

FPA BoD Minutes – 5/29/2024 @ 7:02pm

Minutes taken by Transcriptionist on behalf of the Board Secretary on

Minutes approved by the board on 6/26/2024 @ 7:10 pm

Attendance	
Members of the Board in Attendance (via electronic & phone participation)	<ul style="list-style-type: none"> -Hurriyet Ok -Steve Mullen (SM) -Gayle Yiotis -Colin Davies -Ruth Bennett -Sharon Sobel -Reggie Marston -Peggy Fox
Staff in Attendance (via electronic & phone participation)	<ul style="list-style-type: none"> -Chuck Pena -Arcelious Joyner -Jay Erausquin -Maryam Shah -Gabriela Silva -Steven Jackson -Sam Rogers
Members in Attendance	n/a

Meeting Open		
Call to order at 7:02pm	Hurriyet Ok (President)	<p>-Reminder of Code of Conduct</p> <p>-Acknowledging conflict of interest in Board Code of Conduct</p> <p>Acknowledgements & Accolades:</p> <p>Chuck thanks Gabby for her outstanding work, regarding FPA accounting and associated needs. He applauds Arcelious for overseeing repairs of the air conditioning units on the roof and office renovations, as well as supervising the NOVA.ORG migration out of FPA. He's grateful to other staff for their contributions.</p> <p>Steve Mullen appreciates Gabby for completing catch-up reconciliations, accounting reports, and system improvements. He thanks her for finalizing tax returns with auditor Dan Burnett</p>

		<p>and meeting with managers to develop the budget. Steve Mullen also recognizes the managers for their help on the budget. Steve appreciates Gabby for months of work reconciling fixed assets with the database and Arcelious for providing input on equipment upgrades.</p> <p>Gabby thanks Steven Jackson for fulfilling day-to-day accounting duties.</p>
Meeting Agenda	Hurriyet Ok (President)	<p><u>Motion to accept meeting agenda as written</u></p> <p>Hurriyet ensures that all received the emailed agenda. He asks if there are any corrections or changes to the agenda.</p> <p>-Agenda update: add Sharon for a fee-for-service update</p> <p>-No objections. Agenda stands, as updated.</p> <p>-Meeting agenda approved unanimously.</p>
Approval of 4/24/24 Meeting Minutes	Gayle Yiotis (Secretary)	<p><u>Motion to approve April minutes as written</u></p> <p>Gayle ensures that all received the emailed minutes. She asks if there are any comments or questions. There are none.</p> <p>-Hurriyet makes a motion to approve the minutes, Steve Mullen seconds, no abstain/oppose</p> <p>-April minutes approved by unanimous vote.</p>

Staff Reports		
Executive Director	Chuck Peña	<p>Nancy Mesok Rose, the long-time executive director of the nonprofit Herndon Community Television (HCTV), is retiring after decades of service. She asked Chuck to assist with their search for a new executive director, and he agreed. Chuck reached out to Nancy and requested a meeting at FPA with her and the HCTV board president to explore possible collaborations.</p> <p>-HCTV is a small operation with only a part-time executive director and one part-time staff member. FPA could perhaps provide them with services such as program scheduling and playout cablecasting of programming.</p> <p>Arcelious is monitoring the removal of NOVA.ORG's equipment from the FPA building, which is currently moving forward as planned. Removal of all equipment, that is not connected to the FPA network, is expected by June 1 or sooner. Currently, only one NOVA.ORG member has any equipment remaining in the</p>

