

FPA BoD Minutes – 8/30/2023 @ 7:00pm

Minutes taken by Transcriptionist on behalf of the Board Secretary on

Minutes approved by the board on 10/25/2023 @ 7:15 pm

<b>Attendance</b>	
Members of the Board in Attendance (via electronic & phone participation)	-Ruth Bennett -Steve Mullen -Gayle Yiotis -Peggy Fox -Happy Garcia -Colin Davies -Hurriyet Ok
Staff in Attendance (via electronic & phone participation)	-Chuck Pena -Rocio Lopez -Jerry Ferguson -Jay Erasquin -Arcelious Joyner
Members in Attendance	Tim Bowden

<b>Meeting Open</b>		
Call to order at 7:00pm	Ruth Bennett (Vice 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>Chuck applauds Gayle for reviewing the Notice of Member Meeting and catching a major mistake regarding one of the dates. Chuck thanks Steve for his work to save money by fixing numerous plumbing problems in the restrooms and kitchen. Chuck also appreciates Jay for his exceptional work preparing for the upcoming Member Meeting and Election.</p> <p>Colin acknowledges Peggy on her birthday (day of meeting), and all wish Ruth a Happy Belated Birthday.</p> <p>Steve thanks Rocio for her extraordinary work. He works with her very closely, and she does an outstanding job putting income</p>

		<p>information together.</p> <p>Ruth thanks all staff and Board members. She enjoys seeing everyone at the Board meetings and participating on the Board.</p> <p>Steve thanks Gayle for the well-written minutes. He only had a few minor changes. Gayle acknowledges transcriptionist Nikki for writing the minutes; Gayle edits them.</p>
Meeting Agenda	Ruth Bennett (Vice President)	<p><u>Motion to accept meeting agenda as written</u></p> <p>Ruth asks if there are any proposed changes to the agenda.</p> <p>-Steve notes that the current agenda does not include the activity he thought was planned for early in the Board meeting regarding the potential nomination of Tim Bowden to fill John Aaron's open Board seat on the FPA Board.</p> <p>-Ruth replies that this issue is not on the agenda since not all Board members agree with this nomination. Ruth wants to keep the agenda as is and address normal business first.</p> <p>Ruth asks if there are any other objections.</p> <p>-No objections. Agenda stands.</p> <p>-Meeting agenda approved unanimously with no changes.</p>
Approval of 7/26//23 Meeting Minutes	Gayle Yiotis (Secretary)	<p><u>Motion to approve July minutes as written</u></p> <p>Gayle asks if there are any changes, objections, or questions to the July minutes. There are none.</p> <p>-Peggy motions, Steve seconds, no abstain/oppose</p> <p>-July minutes approved by unanimous vote</p>

Staff Reports		
Executive Director	Chuck Peña	<p><u>Annual Member Meeting and Board Election on September 24</u></p> <p>In order to prepare for the annual Member Meeting and Board Election, Chuck notes that FPA published the Notice of Member Meeting as a legal notice in <i>The Washington Times</i> for two consecutive weeks on August 7 and 14, 2023. <i>The Washington Times</i> provided FPA with the notarized Affidavit of Publication, which verifies their publication of the notice and ensures that FPA is in compliance with the Fairfax Cable Access Corporation (FCAC) Bylaws, which allow for the notice to be mailed to all eligible voting members on the Record Date or for the notice to be published for two consecutive weeks in a newspaper of general circulation.</p> <p>-On Monday, August 7, 2023, Training Director Jay Erausquin</p>

