

DRAFT FPA Board Meeting Minutes

May 29, 2013

Open meeting: 7:10 pm, Quorum reached at approximately 7:04 pm

Attendance:

BOD:

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

FPA:

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

Guests

- Lauren Piana

FPA BOD Officer Activities:

- President: Ayme Pointer
 - Call meeting to order:
 - Ms. Pointer reminded everyone to acknowledge any conflicts of interest, and none were cited
 - She also reminded the BOD to adhere to the voluntary Code of Conduct.
 - Mr. McAllister was not available this evening due to an emergency.
 - Mr. Giarrusso prepared this month's minutes.
 - The agenda for the May 2013 BOD meeting was approved.

- Ms. Pointer asked Mr. Pena to discuss the ten year franchise agreement that was negotiated with Cox Communications. He included a copy of the franchise agreement with the Board's monthly information package. He was acknowledged for his work in finalizing the agreement.
- Ms. Pointer asked if there was a more efficient way to schedule items for the agenda. Due to the number of items to be discussed this evening, there will be no formal executive session.

FPA Executive Director's Activities:

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

Highlights:

- Mr. Pena mentioned the new franchise agreement, noting that the county staff was very supportive of FPA and assisted in completing the negotiation.
- There was a report that there was pixilation on channel 36, which has been resolved.
- Insurance costs have increased from some of our carriers, but it has been due to increased costs, and not because of claims by FPA. Some insurance coverage is locked in to current rates through 2014.
- An assessment of our safety plans is ongoing; additional lighting will be necessary and other changes are being analyzed. .
- Mr. Pena stated that the suggestions received on the employee manual, and that they are included along with the proposed employee manual.
- He noted Ms. Shah is not present because she is in San Francisco for the Federation of Community Broadcasters conference.
- Mr. Pena further noted that the annual training budget for managers is \$ 1,500, and for employees is \$ 1,000.
- He is actively trying to finish personnel reviews and renting the unoccupied offices in the building.

- Lauren Piana, Employment Counsel
 - Ms. Piana stated that there was language that we needed to include with respect to compliance with ADA.
 - She discussed other personnel policies, notices, and other items to be considered for changes.
 - She agreed that two persons, whether the Executive Director or a Manager, and the HR manager, should attend all annual reviews and any termination of an employee.
 - Ms. Piana discussed the removal of progressive discipline in FPA's terms of employment.
 - Likewise, she believed that an exhaustive list of firing offenses would limit FPA's flexibility in handling labor issues.
 - Ms. Piana agreed that performance reviews should be in writing, and that a specific time frame should be given in the manual.
 - The Board discussed including language describing the process for approval of training eligibility and funding, as well as
 - Language was also modified to change "days" (for full time employees) was changed to 8 hours, to be more consistent.
 - Mr. Erasquin asked for additional modifications with respect to holding training classes for staff members.
 - Mr. Burke discussed adding language in a safety and security addendum, to be included in the manual.
 - At the conclusion of the discussion, Mr. Housel stated that he will prepare a final version of the manual for a vote at the next meeting, with further discussion of an appeals process and how and whether that should be included.
 - Mr. Mullen also noted a possible change in the language for the acknowledgement of receipt of the manual.
- Operations Director: Steve Ruddell
 - See operations report.
- Engineering: Daniel Olewine
 - See engineering report.

- Mr. Olewine said that is now a certified broadcast network engineer through training and testing by the Society of Broadcast Engineers.
- He also stated that he is preparing to hire and train a new part-time engineer.
- Mr. Olewine noted that he has been researching replacement of FPA's playout server, which needs to be upgraded to accommodate high definition and to improve reliability.
- He recommends the Miranda iTX system, which can be upgraded with the purchase of a license, with no additional hardware or software.
- The new system also contains a traffic system in addition to the playout function, automating the loading and scheduling of individual files He also noted that FPA has 6 new JVC HD field cameras.
- Mr. Olewine also observed that the new server has greater layout and graphics options.
- He further stated that FPA has purchased a great deal of our current equipment from Miranda.
- Over 5 years, the total cost of the system, including support and maintenance would be about \$ 453,000 over five years, with the majority (about \$371 K) being required in the first year.
- Mr. Olewine stated that Miranda's support has been excellent, and that they have a local technician in Fairfax.
- Mr. Southworth noted that incorporating this server would save a great deal of time for the engineering and programming departments, as well as a much more stable platform than the one FPA uses presently.
- Mr. Olewine also asserted that the system is incrementally upgradeable, by adding individual or multiple components.
- Mr. Housel and Mr. Mullen also supported the upgrade
- Mr. Mullen made a motion for the Board to adopt the proposed plan for capital improvement, +/- up to 10%, to make this purchase.
- The Board approved the motion unanimously.

- Outreach: Jerry Ferguson:
 - See outreach and development report.
 - Mr. Ferguson noted that Fairfax County recognized FPA with a 2013 Celebrate Partnerships award for the PSAs we've aired in several languages, and participating in the "100,000 Homes" helping the homeless initiative.
 - He also mentioned that there were scheduled times available for members that wanted to volunteer for service at Celebrate Fairfax on behalf of FPA.

