

*DRAFT FPA Board Meeting Minutes*

*February 27, 2013*

**Open meeting:** 7:04 pm, Quorum reached at approximately 7:14

**Attendance:**

**BOD:**

- Ayme Pointer
- Bob Giarrusso
- Georgia Graves
- Jim Housel
- Jim Southworth
- Steve Mullen
- Jim Burke

**FPA:**

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

**Guests**

- Dan Burnett

**FPA BOD Officer Activities:**

- President: Ayme Pointer
  - Call meeting to order:
    - Ms. Pointer reminded everyone to acknowledge any conflicts of interest, and reminded the BOD to adhere to the voluntary Code of Conduct
    - The January 2013 Board minutes were tabled for consideration and amendment
    - The agenda for the February 2013 BOD meeting was approved
  - Conflicts of interest: None

- Guest: Independent Auditor Dan Burnett
  - Mr. Burnett presented the draft independent auditor's report to the Board.
  - He noted that this was an "unqualified clean" opinion, that FPA's finances continue to be reviewed using GAAP accounting procedures, and that no material changes were required.
  - Mr. Burnett noted that the additional payments of \$ 328, 464 from Verizon were recognized in part from FY 2012, and the rest from previous years.
  - He also observed that FPA has paid down the building debt by approximately \$1M from 2011-2012.
  - Mr. Burnett stated the attorney's opinion that transfer of funds from cable to non-cable was an internal accounting function and does not give rise to a "UBIT" taxable event, because of FPA's 501(c) 3 status as debt-financed property.
  - Mr. Mullen stated that the reason FPA asked for a legal opinion in July was to confirm that the fund transfers were not a taxable event.
  - Mr. Mullen also reiterated that FPA would transition from using QuickBooks for our accounting to a more comprehensive general-ledger accounting program.
  - Mr. Burnett suggested that fixed assets, accounts payable, inventory and accruals were the primary categories we needed to track.
  - Ms. Lopez stated that she did not have a preference for an accounting program.
  - Mr. Burnett stated that he intended to accompany Mr. Mullen, Ms. Lopez, and Gabby Silva test out some different accounting programs to analyze their performance.
  - Mr. Olewine said that he would want to be involved in the process once the program is chosen, whether a web-based program or a dedicated machine would be used.

- Office Manager: Rocio Lopez
  - See the distributed February Income Statement Highlights
  - Ms. Lopez observed that the Cox cable grant was down \$25K from this time last year
  - FPA has also received the \$180 K payment from Verizon.
  - Mr. Mullen noted that 6 months into FY 2013, we were at exactly 50% of our expense budget.

**FPA Executive Director's Activities:**

- Executive Director's Report: Chuck Pena
  - See the distributed January Executive Director's report, which includes the Staff reports

Highlights:

- Angelika Film Center will be providing FPA with two months of onscreen advertising in exchange for FPA's underwriting of FPA's Black History Month.
  - He stated that average attendance at Angelika is approximately 30,000 customers each month.
  - Verizon has agreed to provide FPA with Channel 36, as originally discussed when FPA applied for the fourth channel.
  - Mr. Pena thanked Rick Elrod for his assistance supporting FPA in having Verizon install a return monitor feed and five cable boxes.
- Operations Director: Steve Ruddell
    - Mr. Ruddell thanked Steve Mullen, Ayme Pointer and Rocio Lopez
    - He stated that there have been problems with the curtain rail in Studio A over the news set, and has received a bid for \$2,900, to "protect our investment in the curtains."
    - Mr. Ruddell noted that the tribute to late FPA producer Jim Flynn was successful, and the members appreciated the opportunity to honor his many contributions.

- He also discussed possible dates for the September membership meeting.
- Mr. Southworth brought up the request for a handicapped door for better wheelchair access for our members.
- Mr. Southworth suggested an actuator could be added to the fire doors to provide better access.
- Mr. Ruddell also mentioned that they were taking bids to convert old accounting records and other documents (currently stored upstairs) into electronic format.
- Engineering: Daniel Olewine
  - See engineering report.
  - Mr. Olewine said that FPA has purchased the AED Automated External Defibrillator, and is in the process of scheduling training for the staff.
  - He also noted that FPA has 6 new JVC HD field cameras.
  - Mr. Olewine also noted that the Verizon FiOS return feed has been installed.
- Outreach: Jerry Ferguson
  - See outreach report.
  - Partnered with the Office to Prevent and End Homelessness, and the Office of public-private partnerships, putting something together to make a video presentation for the 100,000 Homes Project, to get financial support for preventing and assessing homelessness.
- Training: Jay Erasquin
  - Mr. Erasquin announced a new partnership with ActivityRocket.com, a website for parents to log in and plan activities for their children
  - FPA Summer Camp dates have been posted on their website.
  - Mr. Southworth suggested that an edited version of FPA's live virtual tour program may be helpful.