		<p>singlehandedly mailed the Notice of Member Meeting to all FPA members qualified to vote in the annual Board election on the Record Date.</p> <p>On Tuesday, August 15, 2023, the Notice of the Record Date for the 2023 Member Meeting was posted on all outside doors of the building, as required by the FCAC Bylaws.</p> <p>-The Record Date was established by the Board as taking place on Friday, August 25. Therefore, under bylaws, FPA needed to post notice of this date 10 days prior to the Record Date.</p> <p>-Chuck thanks Jay for completing this task.</p> <p>The League of Women Voters has confirmed that they will conduct the upcoming Sunday, September 24, 2023 FPA Board Election. Chuck is meeting with one of their representatives on September 14.</p> <p>Chuck also received confirmation that FPA's corporate attorney, David Lawrence, will attend the meeting and election.</p> <p>Under the FCAC Articles of Incorporation, the deadline for individuals to submit a statement of candidacy to be nominated for a Board seat must take place no later than 30 days prior to the September 24 election. This date is August 25, the same day as the Record Date.</p> <p>Four members have submitted statements of candidacy. In alphabetical order by last name, the members are Peggy Fox, Steve Mullen, Sharon Sorbell (not running in the election by members) and Genise White.</p> <p>-Sharon Sorbel is currently choosing not to run for office in the September election.</p> <p><u>Name change from Fairfax Public Access to NOVA Public Media</u></p> <p>Chuck informs that FPA is moving forward to obtain a trademark to use NOVA Public Media as our new D/B/A (doing business as) name (replacing Fairfax Public Access).</p> <p>-Kevin Oliveira, an attorney who specializes in trademark issues, submitted an application to register the new name of NOVA Public Media with the US Patent and Trademark Office (USPTO). This will most likely take 1 year to finalize.</p> <p>-In about eight months, the USPTO will contact us with any requirements for adjustments. At the same time, they will also require us to submit evidence that we are using the new name in trade. This is fairly simple to accomplish, since a still shot of our website using the new name, course catalogs, and program guides will all suffice to provide such evidence.</p> <p>-Chuck is working with Arcelious to register some URLs, for our website, that incorporates the name NOVA Public Media.</p>
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		<p><u>Registering new name with Virginia State Corporation Commission</u>  Chuck mentions a change to his report. Initially, he stated that Steve would provide his username and password to register the new name with the Virginia State Corporation Commission because he regularly makes filings on their website.  -Chuck thanks Steve for reaching out to the Virginia State Corporation Commission about how to best proceed when registering NOVA Public Media as a “fictitious name,” (which is the commission's terminology for a D/B/A name).  -The commission staff recommended that Chuck establish his own account and password. Chuck will register, on the Commission's website, the new name shortly.</p> <p>On Wednesday, August 23, 2023, Chuck was unanimously reelected for another three-year term as Vice President of the Alliance Center Condominium Unit Owners Association. This allows Chuck, on behalf of the whole Alliance Center Board, to move forward in working to have our Alliance Center property redeveloped to increase its value. He will work with the Fairfax County Department of Planning and Development, the Planning Commission and Board of Supervisors staff to increase the property's maximum density and floor area ratio (FAR), which greatly boosts the property's value to a potential developer.</p> <p>On September 18, there is a community meeting at Luther Jackson Middle School, regarding all Merrifield area Site Specific Plan Amendment Nominations, including that of our Alliance Center. Chuck will attend with Steve Teets, who was responsible for the governmental and regulatory aspects of the Mosaic District development. Chuck brought Steve on board as an advisor to the Alliance Center as we work towards increasing our property's value.  -Chuck will send emails to appropriate Alliance Center unit owners, regarding the upcoming meeting to provide them an opportunity to attend and make comments.</p> <p>Ruth congratulates Chuck and Peggy for accomplishing FPA's name change to NOVA Public Media. Peggy says cheers to all. We all wanted it, and Chuck pushed forward.</p> <p>All congratulate Chuck on reelection. Ruth says it is for the good of FPA and appreciates Chuck for his hard work.</p>
Engineering	Arcelious Joyner	<p><u>Building Engineering: Rooftop Repairs</u>  Received additional quotes on commercial express HVAC. Prices have changed since the last report.  -\$8K for repair or \$15K for replacement of Rooftop Unit 3</p>

