

FPA BoD Minutes – 12/13/2023 @ 7:07pm

Minutes taken by Transcriptionist on behalf of the Board Secretary on

Minutes approved by the board on 1/31/2024 @ 7:15pm

Attendance	
Members of the Board in Attendance (via electronic & phone participation)	-Ruth Bennett -Steve Mullen -Gayle Yiotis -Peggy Fox -Happy Garcia
Staff in Attendance (via electronic & phone participation)	-Chuck Pena -Arcelious Joyner -Jerry Ferguson -Jay Erausquin -Maryam Shah -Gabriela Silva -Steven Jackson
Members in Attendance	n/a

Meeting Open		
Call to order at 7:07pm	Ruth Bennett (Vice President)	-Reminder of Code of Conduct  -Acknowledging conflict of interest in Board Code of Conduct  Acknowledgements & Accolades:  Chuck thanks Gabby Silva for performing part-time accountant duties on weekends. Steve Mullen (SM) adds that she was integral in helping hire a new accountant. Chuck also thanks Rocio for training her replacement Steven Jackson (SJ). All applaud Gabby and Rocio's tremendous contributions to helping Steven Jackson transition into the full-time accountant role. Jay's role will be expanded to include office manager duties.

		<p>Chuck acknowledges Jay and Maryam for orchestrating the upcoming holiday luncheon on Monday, December 18.</p> <p>Steve commends Gayle for organizing the well-written minutes. Gayle acknowledges transcriptionist Nikki for writing the minutes.</p>
Meeting Agenda	Ruth Bennett (Vice President)	<p><u>Motion to accept meeting agenda as written</u></p> <p>Ruth ensures that all received the emailed agenda. She asks if there are any corrections or changes to the agenda.</p> <p>-No objections. Agenda stands.</p> <p>-Meeting agenda approved unanimously with no changes.</p>
Approval of 10/25/23 Meeting Minutes	Gayle Yiotis (Secretary)	<p><u>Motion to approve October minutes as written</u></p> <p>Gayle ensures that all received the emailed minutes. She asks if there are any changes, objections, or questions to the October minutes. There are none.</p> <p>-Steve Mullen (SM) motions, Happy seconds, no abstain/oppose</p> <p>-October minutes approved by unanimous vote</p>

Staff Reports		
Executive Director	Chuck Peña	<p>Chuck emailed his full report to all board members. He invites anyone to ask him any questions. He will cover report highlights now.</p> <p>Unfortunately, when the FCC adopted rules on digital discrimination in November, they did NOT accept recommendations put forth by the city of Philadelphia and other municipalities advocating for local governments to once again (as had been in place prior to a 2002 FCC reclassification of internet service) have some regulatory authority over internet service providers.</p> <p>-Before the 2002 FCC reclassification of internet service from a telecommunications service to an information service, FPA received 8/10 of 1% of internet service revenues. After the FCC reclassified internet from a telecommunications to an information service, FPA ceased</p>

