

FPA Board Meeting Minutes

June 27, 2012

Open meeting: 7:10 pm

Attendance:

BOD:

- Jim Housel
Ayme Pointer
- Tim Bowden
Bob Giarrusso
- Ahmed Selim
- Jim Southworth
- Steve Mullen
- Georgia Graves
- Jim Burke

FPA:

- Chuck Pena
- Jay Erasquin
- Jerry Ferguson
- Rocio Lopez
Daniel Olewine
- Steve Ruddell
Maryam Shah
- Mike Stoeckle

Guests:

- Ms. _____ (Tim Bowden Guest)

FPA BOD Officer Activities:

- Acting President: Jim Housel (Note. Jim was participating via phone, since he was attending his Son's Graduation Ceremonies from Marine Basic Training.)
 - Called meeting to order: quorum at 7:10 pm.
 - Conflicts of interest: None
 - Mr. Housel asked everyone to adhere to the Board's voluntary Code of conduct.

- The agenda for June BOD meeting was presented. Motion to accept the Agenda made by Ahmed Selim, seconded by Tim Bowden. Unanimous vote to approve. Agenda accepted.
- Jim Housel welcomed new Board Member, Jim Burke, to the FCAC Board. Jim Burke thanked the FCAC Board for appointing him to the Board, and stated that he looked forward to serving FCAC in the future in his new role as Board Member. (Note. Mr. Burke served FPA previously as President of the FPA Radio Guild.)
- The draft minutes for the May BOD meeting had been submitted to the Board and Staff for approval, but not everyone had an opportunity to review them, and since Bob Giarrusso was not able to attend the meeting, all agreed to defer the approval of the previous minutes to a future Board Meeting.

FPA Executive Director's Activities:

- Executive Director's Report: Chuck Pena-
 - Mr. Pena used notes from his Monthly Staff Report to provide his report.
 - Mr. Pena led a discussion about the FCAC Directors and Officers/Executive /Employment Practices Liability Insurance. This liability insurance coverage is currently \$1 million per year/\$1 million per occurrence. In order to better protect FCAC and FCAC resources, Mr Pena suggested that this insurance coverage be raised to \$2 million per year/\$1 million per occurrence. Discussion ensued. Mr. Pena was asked about the premium expense increase for the added insurance coverage. He estimated that the premium would increase by approximately \$400 per year. Consensus that the additional liability insurance was worth the added expense. MOTION. Increase the FCAC Directors and Officers/Executive/Employment Practices Liability Insurance to \$2 million per year/\$1 million per occurrence. Moved by Ahmed Selim. Second by Jim Southworth. Motion passed by unanimous vote.
 - Mr Pena recognized and thanked those on FPA Staff who helped make both "Celebrate Fairfax" and "Taste of Reston" a success. Staff was on hand at both events to pass out information and promotional materials. He also recognized Board members, Ayme Pointer and Bob Giarrusso, for their participation, together with the FPA Staff, during "Taste of Reston."
 - Mr. Pena recognized Director of Programming, Maryam Shah, for her excellent work to meet the threshold of non-repeat, locally-produced programming, during the 16-week test period that will end on July 9,

2012. This programming and documentation of the programming is needed for the acquisition of the fourth FPA channel on Verizon FIOS.

- Mr. Pena discussed the need to change the current rules for when compensatory time earned can be taken by FPA Staff. Current FPA Employees Handbook rules require employees to use compensatory time during the same time period that it is earned. It is not always practical for employees to use compensatory time within that pay period. MOTION. Authorize the Executive Director to grant extensions of time for taking the earned compensatory time. Moved by Tim Bowden. Second by Jim Southworth. Consensus that the change was needed. Additional discussions centered on whether a time limit should be imposed for completion of (the use of) compensatory time previously earned. All agreed that imposing a time limit was not necessary. Motion approved by unanimous vote.
- Mr. Pena confirmed that the FPA Policies and Procedures Manual had been revised to reflect the Board-approved requirement that producers using FPA Facilities and equipment must provide FPA with their address of legal residence. The manual now reads as follows:

“IV. EQUIPMENT AND FACILITIES USE, AND LICENSING AGREEMENT:
Any member must be properly certified by FPA in order to use FPA equipment or facilities. Further, any producer requesting the use of FPA equipment must be properly certified and must provide FPA with his or her address of legal residence. Any producer using FPA equipment or facilities will sign a written agreement under which the producer agrees to pay for the costs of replacement or repair of FPA facilities or equipment that is damaged. Any person who misuses or abuses any FPA facility or equipment agrees to pay for the costs of replacement or repair. This shall include FPA’s expenses and losses, legal proceedings, and attorney fees, as well as other obligations.”
- Mr. Pena was informed by the County Division of Cable Communications Policy & Regulation that formal negotiations between the County and Cox Communications regarding the franchise renewal were scheduled to begin on Friday, June 22, 2012. The Division Director, Rick Ellrod, contacted Mr. Pena to request clarification regarding some of the items contained in his testimony, regarding FPA’s best needs and interests during the upcoming Cox Franchise Agreement period that was given before the Fairfax County Consumer Protection Commission in May 2011. Mr. Pena provided the requested information to Mr. Ellrod.
- Mr. Pena recognized Mike Stoeckle for all his efforts in getting FPA back on line after the Storm disrupted power to the area and to FPA facilities. Mike did a terrific job in getting FPA back on line after power was

restored, while Danny Olewine was out of town during this unexpected emergency condition.