		<p>FPA building. Paco Hope, of the NOVA.ORG group, has agreed to allow FPA members to continue to maintain their NOVA.ORG internet service accounts, which will be provided directly through the NOVA.ORG group effective next year, starting June 1, 2025. -Chuck thanks NOVA.ORG and Paco Hope for their continued cooperation.</p> <p>Renovation has been completed of the large upstairs office, TS-1, formerly rented to Sunrise Premier Pools and which had previously experienced water damage through its roof. Additionally, the upstairs office, TN-7, formerly rented to Astro Services, has been repainted. We are ascertaining square footage of each office and rent prices. Chuck will rewrite these former leases to ensure accuracy.</p> <ul style="list-style-type: none"> - The office previously occupied by former Director of Development Jerry Ferguson is approximately the size of TN-7 and is currently being made available for use by our outside HR contractor, Cathy Centra. However, if we successfully rent both offices, we will reevaluate the best use of Jerry's former office and determine, in consultation with appropriate staff, if another space assigned to Cathy would serve FPA's best interests. -Board director Sharon Sobel has offered to advertise the availability of these offices for rent through the Central Fairfax Chamber of Commerce listserv, and Chuck will post the availability of the offices on the Women in Film and Video listserv. If this advertising does not provide new renters, we will begin advertising through additional means, including newspapers ads or other appropriate outlets. - The hearing, regarding our proposed redevelopment, before the Planning Commission is currently scheduled for late September or early October. The hearing before the Board of Supervisors (final step) is currently planned for near the end of 2024 or early 2025. However, the Board of Supervisors may not require a presentation. No presentation was required before the initial meeting before the Planning Commission some months ago for our initial approval to move forward.
Engineering	Arcelious Joyner	<p><u>Building Engineering</u> Maintenance and repairs to Daikin RTU #4 (S#1765) and HP #1 are ongoing.</p> <ul style="list-style-type: none"> -Rooftop Unit 4 has had multiple issues. Commercial Express supplied a report with tasks and photos included. A report will be

		<p>given each time. The main project manager will do a site survey so we can feel confident in the work completed.</p> <p><u>Current and Upcoming Projects</u></p> <p>FCAC.org website propagation/migration is set up for Tuesday, May 28 and 29. Arcelious, Maryam, and Mark (web developer) are checking pages, links, and data transfer now.</p> <p>Cablecast servers underwent a recent upgrade to version 7.8. This upgrade made it possible for auto-linked shows to be deleted and unlinked. All files will be manually linked in the reel. The system will no longer generate links based on show IDs.</p> <p>Engineering and the programming department partook in a two-hour training Q&A with the Customer Success Manager. Questions surrounding workflow, maintenance, file delivery, and user interface were asked and answered.</p> <p>Office renovations in TN-7 / TS-1 were seamless.</p> <p>Proposed LED wall for Studio-A on hold due to finances. Based on information presented by NAB vendors, the estimate is too high for now.</p> <p>Arcelious is collaborating with NOVA.ORG members to ensure a seamless transition of the equipment removal and information hand down. Key fobs were dropped off. The one remaining server in the rack will be removed by the June 1 deadline. Arcelious still needs passwords and configurations to be delivered. The electrical cost will decrease soon. We will kill the network circuit in a week after testing and reaching out to Cox.</p> <p>Arcelious collected numerous quotes and information for the upcoming Operations Committee meeting.</p>
Outreach	Vacant	Hurriyet asks if we should eliminate this report as we decide how to fulfill Jerry's duties. The activity may turn into a new committee.
Training / Office Manager	Jay Erasquin	Jay informs that the new catalogs were released Tuesday, May 28 with the new NOVA Public Media name on the cover. There is no logo in case changes need to be made. This is the first print material with the new name added and the first wave of

		<p>distribution. It was delivered to libraries this morning (May 29) and will be circulated in the community soon.</p> <p>Last week, Jay sent a major reminder to school contacts and PTA groups about the summer camps. Currently, 3 of 4 summer camps are confirmed. Martin Dale funded 3 camp scholarships out-of-pocket, but winners have not been chosen yet. We are slowly transitioning to next fiscal year's budget and next semester, so Jay is continuing to find ways to cut spending.</p> <p>Hurriyet asks about camp enrollment. Jay responds that 1 camp has only 1 registrant. The minimum number of participants is 2 to 3, which 3 of the 4 camps have met. Jay is actively recruiting new students to ensure the camps are as full as possible. Jay is optimistic that more campers will register in June.</p> <p>-Hurriyet asks about age limits. Jay answers that regular courses are for ages 15 and older. Summer camps are for ages 12 to 18, but exceptions can be made on a case-by-case basis for younger students if they are mature enough (need adult recommendation).</p> <p>-Chuck says we know that people take catalogs from libraries because we receive feedback. We need permission to drop catalogs at universities. We have a relationship with George Mason, and Chuck is on the Advisory Board of the Film and Video Studies Program. Chuck can speak with Cynthia Fuchs, the new programming director, about reestablishing our former collaboration. This could bring in more people than any other form of promotion. Jay adds that beyond being a training center, students could air shows at FPA or volunteer for practical experience. Fuchs suggests 3 places for students to volunteer, and FPA is one of them.</p>
Production	Lisa Clarke (absent); Sam Rogers	Sam Rogers reports for Lisa that we have been maintaining steady staff productions for the past few months (1-2 per week). However, in the past few years, there has been a significant decline overall.
Programming	Maryam Shah	<p>Maryam added to her board report an approximation of live in-studio hours for radio production.</p> <p>-In April, there were 273 hours of radio programming: 132 hours were produced in-studio, predominantly Radio Fairfax then RLD live programming. Hence, in-studio hours are a little under 50%.</p>