		<p>Quick summary of Rooftop Units 3,6,7, and 8 combined</p> <ul style="list-style-type: none"><li>- \$89K for total replacement of units currently being serviced and maintained if replaced all at once</li><li>- More cost-efficient to repair or replace as necessary until we relocate or sell building</li></ul> <p>Ruth asks about Rooftop Units. Arcelious replies that they are air conditioning units on the roof that provide AC circulating in the building, but most importantly, to keep equipment cool.</p> <ul style="list-style-type: none"><li>- Essential but costly to maintain and repair all 13 rooftop units</li></ul> <p><u>Website</u></p> <p>Arcelious is collaborating with Mark, who took over some responsibilities the Engineering Department initially handled with the old website.</p> <ul style="list-style-type: none"><li>- New website will be active by October 1. It will be tested and ready with the update by November 1. We are proud of this.</li></ul> <p><u>Adding ability to make online payments in FACIL</u></p> <p>Dave Becker successfully added an update to FACIL that includes online payments. It is currently being tested in-house with Engineering, and then Jay will test it on his local computer.</p> <p>Ruth asks if donations are possible on online payments for membership dues. Arcelious answers that membership dues can be paid online, but he is unsure about donations.</p> <ul style="list-style-type: none"><li>- There could be a category to enter donations into the FACIL database, but Arcelious says there may be a different way that donations are received. Jay or Rocio may be able to elaborate.</li><li>- Rocio says that we can send invoices through a company we work with. The focus was on setting up online membership due payments first, so we have not set up donations yet. Rocio adds that we can look into implementing this and that it may be possible to allow people to make deposits for donations through the website. Ruth and Chuck like this idea. Arcelious adds that we can talk to the web developer to add a donate button to the website, which will link to a payment page.</li></ul> <p>Happy asks if there is a comprehensive plan to replace all Rooftop AC Units and how long do we have before we move out of the building for redevelopment.</p> <ul style="list-style-type: none"><li>- Chuck answers the second part of this question. Given that we hope to sell the property, it doesn't make sense to spend up to</li></ul>
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		<p>\$95K to replace all units. A more reasonable alternative is to replace units as necessary to limp along until we can sell the building. When we move out is subject to negotiations.</p> <p>-Chuck spoke with Steve Mullen, Director of Finance, about the timeline for selling the building. Chuck and Steve Teets talked to the Senior Vice President of CBRE Bank, which specializes in real estate. We were advised that now is a bad time to sell because of high interest rates and the high cost a developer would have to pay to buy the property and construct 1-2 new buildings. Due to the high cost to borrow money, it will decrease the amount a developer is willing to pay for the property.</p> <p>-Hence, CBRE Bank advises FPA hold off on selling the building until interest rates decrease. Inflation is improving, but we have not hit the FED's goal of a 2% inflation rate. There will most likely be another quarter percent increase in interest rates before the end of the year. Once the economy and inflation stabilize, the FED will eventually drop interest rates. If we can return to where we were about 15 months ago, the value of the property will increase greatly.</p> <p>-Chuck has an upcoming meeting with a potential developer who may be self-financed, so they would not need to borrow money and we would not need to wait for interest rates to decrease. Chuck will provide more details at the appropriate time. Once an offer is made for serious consideration by the Board, all information will be provided. FPA will not decide to sell the building without Board approval.</p> <p>Under the Alliance Center Governing Documents, 80% of vote shares can force a sale by dissolving the association. Since FPA owns over 22% of the property, no sale can move forward without FPA's approval. Therefore, we cannot force a sale, but we can block one. This is advantageous, but the downside is the state of the economy and the high interest rates.</p> <p>-We have made tremendous progress in working with the Regulatory Agencies: Department of Planning Development, Planning Commission, and Board of Supervisors.</p> <p>-Currently, we do not know when we can sell the building. We will know more once the economy stabilizes, and inflation drops.</p> <p>-Once a sale is imminent, we are talking to a developer, and we can negotiate the terms of a sale, we will negotiate how long we have to vacate the premise. Thus, there is no set timeline.</p> <p>Happy asks about the lifespan of the AC units and where we are</p>
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		<p>on that timeline. Arcelious replies that the oldest unit is over 18 years old and the newest is 1.5 years old, so there is a large range of ages. The issue is with the type of maintenance agreement we had with the previous AC contractor. They did unethical work and would bypass many stages during repairs. If there was an issue with half of a split system, that company would use half of the system and cut off the other half. They would then return to do repairs on the second half that was cut off, but then the half that was working would fail because it was overworked. This greatly degraded the life expectancy of the units, and now we have to do more maintenance and repairs than would be expected. This is all in our reports from the initial inspection of the units. Arcelious was shocked by all the necessary repairs. Personally and professionally, Arcelious would not pay to replace all the units if we are potentially moving out of the building soon.</p> <p>Happy does not suggest replacing all the units at the same time, but he is concerned about the expense of repairs versus the cost of replacement. Happy also worries about reliability of the vital machines. Arcelious agrees, but he adds that repairing a unit for \$3K twice is still less than \$20K for replacement of a 10-ton unit. However, if we have to do a \$3K repair 4-5 times, replacement may be a better option.</p> <p>-\$89,315 is the total cost of replacing four rooftop AC units, which is in Arcelious' report. He broke down the repair costs as well, which is a much lower estimate.</p> <p>-Happy asks Arcelious how much have we already spent on repairs of the rooftop units, and Arcelious does not have the figure currently.</p> <p>Gayle asks Chuck and Arcelious when we can use the new name on the website. When producing a new show, she asks if we should use Fairfax Public Access or NOVA Public Media.</p> <p>-Chuck answers that he is working with Arcelious on this matter, and he has been very helpful. Chuck wanted the name "NOVAMedia" for a website even though we could not obtain the trademark. It is easier and shorter to type but unavailable. "NOVAPublicMedia.org" is long-winded.</p> <p>-We are looking at alternatives but will keep these options private to protect the domains. Chuck can speak to Gayle or the Executive Committee privately with these options.</p> <p>-We hope nothing unethical occurred, but the domain</p>
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		<p>“NOVAPublicMedia.com” was reserved slightly after the Board voted to approve use of the name at a public meeting.</p> <ul style="list-style-type: none"> <li>-We will announce the imminent name change at the September 24 Member Meeting to avoid taking members by surprise.</li> <li>-January 1 is an appropriate time for an official name change to give everyone sufficient time to prepare for the switch.</li> </ul> <p>Colin is surprised that someone registered the website name shortly after FPA’s Board meeting. Chuck hopes to register “NOVAPublicMedia.org” anyway since we are a non-profit.</p> <ul style="list-style-type: none"> <li>-Colin wonders if someone wants to sell us the domain name, and Peggy asks if we can find out who purchased it. Chuck states that people sell URLs surreptitiously through third parties, so the buyer does not know who the owner is. Chuck notes it is possible that someone electronically saw him trying to register the name. It is worrisome, but we should not speculate.</li> </ul>
Outreach	Jerry Ferguson	<p>Not much to add to report. Activities are picking up in the fall again, which is good news. The second story project is bringing in money. Jerry was recently contacted by an old member from the Reston Chamber who wants to do a series of training videos. Jerry hopes this will work out, and if it does, we may have even more opportunities in the future.</p>
Training	Jay Erausquin	<p>Not much to add to report. Jay is planning the class schedule for next semester in September. He is looking for new teachers and will ask if they have proposals for new classes. This is in the early stages, but we may have new classes next semester.</p> <p>Studio, Radio, and Premiere Editing camps are going well, so we may have two Premier camps next summer. School begins early next summer (August), so we would have to do the camps earlier in the season. Jay is planning this in the next few weeks.</p> <ul style="list-style-type: none"> <li>-The Adobe Premiere class has a maximum of 6 students in the lab, but we could have double. There was a waitlist this year, so many students could not take the class. Having two Premiere Editing camps next year could allow us to bring students off the waitlist and serve more members in the summer camps.</li> </ul>
Production	Lisa Clarke (absent)	Nothing to add to report.
Programming	Maryam Shah (absent)	Nothing to add to report. On vacation.