		<p>to receive revenue from internet services. Local governments could no longer impose franchise fees, or collect other revenue from internet services.</p> <p>-The possibility of receiving internet service revenues once again in the future would have been the simplest way for FPA to solve our problem of diminishing revenues, even though we would not have received funds overnight. If the FCC had voted to restore regulatory authority of internet services to local governments, the Virginia General Assembly would have most likely imposed the 5% Communications Service and Use Tax on customers who use internet services. This could have possibly established a precedent for us to work with Fairfax County or the General Assembly to again collect 8/10 of 1% of internet service revenue during the upcoming cable franchise renewals in 2026.</p> <p>Steven Jackson (SJ) has been hired as FPA's new accountant. He has over 16 years of experience and a finance degree from Virginia Commonwealth University. We welcome him to FPA.</p> <p>Director of Training Jay Erausquin is now also our new Office Manager. He previously performed some of these duties. Jay would like a letter detailing his new responsibilities. Chuck and Gabby will compose this.</p> <p>A catered holiday luncheon is planned for 1 p.m. on Monday, December 18 at the FPA studios. Jay and Maryam organized the luncheon, which is open to all staff and Board members.</p> <p>Ruth thanks Chuck for his efforts to get FPA more money.</p> <p>-Chuck spoke with Steve Mullen (SM) about applying for grants. Chuck also asked Arcelious about registering FPA at grants.gov to apply for government grants. Chuck wanted to apply for a grant to promote the Affordable Connectivity Program, which provides low-income households with access to internet services.</p>
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Engineering	Arcelious Joyner	<p><u>Comprehensive preventive maintenance on HVAC units:</u>          -Only 1 of 13 rooftop units had an issue (3 were replaced in the last few years; no issues with newer units)          -Arcelious will send Chuck the report on the repair for the 1 smaller rooftop unit once it is sent to him.</p> <p>Arcelious thanks Happy for identifying an issue last Monday regarding the Studio C amplifier. He placed an order for a new amplifier for the Control Room speakers, which should arrive by next week or before the next production.</p> <p><u>Correction to report:</u> Jay finished testing FACIL version, so this is completed (not a current project). We will distribute the new version during the January hiatus, beginning January 2, 2024.</p> <p>Installing new digital audio consoles in all 3 control rooms during hiatus. We already received and preconfigured all 3 consoles. Testing began with Lisa, Sam, and Jay. They are offering feedback about some configuration settings.</p> <p><u>Extensive list of tasks to complete during January hiatus:</u>          -Cablecast servers/iTX replacement: commissioning completed; training in first or second week of January          -New in-house Ross Ultrix video router has been replaced and commissioned.</p>
Development and Outreach	Jerry Ferguson	<p>Nothing to add to report.          Jerry says that there has been a lot of filming, editing, and income.</p>
Training / Office Manager	Jay Erausquin	<p>Few items to add to report.</p> <p>-Jay notes that FPA sent out a survey to the membership last week and will do this more frequently moving forward. Questions included ideas for the station, uses of WRLD and Studio C, getting an LED wall, and developing an</p>

		<p>online merchandise shop to promote the community and station.</p> <p>-Announcements for 3 training workshops for audio mixers will be sent in January. Refreshers are mandatory to volunteer as an audio operator, and 17 people are already registered.</p> <p>-Holiday party on Monday, December 18</p> <p>-Preparations for next semester are underway (3 classes finish this week).</p>
Production	Lisa Clarke (absent)	Nothing to add to report. She is currently teaching a class.
Programming	Maryam Shah	<p>If the Board gives early notice next year (during July to December renewal season), Maryam can present dates to block off an evening in early December for an off-site holiday party.</p> <p>All in report.</p> <p>End-of-year numbers will be available next month.</p> <p>The Toys for Tots and Coat Drives are going well and receiving many donations. Maryam will take a photo for the newsletter before delivering the toys to the Merrifield Fire Station this Friday. Peggy wants to use the photo of donations and FPA staff on social media to show FPA's commitment to the community.</p>
Accounting	Steve Mullen and Gabriela Silva	<p>Gabby introduces new accountant Steven Jackson (SJ), who began employment on November 16. He has taken ownership of the daily responsibilities and has many years of accounting experience (from Odell Simms, Inc. in Tysons Corner).</p> <p>Gabby thanks Rocio for helping SJ acclimate to this new role. He will soon present the financial Board reports.</p>