- Operations Report: Steve Ruddell-
 - Mr. Ruddell indicated there are a considerable list of projects that will be done during the week of hiatus from July 9 through July 13. These projects are listed in his monthly staff report.
 - The air conditioning work will be done from July 9 through July 13. Both floors will have vents replaced. New motherboards to operate the system and new heating and cooling zones will be added to better balance the outer and inner parts of the building.
 - The fixed asset inventory will be conducted at the end of the month, which is the end of FCAC's fiscal year. Bar codes are being added to each piece of equipment to help ensure more accurate inventories in the future. Mr. Mullen complemented the FPA Staff for taking this important initiative to improve the fixed asset inventory.
 - The week after hiatus, FPA will be having an equipment sale. Notice of the sale will be sent to all members as soon as the exact dates are confirmed.
 - See the June 2012 staff report for additional details.

- Engineering Report: (Daniel Olewine was not able to attend the meeting.)
 - Will be provided at a later time.

- Training Report: Jay Erausquin-
 - Mr. Erausquin stated that a successful FPA orientation was conducted on June 7, 2012.
 - FPA continues to update course materials for Audio Production course, Technical Directing course, and for TV 101 and Radio Camp.
 - Mr Erausquin is working with Park Takes Magazine on the fall FPA ad.
 - Mr. Erausquin reported on the completion of the DC Mobile Ads project, which is set to run from July 1 thru July 5, 2012. Thank you Maryam Shah for help in creating the ad.

- Outreach Report: Jerry Ferguson-
 - Mr. Ferguson commented on the success of outreach efforts at both Celebrate Fairfax and Taste of Reston.

- See the June 2012 staff report for additional details.
- Programming Report: (Maryam Shah was not able to attend the meeting.)
 - See the June 2012 staff report for details.
 - In her report, Ms. Shah advises that FPA is still on target for reaching the FiOS threshold for adding a fourth channel. She has continued working on new locally produced programming to help boost numbers for primetime hours.
- Financial Report: Rocio Lopez-
 - Ms. Lopez presented the May 2012 financial statements to the Board.
 - She stated that FPA's contribution from Cox is down approximately \$39,000.00 from this time last year. However, the good news is that the Verizon revenue has gone up approximately \$223,000.00 from last year.
 - Ms. Lopez noted that revenue from staff productions is up \$11,000.00 this year over last year.
 - Ms. Lopez advised that the accrual methodology for the Verizon Grant has been adjusted to more accurately project income that will eventually be recognized when the Verizon quarterly check is received.
 - Fixed assets have increased due to new equipment upgrades for Control Room B, Radio Studios, and Master Control.
 - Total net income is up considerably over last year and overall financials are exceptionally strong.

FPA BOD Director's Activities:

- Vice President: Jim Housel-
 - Mr. Housel had no report.
- Parliamentarian: Ahmed Selim-
 - Mr. Selim had no report.
- Secretary & Director of Membership: Bob Giarrusso was not able to attend the meeting.
- Director of Business Development: Tim Bowden-
 - Special events, public relations, and fundraising are important for FPA. Mr. Bowden looks forward to having a Board off-site to talk about future FPA possibilities, and about establishing our FPA priorities.
- Director of Finances: Steve Mullen-

- Mr. Mullen stated that FCAC's finances are in excellent shape.
- Although FCAC has not obtained final legal opinion on rent equivalent income recognition, we do not believe there is a UBIT (Unrelated Business Income Tax) issue. In the interim, following Board consensus on the matter, FCAC will move money from the cable bank account to the non-cable bank account to pay down the amount owed on the building loan. Mr. Dan Burnett, FCAC Auditor, advised the transfer could be handled as a loan, if necessary, based on the outcome of the legal opinion. A formal motion on the transfer will be made later, after we receive the written legal opinion from our lawyers on potential UBIT issues from rent equivalent revenue recognition.
- Director of Special Events: Georgia Graves-
 - Ms. Graves discussed the success of the Fairfax County Chamber of Commerce Outstanding Corporate Citizenship Awards Luncheon held on June 20, 2012. She commented that 680 people attended this important luncheon, and gave her an opportunity to talk to Fairfax business leaders about FPA successes.
 - Ms. Graves discussed upcoming events, including the 50th Anniversary of Dulles Airport Gala and Events to be held on Friday November 16, 2012 and Saturday November 17, 2012. FPA is a sponsor of this very important event.
 - Mr. Ferguson plans to cover the Anniversary events on November 17, 2012.
- President & Director of Strategies: Ayme Pointer was not able to attend the meeting.
- Technology Report: Jim Southworth-
 - Mr. Southworth commented on the test of the MU60 backpack (that FPA used at Celebrate Fairfax) and discussed FPA plans to evaluate lease options for possible future FPA use of the backpack.
 - He commented on the multiple Skype capability that FPA has recently demonstrated. This exciting capability allows FPA to Skype in multiple guests during the taping of a FPA program. On a recent show taping one of the Skype guests used his cell phone to "Skype In" to the program, when his laptop computer was not available.
- New Board Member: Jim Burke
 - Mr. Burke commented that he is open to helping out in any way he can. He would be willing to consider supporting FPA while serving on the Board in a Public Relations (PR) role, and also offered to serve as Radio Guild

liaison for the Board. He plans to meet with Paul Porzio in the near future to discuss the PR role.

- OLD BUSINESS: Jim Housel.
 - There was no old business.
- NEW BUSINESS: Jim Housel.
 - There was no new business.

Open Meeting was adjourned at 8:35 PM.

The Board held a brief Executive Session.

Meeting was adjourned at 8:50 PM.