	<p>-Pre-pandemic numbers were higher. Now prerecording is more prevalent. At-home productions by Fairfax residents are counted as local programming.</p> <p>-Chuck thanks Maryam for adding hours spent on live productions in Radio Fairfax (studio used the most) into the table. The previous reports made it seem that usage was artificially low because this number was not included.</p> <p>Dr. Francis Kelly, producer of Knights of Columbus, sadly passed recently. He was here for about 20 years, and we offer our condolences.</p> <p>When Jay delivers course catalogs to libraries, Maryam also provides the TV and radio print guides for distribution. These go quicky and a library contacted her for more TV and radio guides. We delivered an additional set of 50 guides.</p> <p>Arcelious and Maryam are fine-tuning the website upgrade. Once it is completed, Maryam will work with accounting to finalize the online payment structure.</p> <p>We had Cablecast training and are manually linking hundreds of files. The transition to Cablecast will occur soon.</p> <p>Maryam's Programming Department had group customer service training, which is critical since we are a member-based organization.</p> <p>Maryam chose Friday, December 13 at 7pm as the date for the 2024 holiday party. There are no producers booked or classes.</p> <p>Gayle asks when we can use the name NOVA Public Media on shows, and Chuck answers we should wait. The attorney originally projected that the U.S. Patent and Trademark Office would contact FPA in June or July regarding if any changes need to be made to the name. We did not hear from them in May. They require proof that we are using the new name in trade, and the name on the catalog meets this stipulation. The U.S. Patent and Trademark Office will most likely ask us to make modifications. If no modifications are necessary, then we can trademark the name. We should not put the name on the website yet. We don't anticipate any issues, but we should wait</p>
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		<p>for approval first, especially since another company has a similar name.</p> <p>Gayle asks about the website no longer featuring pages on staff and Board members. Maryam notifies that these pages were deactivated a few months ago due to excessive phishing attempts. Engineering advised that we temporarily disable these pages for security purposes.</p> <p>Hurriyet asks if fcac.org email accounts are automatically created for Board members. Chuck explains that emails sent to the Board fcac.org addresses can be automatically forwarded to personal accounts. Arcelious adds that he can redirect emails upon request, so the process is not automatic. Hurriyet wants Arcelious to audit which Board members use their fcac.org email addresses.</p> <p>Chuck asks Board members what information they want displayed on the website. Before temporary deactivation, the FPA website provided Board member photos, names, emails, and bios. Chuck suggests that names will suffice. FPA traditionally has provided more information than other public access stations. People can write to a general email address.</p> <p>-Hurriyet asks for feedback. He favors only providing the name and no roles. Gayle, Peggy, Sharon, and Steve Mullen concur. They wish to minimize risk and prioritize privacy.</p> <p>-Colin contends that organizations seem more interesting when staff/Board bios are included. He understands the phishing risk.</p> <p>-No official motion made. Board agrees to include names only.</p>
Accounting	Gabriela Silva	<p><u>FPA Financial Statement Highlights – April 2024</u> (amounts compared to same quarter last year)</p> <p>Cox Cable Support Grant: FY24 YTD balance down \$55K (compared to FY23 YTD) -FY24 Q4 accrual down \$9K (compared to FY23 Q4 actual)</p> <p>Verizon Cable Support Grant: FY24 YTD balance down \$40K (compared to FY23 YTD) -FY24 Q4 accrual down \$16K (compared to FY23 Q4 actual)</p> <p>-FY 24 Q3 payments received for both Cox and Verizon in May (accruals updated)</p>

