less than 100 off from previous year. Radio has seen a decline due to lack of live production. Programming staff has created how-to guides for producing radio and tv shows from home which has gotten good feedback.</p> <p>Curbside pickup being offered each week, with this week expanding to three days. Following week will continue with three days curbside pickup and incremental opening for radio producers. Email will be sent to radio producers with new procedures. Does not anticipate a lot of members coming in, based on conversations with them.</p>
Production	Lisa Clarke	<p>Production department has tested the television studios, along with Skype as producers would prefer to Skype in guests due to COVID concerns. Skype can accommodate two guests per studio.</p> <p>Isaac: will producers who made studio requests that were missed due to closure have priority in</p>

		<p>making new reservations?</p> <p>Lisa: once reopened, producers can make additional studio requests.</p>
Office Manager	Rocio Lopez	<p>The financial statement report will be as of June 30, 2020, comparison budget statement should reflect income and expenses around 100% through this period.</p> <p>Cox total income down \$30K from last year. Third quarter payment was \$189K. Still have not received the 4th quarter payments from Cox or Verizon at this time.</p> <p>Verizon total income down \$75K compared to last year. Third quarter payment was \$412K. Combined Cox and Verizon third quarter payments totaled \$601K.</p> <p>Staff productions down \$10K due to COVID cancellations, training income down \$15K. Interest dividend down \$58K due to market changes. Office operation expense down \$20K due to virtual sets for Studio C. Training instructor expense down \$11K due to cancellation. Marketable securities up \$622K due to transfers made from Bank of America to Edward Jones. Prepaid expenses up \$80K due to various multi-year agreements.</p>

Committee Reports		
Finance Committee	Steve Mullen	<p>Have not received fourth quarter checks from Cox or Verizon yet, will include that number with the financials to be mailed to the Board. Based on advance notices we received from Verizon for the fourth quarter, we are essentially down \$40K in revenue or 9.15% when compared to the prior year. For 2021 Budget, we projected lower revenues of 10% this fiscal year, will continue to closely monitor the situation each quarter.</p>

		<p>Comparison budget overall total income was 101% of what was budgeted. Due to conservative budgeting, actuals were very close. Total expense was under 82%.</p> <p>Filed tax returns for this year with the IRS, with assistance of auditor Dan Burnett.</p>
Performance Management	Gayle Yiotis	<p>Working on reopening of FPA and work-from-home policy for staff with Chuck and Board.</p> <p>Ben: makes motion to approve work-from-home policy for staff due to COVID-19; Steve seconds. Motion carries.</p>
Operations	Hurriyet Ok	Had conversation with Arcelious regarding technical challenges experienced with infrastructure. Briefed Jay about Mozilla Hubs as potential online training and member gathering remote option.
Membership Development	Ruth Bennett	<p>Membership committee was sent information regarding Mozilla Hubs.</p> <p>Resolution regarding FPA half holidays based on conversations with Lisa, Maryam and Arcelious produced outcome that an MCO and Engineer will be present on half holidays going forward.</p>
Outreach	Ben Zuhl	Met with Nicolette Hurd and Catherine Read, working on some things with non-profits.
Executive Committee	Isaac Asare	n/a

Meeting Close	
Unfinished Business	n/a
New Business	n/a
Confirm future meeting dates	Next meetings are 8/26/20 and 9/30/20.

Adjournment

Gayle: makes motion to adjourn meeting, Ben seconds.
Motion carries.
-Meeting is adjourned at 8:43pm.