<p>Office Manager</p>	<p>Rocio Lopez</p>	<p><u>July 2023 Income Statement</u> (first month of new FY 2023-24) (all amounts compared to last year)</p> <p>Rocio shares her screen but notes that there is not much to report because we are only one month into the new FY.</p> <ul style="list-style-type: none"> <li>-Income from Cox and Verizon is in accrual basis (not actual)</li> <li>-Used same amount for Cox (still in accrual)</li> <li>-Verizon amount is different because we receive reports from them and calculate an estimate for monthly revenue. We still need to wait to receive checks to verify our income reports.</li> <li>-The Verizon estimates and actual numbers have always been the same, but these reports are nevertheless crucial.</li> <li>-On the other hand, Cox never sends any reports, so we can only roughly “guestimate” monthly revenue from them.</li> </ul> <p>No changes from last year in the income statement.</p> <p>Cable Support Grant Cox</p> <ul style="list-style-type: none"> <li>-FY 2022-23 Q4 payment received on August 1, 2023: \$151,336.11</li> </ul> <p>Cable Support Grant Verizon Total Income down \$7K</p> <ul style="list-style-type: none"> <li>-FY 2022-23 Q4 payment received on August 1, 2023: \$337,411.33</li> </ul> <p>Q4 combined income from Cox and Verizon: \$489K</p> <ul style="list-style-type: none"> <li>-Office suite rental income down \$3K (received payment in late June, so amount is not reflected here), training income up \$2K due to summer camps, salaries/benefits/taxes up \$8K</li> </ul> <p><u>Balance Sheet</u> (all amounts compared to last year)</p> <ul style="list-style-type: none"> <li>-Marketable securities are up \$896K due to market changes</li> <li>-Accounts receivable (Cox and Verizon cable grant) down \$52K</li> </ul> <p>Updated Balances as of August 28, 2023:</p> <ul style="list-style-type: none"> <li>-Cable: \$5,296,024</li> <li>-Non-cable: \$3,937,704</li> </ul> <p>Colin asks Rocio to return to the Income Statement. He asks why Professional Services nearly tripled (\$4-11K) and Office</p>
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		<p>Operations nearly doubled (\$19-33K). Rocio will double check, but she believes that the Professional Services increased due to payments for FY 2022-23 audited financials. Colin asks why we did not pay the auditor the year before. Rocio replies that we don't do the audit at the end of each FY but we wait to do it later. Rocio will give Colin more information on this.</p> <p>-Steve adds that he thinks the discrepancy is due to timing since there is only a one-month difference between the amounts. A delay of even a few days in receiving the bill from Auditor Dan Burnett can push the amount into the next month in the report.</p> <p>-Rocio answers Colin that Office Operations most likely increased due to HVAC expenses on Rooftop Units, but she will explore this further. She says that we do have a Maintenance Reserve, so HVAC expenses would probably not come out of Office Operations. These expenses are still in the lump sum under Office Operations, so they need to be separated into the Maintenance Reserve.</p> <p>Rocio is resigning and her last day of work is September 15. Gayle thanks Rocio for her years of dedicated service. Ruth is sad to see Rocio leave, and Peggy thanks Rocio for her work.</p> <p>-Steve is extremely saddened to see Rocio go but respects her decision to leave for family reasons. She is leaving FPA after years of doing extraordinary work and serving under three positions as Principal Accountant, HR Director and Office Manager. Steve has worked very closely with her for several years. Her work on the budget requires her to interact with all managers, and her HR work connects her to all staff. She is very appreciated by all and we wish her the very best.</p> <p>-It will be extremely hard to replace her. Rocio's Principal Accountant role is the largest part of her job responsibility. Gabby Silva helped part-time in the past. Dan Burnett worked very closely with Rocio in audit work. We are getting input from Gabby and Dan to fill Rocio's accounting role since they are active accounting/financial professionals.</p> <p>Rocio thanks Steve and the Board for their kind words. She enjoyed working at FPA for 12 years and will miss everyone.</p> <p>Steve mentions that FPA will throw Rocio a Farewell Party on Friday, September 15. The staff is currently planning this. We are sad she is leaving, but we will celebrate her work here.</p>
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## Committee Reports