		<p>SJ is glad to be at FPA. He appreciates Gabby and Rocio for assisting in this transition and plans to continue learning the operation during the next few months.</p> <p>Steve Mullen (SM) will email the full financial report later (before January Board meeting). Highlights will be presented now.</p> <ul style="list-style-type: none"><li>-Numbers still need to be reconciled. Bank statements for November arrived this week, so the report is as of October 31.</li><li>-Board meetings are normally at the end of the month, so SM mentions that we need more time to reconcile investment and income information.</li></ul> <p><u>FPA Financial Statement Highlights – October 2023</u> <u>(amounts compared to FY23 Q1 actuals)</u></p> <ul style="list-style-type: none"><li>-FY24 Q1 actuals down compared to FY23 Q1 actuals</li><li>-FY24 Q2 accruals adjusted based on FY24 Q1 actuals</li></ul> <p>Total Cable Support Grant Cox: FY24 Q1 down \$17K (\$145K) Total Cable Support Grant Verizon: FY24 Q1 up \$1K (\$331K)</p> <ul style="list-style-type: none"><li>-Q2 in accrual (actual not received yet): payment usually arrives in first to second month after quarter ends</li></ul> <ul style="list-style-type: none"><li>-Overall revenue is decreasing</li><li>-Cox down 13% (\$84K) and Verizon down 12% (\$160K)</li><li>-Total revenue (\$476K) down \$244K and 12%</li></ul> <p><u>Income Statement:</u> salaries/benefits/taxes up \$18K, facility expenses up \$10K due to HVAC repairs, office operations expense up \$23K due to an increase in non-capital expenses and internet fee for extra internet line (nova.org)</p> <ul style="list-style-type: none"><li>-Professional services up \$15K due to first payment for FY23 audit and Fidelity management fees</li></ul> <p><u>Statement of Financial Position:</u> marketable securities up \$2 million due to market changes</p>
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Committee Reports		
Finance Committee	Steve Mullen	<p>Steve expresses disappointment that FPA will most likely not receive additional revenue from ISPs. After Democrats selected the fifth member of the FCC, we hoped that FPA may eventually earn fees from internet. With cable revenues continually diminishing and no change in sight, we must find additional revenue streams. Based on our estimates, there will be about a 10% cable revenue reduction in the next several years, and we may not have enough funds to cover our budget in 5-8 years.</p> <p>-The strategic plan will be crucial in finding a solution.</p> <p>-Fisher Investments has helped extraordinarily in earning FPA revenue. We will receive a briefing in early 2024 with details. This presentation was deferred due to superb returns.</p> <p>Chuck mentions that Nancy Werner, who authored the comments to the FCC, believed that they would be accepted once the third Democrat was appointed to the FCC. When she communicated this to Chuck, Gigi Sohn was the nominee, who was considered by some to be more controversial than the eventual new FCC member, Ana Gomez.</p> <p><u>Potentially Expanding Jerry's Video Production Services</u></p> <p>Peggy notes that preparing a strategic plan is a wonderful goal, but currently, we could expand Jerry's video production services. Even though people can create their own videos, we are the experts and developing a business could fix our financial predicament. Businesses,</p>

		<p>organizations, and non-profits still come to us for filming, so we could expand this aspect of FPA.</p> <p>-SM likes the idea. Fee for service revenues were decreasing in the past. However, if Jerry can boost profits with more support, then this approach could be beneficial.</p> <p>-Peggy adds that Jerry could expand operations with a team.</p> <p>-Jerry emphasizes that this will only be lucrative if the profits outweigh the cost of marketing and hiring additional employees. Peggy and Happy favor taking risks and spending money to make money. Happy supports Arcelious' past idea of buying equipment and offering classes on how to use everything.</p> <p>-Peggy proposes spearheading a committee to consider this further (marketing, cost, etc.), and Happy offers to assist her.</p> <p>-Ruth suggests that Peggy, Happy, and Jerry meet about this and report back next month.</p> <p>-Peggy and Happy also want to reduce the distribution time from 1 year to 1 month or so since it could entice other companies to create programs. Peggy adds that we have safeguards in place to prevent selling products on air. YouTube is hurting us, but we can promote the advantages of using FPA to create content.</p> <p>-Chuck advocates for keeping the distribution time at one year because changing it could suggest that content can be produced for purposes other than the required sole purpose for cable public access purposes. FPA controls distribution rights for one year, but material can still be shown on other public access channels (which are still cable public access). Happy mentions that reducing this time to one month would allow people to monetize the videos on YouTube, which Chuck emphasizes is a problem. Happy and Peggy still want to look outside the box since our rapidly diminishing profits are an existential threat.</p>
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Performance Management	Gayle Yiotis	<p>Nothing to report.</p> <p>Steven Jackson is FPA's new accountant, and Jay Erausquin is the new Office Manager. Rocio held three positions (Accountant, Office Manager, and HR Director), so Gabby and Gayle are meeting with an HR company to fill the final role.</p>
Membership Development	Ruth Bennett & Colin Davies (absent)	<p>Ruth reports that she and Colin are planning a Meet-and-Greet for Women's History Month in March with the new organization, the National Center of Women's Innovations.</p> <p>-Ruth will speak with her contact (founder Jane Plitt) after the holidays and report back next meeting regarding potential dates.</p>

