

## **FPA Board Meeting Minutes**

**October 24, 2012**

**Open meeting:** 7:15 pm

**Attendance:**

**BOD:**

- Jim Housel
- Bob Giarrusso
- Todd McCallister
- Jim Southworth
- Ayme Pointer
- Georgia Graves (via teleconference)
- Jim Burke (via teleconference)
- Steve Mullen

**FPA:**

- Chuck Pena
- Jay Erausquin
- Daniel Olewine
- Steve Ruddell
- Maryam Shah
- Rocio Lopez

**Guests:**

- none

**FPA BOD Officer Activities:**

- President: Ayme Pointer-
  - Call meeting to order: quorum at 7:15 pm.
    - Ms. Pointer acknowledged Mr. McAllister as the newest member of the BOD, and requested the Board and staff to introduce ourselves to him.
    - Mr. Pena noted that Mr. McCallister has volunteered to help him market the office space upstairs from FPA to new tenants.
    - Mr. Housel invited Mr. McCallister to the next operations meeting which will be held next Tuesday, October 30, noting that the meetings are open to all members.

- Ms. Pointer asked everyone to verify their bios for the website and update them as needed, and asked Mr. Erausquin to provide any necessary additional business cards
- Conflicts of interest: none
- Ms. Pointer asked everyone to adhere to the Board's voluntary code of conduct.
- The agenda for October BOD meeting was accepted.
- There are no minutes for the September BOD meeting, which was also the annual member meeting.
- Mr. Olewine contacted Mr. Flynn so that he could participate in Board elections.
- Ms. Pointer observed that the BOD would give their monthly reports under our current titles.
- Mr. Housel nominated Ms. Pointer for President, Ms. Pointer nominated Mr. Giarrusso. After a brief discussion, Ms. Pointer was reappointed President of the BOD.
- Mr. Housel nominated Mr. Giarrusso as VP, Ms. Pointer seconded. there were no other nominations. Mr. Giarrusso was appointed VP of the BOD.
- Ms. Pointer nominated Mr. Mullen for Treasurer, Mr. Giarrusso seconded. Mr. Mullen was reappointed as Treasurer of the BOD.
- Mr. Giarrusso nominated Todd McCallister to serve as Secretary, Mr. Housel seconded. Mr. McCallister was appointed Secretary of the BOD.
- The Board decided not to appoint the final member to the Board at this time, and instead to discuss the open seat with other members that have expressed their interest.

#### **FPA Executive Director's Activities:**

- Executive Director's Report: Chuck Pena-
  - Mr. Pena asked the Board to consider an action item regarding the Vietnamese Talk Show series, and costs that the FPA incurred because of the litigation in which the station became involved.
  - Ms. Pointer clarified that we need to enforce FPA's internal rules and reimburse its costs.

- Ms. Pointer and Mr. Pena agreed to write a letter to the producers and notify them that disciplinary measures will be taken against them.
  - Mr. Southworth moved to authorize Ms. Pointer and Mr. Pena to notify them, and Mr. Mullen seconded. After a brief discussion, the Board voted unanimously in favor.
  - Mr. Pena stated that Cox Communications has committed to allocating FPA the same channel for FPA Spiritual Channel on channel 36.
  - Mr. Pena mentioned that Angelika Film Center that opened at Mosaic at Merrifield, and provided FPA Programming Director Maryam Shah with tickets for the premiere of Argo to be given away by our radio hosts.
  - Mr. Pena also discussed the options that were being explored for expansion of FPA to remote studio locations within the county.
  - He advised the Board that he is also in the process of determining how FPA used to have satellite offices in other locations, whether by leasing or other agreements.
- Operations Report: Steve Ruddell-
  - Mr. Ruddell asked the Board to approve a scholarship to cover the membership dues of member Tom Gavin.
  - Mr. Giarrusso moved that the Board grant him a scholarship, Mr. Southworth seconded, the Board approved the motion unanimously.
  - Mr. Ruddell also asked for the Board to approve streaming of the show he produces, 2012, on election night. The Board approved the motion, with Mr. Giarrusso abstaining.
- Engineering Report: Dan Olewine
  - Mr. Olewine stated that FPA is now IPv6 compliant. He informed the Board that IPv6 is the new version of internet addressing that will allow for exponentially more devices to receive unique addresses on the internet.
  - He further noted that the current version of internet addressing known as IPv4 can only support a maximum of 4,294,967,296 addresses. Mr. Olewine stated that we are running out of these IPv4 addresses, observing that in September 2012, RIPE (the organization that distributes IP addresses in Europe) announced that they are assigning addresses on a very restricted basis from their last block of IPv4 addresses. ARIN, their US counterpart, is expected to run dry next.
  - However, IPv6 supports a maximum of 40,000,000,000,000,000,000,000,000,000,000 (3.4x10<sup>38</sup> or 340 undecillion) addresses.

- Because the two protocols are not compatible with each other, FPA is running what's called a 'dual stack' network, running IPv4 along side IPv6. This means some additional overhead, as firewall and network rules must be created for both protocols.
  
- Outreach and Development Report: Jerry Ferguson
  - Mr. Ferguson stated that he is videotaping and editing several events in the community, and to see the October Staff Report for details.
  
- Training Report: Jay Erausquin-
  - Mr. Erausquin said that he has sent out notices reminding our trainers teaching production classes to tell their students about the resources available at the station.
  - He noted that many of the students learning editing have left FPA after taking the course.
  - He stated that FPA will also offer a simplified and more modestly priced editing course, using the Adobe Premiere CS 6 program.
  
- Programming Report: Maryam Shah-
  - See the October staff report. Ms. Shah had no additional comments.
  