		<p><u>Income Statement Highlights (amounts compared to last year)</u></p> <ul style="list-style-type: none"> -Maintenance Reserve down \$15K -Office Operations up \$25K due to rise in overall costs -Salaries, Benefits, and Taxes up \$62K <p><u>Statement of Financial Position (amounts compared to last year)</u></p> <ul style="list-style-type: none"> -Marketable Securities up \$2 million due to market changes -Market was down in April -Transfer from Edward Jones to Fisher Investments completed on April 26, 2023 -Cable (\$6,013,434) and non-cable (\$4,451,276) balances as of April 30, 2024 (total \$10,464,710) -Total in April 2023 was \$8,399,056 (at Edward Jones) -Investment Income increased by \$2,065,654 from April 2023 to 2024 -Accounts Receivable Cable Grant down \$369K due to timing of receipt of Cox and Verizon Cable Revenue checks compared to last year (FY24 Q3 Verizon check received in April and Cox check was received in May)
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Committee Reports		
Finance Committee	Steve Mullen	<p>FY2025 budget “challenge” presentation planned for June.</p> <p>Steve Mullen and Gabby met with all managers this week based on a baseline they created: actuals through end of March 2024 divided by 9 (months in FY at end of March) x 12. The baseline is meant to approximate the anticipated balance at the end of FY24 as a baseline to start FY25.</p> <ul style="list-style-type: none"> -Budget includes full bonus pool money (made payments in December 2023 FY24): \$6K quarterly, \$24K quarterlies, \$150K annually -Accounting is working with Chuck and managers to improve the process to start the FY with what managers expect. Objectives for annual performance can be set, as well as any projected pay raises or bonuses. -Bonus payments will move from December to May or June in 2025 (end of FY). -Repeat 2% cost of living increase

	<ul style="list-style-type: none">-Known expense increases: medical insurance premiums up 15% (adds \$25-30K cost)-Projections led to a shocking net income of \$350K in red (expense exceeds income), so changes must be made.-Employees don't pay for benefits. This is one of the biggest reasons for employees to stay with FPA. We will keep this as long as possible.-We always offset any negative expense number with depreciation/amortization (non-cash expense). However, \$350K exceeds this amount by about \$150K. Ergo, we must look elsewhere for a solution. We need to reduce expenses and increase revenue (fundraising, investments, etc.). <p>-Steve Mullen is meeting with Fisher to consider using investment income to cover some deficits for 2025. Investment income is essential and the deficit is over \$200K, so reducing the portfolio risks lowering our investment.</p> <p>-We can work with Fisher on equity appreciation to increase the value of stocks and bonds. We may need to strategically sell some of the portfolio to offset the deficit.</p> <p>-Steve Mullen will update the Board in June on progress. The market is down now, so we will avoid equity sales. Steve is confident that the 2025 budget will be covered. Future budgets need more long-term solutions.</p> <p>-Steve and Gabby met with Bank of America (BoA) to negotiate new credit cards with 2.6% cash back on all purchases.</p> <p>-Also speaking with BoA about FPA ability to earn additional revenue on money in Bank of America accounts. Return estimates are promising.</p> <p>Even though bonuses are not guaranteed, Maryam asks when staff will be informed about the new payment date for bonuses. Steve clarifies that the anticipated December 2024 bonus would be pushed back to May or June 2025.</p> <p>Chuck understands that removing investment income from the account reduces our ability to increase investments. However, he wonders if \$10 million is sufficient to maintain in accounts and whether the excess can be used for operational expenses. Steve will ask Fisher what baseline they suggest to allow for growth and also provide current income (over \$200K). Gains are</p>
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		<p>due to appreciation from market value increases on investments.</p> <p>Gayle is concerned that cable revenue drops annually. Steve replies that FPA needs other revenue sources or fundraising. Moving buildings and renting offices would help. Rents increase over time, but Gayle counters that we cannot guarantee offices will be rented. Peggy suggests moving into a building with restaurants, entertainment, or a health club below.</p> <p>-Gayle proposes organizing a Taste of Mosaic District fundraiser where tickets are sold for a fee to enter a large venue and restaurants offer dishes. Peggy wonders if we could showcase restaurants on TV in a way that highlights the chef and cuisine, as opposed to advertising the establishment.</p> <p>-Sharon is exploring many ways to increase revenue.</p>
Performance Management	Gayle Yiotis	<p>Gayle shares that employee descriptions and an updated employee manual will most likely be ready by the end of June. Cathy Centra will review these when completed. They will be prepared before FY25 begins.</p>
Membership Development	Ruth Bennett & Colin Davies	<p>Ruth suggests repeating programs from prior years (e.g. copyright). We can bring back organizations related to public access like Women in Film & Video. Members can talk about shows and offer tips on getting started. A popular past show taught how to use your voice.</p> <p>-Peggy suggests asking local TV personalities (e.g. local cable meteorologist or reporter) to do a meet-and-greet.</p> <p>-Hurriyet asks about timing. Ruth replies that scheduling depends upon speaker availability.</p> <p>Ruth and Colin will have a proposal for the next meet-and-greet at the next meeting.</p>
Operations	Reggie Marston	<p>Nothing to add to report. Reggie reiterates Arcelious's report.</p>
Promotional Development	Peggy Fox	<p>Peggy's plans are on hold pending the name change. She is working with Sharon to raise money. Peggy wants to explore creating TV tie-in material if a Taste of Mosaic event is held.</p> <p>-Chuck reminds that the Angelika theatre agreement is on hold until the name change. Angelika will underwrite Radio Fairfax (cable channel 37) on the on-screen bulletin boards and FPA will receive 30-second advertisements before movies.</p>