- Mr. Erausquin stated that FPA is offering a free 3 hour session for all FPA- certified field camera members to learn how to use the new HD cameras. Over 100 members eligible to take them, only 4 sessions currently scheduled, may need to add more.
- Programming Director: Maryam Shah
  - See distributed staff report
  - Ms. Shah stated that the tentative launch date for new channel has been scheduled for May 1, 2013.
  - Mr. Housel asked which programs and producers would move to that station. Ms. Shah replied that outside producers (shows not produced at FPA or by Fairfax County members and residents) and sponsored shows would be moved automatically.
  - Some producers will also be given incentives to move to the fourth channel, in part to examine the development of blocks of programming
  - She believes that the slots that are opened up should be filled quickly.
  - Some religious content will remain on Channel 10.
  - Ms. Shah also said that FPA will consider acquiring PEG media programming, as well as some public domain shows.
  - Mr. Burke asked how open time slots would be allocated. Ms. Shah explained that each show will continue to run three times each week.
  - Mr. Housel asked whether Ms. Shah will continue planning community interest issues each month. She stated that FPA will continue to continue to evaluate this, and timely programming to reflect community interests, going forward.

**FPA BOD Director's Activities:**

- Treasurer and Director of Finances- Steve Mullen:

- Mr. Mullen and Mr. Giarrusso met with Mr. Perea of Burke & Herbert Bank regarding the FPA Retirement Plan.
  - He stated that by having an independent administrator, FPA would have access to greater flexibility in choosing investments. He noted that there would be about a 1% cost to members of the plan for Burke & Herbert's administration of the plans.
  - Mr. Mullen also stated that FPA would pay some of the fees, and also provide matching funds for employees. Exact figures were still being examined.
  - He stated that he hoped to have a plan selected by July when the next fiscal year begins.
- Director of Community Development: Georgia Graves
  - Ms. Graves gave an overview of community events.
  - She mentioned that the Dulles Reston Chamber of Commerce meets next Monday.
  - Mosby's Raid- coverage?
  - March 11<sup>th</sup> - Valor Awards at McLean Hilton- honoring Public Safety honorees in the community.
  - Fairfax Chamber of Commerce meeting March 14<sup>th</sup>.
  - Best of Reston- Hyatt Reston Ms. Graves recommends we get a table for the Board-Thurs. April 11<sup>th</sup>.
- VP and Director of Member Development: Bob Giarrusso
  - Mr. Giarrusso stated that he is working with Mr. Ruddell and the membership committee to plan improvements for our members as they transition from training to producing, and networking more experienced members with recent members for mentoring
- Director of internal Affairs- Jim Housel
  - Mr. Housel recommended annually reconstituting the Operations Committee

- He asked to approve a motion for the board to reauthorize the operations committee tonight, and each year starting in October 2013, to include 2 board members, including the Director of Technology Development and another Board member who will serve as Chair, the Exec. Director, another FPA staff member and 3 FPA members selected by the committee.
  - The motion passed unanimously.
- Director of Technology Development: Jim Southworth
  - Mr. Southworth is facilitating Skype interviews for different producers.
  - He is also receiving live feeds simultaneously from different continents, using I-phones and other cutting edge technology.
- Director of Performance Development- Jim Burke
  - Mr. Burke asked about employee training, Ms. Pointer stated that will be covered at the offsite.
  - He asked about the FPA closing policy for bad weather- and whether we should we continue to follow local university (NOVA) schedules.
  - Using the FPA facility more fully as opposed to opening up additional sites.
  - Mr. Mullen stated that part of the reason for expanding beyond the current facilities to make it easier for members from other parts of the county to participate.
  - Mr. Ruddell and Mr. Pena also commented on the difficulties inherent in keeping the station open later, and that it was still open discussion if there is a demonstrable interest from a significant number of members.
  - Mr. Pena described reasons why the FPA's schedule mirrors that of NOVA.
- Secretary- Todd McAllister

- Mr. McAllister was unavailable for this meeting
- The next regularly scheduled BOD meeting will be held on 3/27/13.

**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	OPEN
A10-3	Enroll at least one local merchant to support FPA Member Discount Program	ALL DIRECTORS	8 Dec. 10- revised to 23 Feb. 11	OPEN
A10-4	Research FPA Operations Manual, Articles and By Laws regarding language re: creating a position	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	Mr. Pena, Mr. Housel	8 Dec. 10	OPEN



<i>Action Identifier:</i>	<i>Action:</i>	<i>Responsibility:</i>	<i>Date:</i>	<i>Status/ Update</i>
	BOD meeting			
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	OPEN
A11-3	All BOD members not already photographed to have their portraits taken for FPA Board section	Mr. Selim Mr. Porzio	26 Jan. 11	OPEN
A11-4	All BOD members not already photographed to have their portraits taken for FPA Board section	Mr. Selim Mr. Porzio	26 Jan. 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 13th, 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

<i>Action Identifier:</i>	<i>Action:</i>	<i>Responsibility:</i>	<i>Date:</i>	<i>Status/ Update</i>
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 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)

<i>Action Identifier:</i>	<i>Action:</i>	<i>Responsibility:</i>	<i>Date:</i>	<i>Status/ Update</i>
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 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
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/	28 March 12	CLOSED

<i>Action Identifier:</i>	<i>Action:</i>	<i>Responsibility:</i>	<i>Date:</i>	<i>Status/ Update</i>
		Ms. Pointer		
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
A12-8	Present the FPA retirement savings plan to the Board for the December 2012 meeting	Mr. Mullen	24 October 12	OPEN
A12-9	Review and report on options for satellite office/FPA expansion in Fairfax County	Mr. Pena, BOD	24 October 12	OPEN