- Financial Report: Rocio Lopez-
  - She stated that revenues from Cox were approximately the same as last year, Verizon revenues were up \$191 K.
  - Ms. Lopez observed that facilities costs were up \$20 K this year, mostly from the cost incurred for replacing the air conditioning unit repair and cleaning ducts.
  - Mr. Ruddell noted that the compressor for Master Control may also need to be replaced.
  - Ms. Lopez also stated that FPA's marketable securities improved by \$43K.

### **FPA BOD Director's Activities:**

- Director of Finances: Steve Mullen-
  - Mr. Mullen stated that we paid down the mortgage on FPA facility by approximately \$ 975 K, using revenues accrued in the non-cable account.
  - He noted that given the return on investments currently available, there are few options that yield anything worthwhile.

- Mr. Mullen stated that he will contact Mr. Kendall to discuss investment alternatives. He hopes to have a meeting with him by December.
  - Mr. Housel asked Mr. Mullen about the status of the retirement plan. Mr. Mullen stated that he will summarize the three plans and present the options so that employees can review them and choose their preferences.
  - The Board agreed that the retirement plan should take precedence over investment planning, and Mr. Mullen stated that he would concentrate his efforts to have a plan ready to present by the December board meeting.
- 
- Director of Special Events: Georgia Graves-
    - Ms. Graves noted an upcoming Fairfax Chamber of Commerce meeting on November 1<sup>st</sup>.
    - The 30<sup>th</sup> Anniversary of the Reston Chamber of Commerce will be held on Dec. 1, 2012 at the Sheraton Hotel in Reston, VA.
    - She also reminded everyone of the Dulles Gala on November 16<sup>th</sup>
    - She further commended Mr. Ferguson's assistance and noted that he will be interviewing prominent contributors provided the Board with copies of the latest Washington Flyer magazine, which discusses the events planned for the program.
    - The band that opened the airport in 1962 will also be in attendance.
    - There will be a VIP reception, catered by Windows.
    - Jerry Ferguson will be interviewing various dignitaries and key leaders that made an impact on Dulles who are in attendance, and that will be played in between speakers at the event.
    - She noted that more than half of the seats for the event have already been sold, and she expects the remainder will be sold in the next three weeks.
    - All FPA Board members will attend, along with Members of FPA's management team.
    - Ms. Graves stated that she would send the Board an update via email.
  - Vice President: Jim Housel-
    - Mr. Housel thanked the staff and finance committee for providing support
    - Mr. Housel had one item for discussion in Executive Session.
  - President: Ayme Pointer-

- Ms. Pointer asked for the staff to come up with a training plan for department leadership
- Secretary & Director of Membership: Bob Giarrusso-
  - Mr. Giarrusso discussed working with Mr. Erazquin and Ms. Shah to modify training in response to member comments.
  - Mr. Erazquin elaborated that some changes are already being planned.
- Technology Report: Jim Southworth-
  - Mr. Southworth thanked Mr. Olewine and Mr. Stoeckel for their prompt assistance in replacing the switcher on short notice for Studio C.
  - Mr. Olewine noted that much of FPA's current equipment is 3G, and can handle most of the more recently developed standards (Ultra HD and succeeding generations.)
  - Mr. Southworth also discussed having the station provide a memorial to a long-time FPA member and producer, the late Jim Flynn.
  - Mr. Ruddell offered to help prepare a plaque in his honor.
  - Mr. Housel and Mr. Mullen also discussed preparing some footage to highlight some of his shows and many contributions to FPA.
- OLD BUSINESS: Ayme Pointer-
  - Ms. Pointer noted there was no old business to discuss.
  - 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 8:25 PM

**Executive Session began at 8:40 pm.**

**Adjourn meeting: 9:42 PM**

#### **ACTION ITEMS:**

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/Update</b>
A10-1	Mr. Southworth will confer with Google about technology and upgrades,	Mr. Southworth	26 Oct. 10	OPEN

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/Update</b>
	will bring the Exec. Director, Mr. Pena, Mr. Olewine, Mr. Ruddell, and Ms. Pointer in on that when it can happen.			
A10-2	Provide end of fiscal year financials for next BOD meeting.	Mr. Mullen	26 Oct. 10	CLOSED
A10-3	<b>Enroll at least one local merchant to support FPA Member Discount Program</b>	<b>ALL DIRECTORS</b>	<b>8 Dec. 10- revised to 23 Feb. 11</b>	<b>OPEN</b>
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	CLOSED
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

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/Update</b>
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	CLOSED
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
A11-5	FPA financial committee to meet with Dan Burdette on March 13 <sup>th</sup> , 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/	30 March 11	CLOSED

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/Update</b>
		Mr. Giarrusso		
A11-9	Review/review wording in the Operations Manual regarding use of the facilities by government agencies or private organizations	Mr. Giarrusso	31 Aug. 11	OPEN
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	CLOSED
A11-14	Arrange for portraits of Board members to be taken on	Ms. Pointer/ All BOD	26 October 11	OPEN

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/Update</b>
	premises at FPA.	Members		
A12-01	Discuss removal of "at your own risk" signs with outside counsel.	Mr. Pena/ Mr. Lawrence	25 January 12	OPEN
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	CLOSED
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	TABLED
A12-6	Skill sets and recommendations for staff PR/Communications/ Marketing position	Mr. Erausquin/ Mr. Ferguson  To BOD	28 March 12	OPEN
A12-7	Begin planning for annual membership recognition event	Mr. Bowden/ Ms. Graves	28 March 12	OPEN

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/Update</b>
A12-8	Present the FPA retirement savings plan to the Board for the December 2012 meeting	Mr. Mullen	24 October 12	OPEN