Finance Committee	Steve Mullen	<p>Steve says FPA will hold an Open the Books on either the first or second Thursday of September. This always occurs before the annual Member Meeting. Steve is working with Dan Burnett to finalize the date depending on his best availability.</p> <p>Fisher Investment team briefing delayed due to busy August Board meeting agenda. Rocio's report provides a summary of the latest investment account balances for cable and non-cable.</p> <ul style="list-style-type: none"> <li>-There is no sense of urgency for the briefing and all the news is outstandingly good. There is no Board meeting in September (annual Member Meeting instead), and the next normal Board meeting is in October. If October is overscheduled, we could push the Fisher presentation to December since there is no Board meeting in November for Thanksgiving.</li> <li>-We will plan a briefing in October and then set up a quarterly briefing thereafter. Fisher will inform FPA about the current state of the financial markets and how that impacts FPA's investments moving forward.</li> <li>-Steve emphasizes that Fisher's early investment program looks fantastic. He believes we will probably need all these funds at some point. Steve asks if there are any questions (hears none).</li> </ul>
Performance Management	Gayle Yiotis	<p>Gayle is devastated that Rocio is leaving and emphasizes that she will be hard to replace. Gayle adds that the staff is doing well as usual, so there is nothing to report.</p>
Membership Development	Ruth Bennett & Colin Davies	<p>Postponed Meet-and-Greet with speaker Brian Rose</p> <ul style="list-style-type: none"> <li>-Subject (tentatively): How Internet Has Changed Broadcasting or Current Media</li> <li>-Undecided on whether it will be Zoom or Hybrid</li> <li>-Colin wants to meet people in person, and Ruth also hopes to have a hybrid event. Ruth hopes that members can meet each other and recruit crew for their shows. Attendees also enjoy the refreshments. Chuck thinks a hybrid event is possible.</li> </ul>
Operations	Hurriyet Ok	<p>Nothing to add to report. Ruth remarks that Arcelious compliments Hurriyet's work, and she thanks him.</p>
Promotional Development	Peggy Fox	<p>Nothing to add after Chuck's report on the name change to NOVA Public Media. Peggy thanks Chuck for his hard work on the name change and FPA's advertising arrangement with the Mosaic District.</p>