		<p>-Chuck suggests holding a meet-and-greet with the lawyer for the PBS underwriting guidelines, John Hanshaw. He's now the Founder and Executive Director of Washington Film Institute. A meet-and-greet at the end of July would be ideal. We can invite Arlington Independent Media (AIM) members too. He can put to rest questions about commercials versus underwriting announcements, calls to action, and editorial control. We never want to risk \$2 million in cable funding for possibly \$10K in additional revenue. Chuck reminds all to review the Verizon cable franchise agreement and administration agreement, particularly pages 2 and 10. He will highlight the pertinent section and email all the materials.</p> <p>-Peggy still favors a Taste of Mosaic fundraiser and possibly offering a free show for restaurant participation. Chuck likes the idea. Peggy emphasizes that we need to let the Mosaic District know who we are. Chuck wants to ask John and check with legal counsel. He cautions restraint with fee-for-service.</p> <p>-Hurriyet asks Peggy to continue pursuing ideas for raising revenue.</p>
<p>COVID Transition</p>	<p>Happy Garcia (resigned)</p>	<p>Hurriyet reports that Happy resigned from the Board. His term ends in 2025. A new Board member will be elected soon.</p> <p><u>Motion to abolish COVID Transition Committee</u></p> <p>-Committee will be reestablished in the case of a reoccurrence.</p> <p>-Peggy motions, Gayle seconds, all in favor</p> <p>-COVID Transition Committee abolished for now</p>
<p>Fee-for-Service (Temporary Name)</p>	<p>Sharon Sobel</p>	<p>Sharon wishes to discuss options for increasing revenue in a committee meeting and then provide a summary to the Board.</p> <p>Sharon contends that fundraising will likely not fix FPA's financial predicament. We need to take a larger look at how FPA fits into the TV and video landscape today. Employee feedback is crucial to learn how we can grow.</p> <p>Sharon points out that a Taste of Mosaic event may benefit the restaurants more than FPA because it doesn't clearly inform the public about FPA and its services. She favors showing promotional information on the jumbotron outside the Angelika.</p> <p>The fee-for-service committee meeting last week discussed how and what to communicate with non-profits. The administration agreement clearly states that fee-for-service cannot be</p>

		<p>marketed, so we cannot highlight production services not involved with cable access shows.</p> <p>-Steve Mullen has Jerry's non-profit contact information. Sharon hopes to send letters to all of Jerry's non-profit contacts informing them of Jerry's departure and communicating the level of service we can provide going forward in broad terms. Without making promises, we can let them know that we support non-profits, but ask them how we can best help them. Knowing where the non-profits are with video services will help us serve them. We can invite them to take courses to create their own shows or introduce them to producers to feature them as guests. We are focusing on studio productions (not field) going forward.</p> <p>-Sharon is drafting a starter letter to non-profits and the committee will help finalize it. Chuck will follow-up with lawyers regarding new legal avenues for additional income.</p>
Strategic	Vacant	
Outreach	Vacant	

Meeting Close	
Unfinished Business	
New Business	<p>-Restarting the Strategic Planning Committee: Last week, we had a first meeting with non-profit advisor Lynn O'Connell. This can help FPA establish a clear identity moving forward and attract new members and viewers.</p> <p><u>Motion to Reestablish Strategic Planning Committee</u></p> <p>-Hurriyet motions, Gayle seconds, all in favor</p> <p>-Strategic Planning Committee reestablished</p> <p>-HR report from Cathy Centra discussed in private session after Board meeting</p>
Confirm Future Meeting Dates	Next meeting: Wednesday, June 26, 2024 at 7pm (normal time)