Operations	Hurriyet Ok (absent)	Nothing to add to report.
Promotional Development	Peggy Fox	<p>Nothing to add to report.</p> <p>Peggy asks about the status of the name change. Chuck reiterates that our legal counsel has advised us that this summer (in or around July) we may receive notice from the U.S. Patent and Trademark Office of a need to modify our proposed trademark and we will certainly need to show that we are using the new name in trade. As such, we will do a soft launch to show that we are using the new name in trade for the next six months. The July through December 2024 Course Catalog and the July through December 2024 Schedule of Classes will use the new name to satisfy this requirement. The hard launch will occur after the U.S. Patent and Trademark Office's decision. Chuck will provide more details next month.</p> <p>Chuck and Peggy favor using both names initially to ease into the transition and inform the public of the name change. However, Chuck cautions about using the new name before Summer 2024 in case alterations need to be made.</p> <p>-Peggy and Happy ask for clarity on what a soft launch entails, and Chuck agrees to write up the details. A hard launch would be ceasing to use the FPA name and switching entirely to the new name, NOVA Public Media.</p> <p>Gayle wonders why the Course Catalog won't have the new name until July. Chuck answers that the January to June course catalog is already set and sent out. We will not use the name elsewhere until hearing back from the U.S. Patent and Trademark Office to avoid any potential unnecessary expense if we are required to alter materials or if our trademark application is denied. Peggy asks if we can make promos to inform members about the imminent name change, but Chuck is hesitant in case we need to make modifications (or the application is denied).</p>

		<p>Jay will start working on the July to December schedule in April. He needs to finalize the classes, contact teachers, and reserve equipment. Then in May, Jay can design the cover and catalogs. By the first week of June, the Catalogs and Schedule of Classes are delivered to the County libraries and ACE public school partners. The summer camp catalogs have already been distributed.</p> <p>Programming has a viewership and listening guide for TV and radio programs, respectively. Jay suggests putting both names on these materials for the March and April batches. He distributes 50 or more catalogs every month.</p> <p>Jay notes that Chuck and Arcelious have been working to secure the necessary domain names for the transition, but he is unsure when staff emails will change from FCAC.org.</p> <p>Maryam highlights that many programming elements need to change when FPA transitions to NOVA Public Media. These include the TV and radio channel guides as well as the numerous visual and audio elements in channel bulletin boards. Therefore, this is a large endeavor that requires many more changes beyond print, emails, and web materials.</p> <p>Gayle wonders if we could give lectures in libraries, high schools (producers must be 18), and colleges to promote FPA. Peggy suggests designing a flyer to distribute to art, communication, and media departments.</p> <p>-SM reminds all that Jay has an orientation program discussing what is possible at FPA that airs periodically on Channel 10. He suggests including when this airs in all distributed promotional materials. Peggy and Gayle favor delivering this information on cell phones or TikTok to reach more young people.</p>
COVID Transition	Happy Garcia	Nothing to report.
Strategic	Vacant	

Outreach	Vacant	Outreach Committee on hold: Isaac no longer on Board Hopefully back when Isaac's replacement is nominated to Board
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Meeting Close	
Unfinished Business	- New Name Transition Timeline  -Meeting with Two Prospects for Open Board Positions: Ruth and Chuck will determine who will choose the meeting date.
New Business	None
Confirm Future Meeting Dates	Next meeting: Wednesday, January 31, 2024 at 7pm
Adjournment at 8:29pm	Gayle motions, Steve Mullen (SM) seconds, all in favor -December Board meeting adjourned at 8:29pm  Steve Mullen (SM) thanks Ruth for chairing the meeting.