- Training: Jay Erasquin
 - Mr. Erasquin had an action item for the Board to modify the manner in which volunteer credits toward classes are calculated.
 - He requested that we simplify the program to \$ 20.00 per session, up to 50% of tuition credit toward future classes.
 - Mr. Erasquin stated that he is working on the new course catalogue.
 - He noted that there will also be a new curriculum for the Producer's Workshop training.

- Director of Finances: Rocio Lopez
 - Ms. Lopez discussed the monthly financial report.
 - She noted that Cox Cable support grant was down approximately \$ 33,000 from last year, while, total income from Verizon was up approximately \$297 K.

FPA BOD Director's Activities:

- Treasurer and Director of Finances- Steve Mullen:
 - Passed out financials.
 - Mr. Mullen noted that we could generate additional revenue by including more staff productions, but also perform many as part of our introduction for new producers.
 - He stated that office rental and training income is down, as well as internet subscriptions.
 - Mr. Mullen said that generally our other income sources were consistent with the budget.

- He further observed that FPA anticipates several large expenses, for upgrading the playback server, as well as for funding a retirement plan for FPA employees.
 - Mr. Mullen discussed the approximate figures for the retirement plan.
 - He stated that under the plan as currently being developed each full- time employee may receive \$2,000 per year of service, and FPA would match employee contributions up to 3% of their contributions each year.
 - Mr. Southworth noted that the annual expenditure per employee is a flat fee, not based on salary.
 - Mr. Mullen mentioned that some of the plans being evaluated are offered by Fidelity, Vanguard, Prudential, and Burke & Herbert Bank.
 - Mr. Olewine and Mr. Ruddell discussed reallocating funds from the operations budget to apply toward a full time engineer.
 - Mr. Olewine and Mr. Ruddell agreed to start with a part-time position and will evaluate how well a part time engineer addresses FPA's needs in July.
 - Mr. Mullen agreed to have a final presentation for the staff on the retirement plan by the July meeting.
 - Mr. Southworth made a motion to pass the budget as discussed, Mr. Giarrusso seconded. The budget passed the Board unanimously.
 - Mr. Mullen thanked Rocio Lopez, Jay Erausquin, and Chuck Pena for their assistance in preparing the analysis for the budget.
- VP and Director of Member Development: Bob Giarrusso
 - No report.
 - Director of internal Affairs- Jim Housel
 - No report.
 - Director of Technology Development: Jim Southworth
 - No report.
 - Mr. Southworth asked Chuck about letting member know when the execution date.

- President-Ayme Pointer:
 - Ms. Pointer asked who will attend the Virginia Airborne Search and Rescue Squad Gala on June 7th
 - She discussed the recommendation of including a half hour FPA staff production to include in the silent auction
 - Several alternatives were discussed.
 - Ms. Pointer said that she would discuss some of the options and provide further guidance.
 - Mr. Housel proposed an item of new business for establishing standards for residency.
 - Mr. Pena also requested that we examine staff approval of new membership applications.
- Director of Performance Development- Jim Burke
 - Mr. Burke provided the Board with several different candidate organizations for FPA to consider joining as a member.
 - Some of the organizations mentioned included the Alliance for Community Media; the National Federation of Community Broadcasters; Television, Internet, & Video Associates.
 - He discussed positive and negative factors in each, as well as membership costs, and their national or regional reach.
- Meeting Adjourned: 10:10 PM
- The next regularly scheduled BOD meeting will be held on 6/26/2013.

Adjourn meeting: 9:44 PM

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 | CLOSED |
| 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 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 | OPEN |

| <i>Action Identifier:</i> | <i>Action:</i> | <i>Responsibility:</i> | <i>Date:</i> | <i>Status/ Update</i> |
|---------------------------|--|---|--------------------------|-----------------------|
| 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 |
| 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 | OPEN |
| 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 th , 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 |

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

| <i>Action Identifier:</i> | <i>Action:</i> | <i>Responsibility:</i> | <i>Date:</i> | <i>Status/ Update</i> |
|---------------------------|--|---|----------------|-----------------------|
| 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 | CLOSED |
| 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 | CLOSED |
| A12-5 | Budget for new staff member | Mr. Housel/ Mr. Mullen | 28 March 12 | OPEN |

| <i>Action Identifier:</i> | <i>Action:</i> | <i>Responsibility:</i> | <i>Date:</i> | <i>Status/ Update</i> |
|----------------------------------|--|--|---------------------|------------------------------|
| A12-6 | Skill sets and recommendations for staff PR/Communications/ Marketing position | Mr. Erausquin/ Mr. Ferguson To BOD | 28 March 12 | tabled |
| 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- Changed to January 2013 meeting, Mr. Mullen to provide info to Board 10 days prior to meeting | Mr. Mullen | 24 October 12 | Advanced to July 31 mtg. |
| A13-1 | Final presentation of FPA retirement plan alternatives | Mr. Mullen | 29 May 2013 | OPEN |
| A13-2 | Finalize language for the FPA Employee manual | Mr. Housel | 29 May 2013 | OPEN |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