		Gayle researched that Dynadot Inc. out of California registered “NOVAPublicMedia.com.” Peggy says that is probably a broker, and Hurriyet notes that the buyer’s personal information is hidden. Peggy wonders if Gayle wants to reach out to them, but Gayle replies no because we don’t want “.com” anyway.
COVID Transition	Happy Garcia	Happy is monitoring the evolving Covid situation. Ruth mentions that there are more outbreaks with different variants. Happy says that the numbers this morning (August 30) are low, and that the situation is safe. There is a .9% positivity rate and deaths are low. There is a spike because people have returned to normal activities and are not wearing masks as much.  Happy will inform all of any changes or concerns immediately. Ruth thanks Happy for his continued work and vigilance.
Strategic	John Aaron (resigned)	Strategic Committee on hold: John Aaron resigned -Hopefully back in near future when John’s replacement is appointed.
Outreach	Isaac Asare (absent)	Isacc not present. Report at future meeting.

Meeting Close	
Unfinished Business	<p>Steve introduces Tim Bowden, who is present in the Zoom Board meeting. Steve is pleased to have him join. Steve already sent a copy of his resume to the Board and staff. Tim served on the FPA Board in the past but was not able to remain on the Board. Steve is glad that Tim is available now since John Aaron resigned a few months ago.</p> <p>-Steve is nominating Tim Bowden to fill John Aaron’s vacant Board seat, which is an appointed (not elected) FPA Board seat.</p> <p>Colin asks Steve about the timing of the nomination. Steve answers that John Aaron was appointed to the Board. There is one appointed Board position each year to bring in expertise we may not have on the Board.</p> <p>-Other Board members are elected by members, but they may choose to elect people who do not satisfy all technical expertise or requirements we need to operate FPA successfully. John Aaron resigned for another job, so Steve says we need a replacement with strategic planning and financial expertise. We are trying to appoint another financial expert in a</p>

similar way to how we appointed John Aaron to the Board.

-Tim has strategic planning experience and served on the Board previously, so he seems like a suitable candidate. Steve adds that we have benefitted from his work in the past and that we are fortunate he is currently available.

Colin commends Tim's resume but emphasizes that Steve is nominating Tim, not the whole Board. Colin wishes that the process for nomination was clarified and that there was an ongoing search for John's replacement. If all Board members were informed that they could scout and nominate individuals, other Board members may have found qualified candidates. Colin finds it unfair that one Board member is looking to appoint someone to the Board when other Board members do not have alternative candidates prepared.

*[NOTE: The statement "that one Board member is looking to appoint someone to the Board" is incorrect. One Board member cannot appoint someone to the Board. A Board member can nominate someone to be appointed. The entire Board would then vote to appoint the nominated person to serve on the Board.]*

Furthermore, since there are four people seeking election to the Board via member vote, having one Board member appoint someone to the Board may look maneuvered.

*[NOTE: Again, the statement "having one Board member appoint someone to the Board" is incorrect. One Board member cannot appoint someone to the Board. A Board member can nominate someone to be appointed. The entire Board would then vote to appoint the nominated person to serve on the Board.]*

-Colin says that he first heard about this issue when Steve said he found someone to fill John's Board seat. He wants the process delineated for appointing an individual to the one appointed Board seat and asks who comes up with suggestions.

-Steve answers that, historically, anyone can nominate candidates. Routinely, the appointed position is reserved for someone with expertise in a field otherwise not represented on the Board.

-Colin wishes that all Board members were asked to look for financial experts to replace John's Board position and instructed to return with options in a month. Colin contends that this never occurred.

-Gayle remarks that the Board knew it needed to appoint John's replacement, so another Board member could have certainly brought

	<p>forth an alternative candidate. Colin reiterates that we never discussed the criteria for John’s replacement, but Gayle says we knew we needed a Strategic Planner. Happy agrees with Colin that the Board never agreed on the job requirements necessary for this appointed role.</p> <p>Ruth suggests closing the session to converse privately as a Board.</p> <p>Ruth comments that previously the Board would meet a candidate, talk to them informally, and then discuss their candidacy privately as a Board, as opposed to debating it in front of the candidate.</p> <p>Open Board meeting closed for private Executive Session to discuss matter further. All other staff and/or members exit Zoom at this point.</p>
New Business	None
Confirm Future Meeting Dates	Wednesday, October 25 (tentatively)
Adjournment at 8:00pm	Board meeting adjourned in closed session by Executive Committee. Open Session adjourned at 8:00pm.