

FPA BoD Minutes – 10/30/2024 @ 7:02pm

Minutes taken by Transcriptionist on behalf of the Board Secretary on

Minutes approved by the board on 12/4/2024 @ 7:10pm

Attendance	
Members of the Board in Attendance (via electronic & phone participation)	-Hurriyet Ok -Ruth Bennett -Steve Mullen -Gayle Yiotis -Peggy Fox -Reggie Marston -Deniz Orhun -Ulysses Campbell
Staff in Attendance (via electronic & phone participation)	-Chuck Pena -Arcelious Joyner -Jay Erausquin -Gabriela Silva -Lisa Clarke -Maryam Shah -Kelly Marcellus
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>Steve thanks Gabby for leading payroll processing. Steve appreciates Gabby for training our new accountant Kelly Marcellus on weekends and Kelly for going the extra mile on the weekends. He also applauds Gayle and Gabby for their terrific work on the updated employee manual.</p> <p>Chuck welcomes Deniz and Ulysses to the Board and Ruth for returning. He also welcomes new accountant Kelly Marcellus. She is highly experienced and educated.</p>

		<p>Chuck thanks Gayle and Gabby for their work on the personnel manual. Chuck appreciates all Board/staff who participated in the September 29 Annual Member Meeting and Board Election. Arcelious, Jay, Lisa, and Maryam were exceptional.</p>
Meeting Agenda	Hurriyet Ok (President)	<p><u>Motion to accept meeting agenda as written</u> Hurriyet ensures that all received the emailed agenda. He asks if there are any corrections or changes to the agenda. -Ulysses motions to approve agenda, Gayle seconds, all in favor -No objections. Agenda stands. -Meeting agenda approved unanimously.</p>
Elections and Board Appointment	Hurriyet Ok (President)	<p>Hurriyet relays that we are beginning a new year in our Board cycle and have 1 appointed Board position to refill.</p> <p><u>Board Appointment for One Vacant Seat</u> -Gayle nominates Reggie for Board position, Steve seconds, no other nominations made -Steve comments that Reggie has been an outstanding Chairman of the Operations Committee and was on the Board previously for years. He is knowledgeable and experienced.</p> <p><u>-Roll call vote:</u> -Yes: Ruth, Gayle, Steve, Peggy, Deniz, Hurriyet -Abstain: Ulysses (personal belief for himself: irresponsible to vote without knowing the candidate) -Reggie appointed to FPA Board for 3-year term by majority vote.</p> <p><u>Vote for Executive Officers: President, Vice President, Secretary, and Treasurer/Finance Executive Committee Chair</u></p> <p>Hurriyet asks for nominations for these positions.</p> <p><u>President</u> -Gayle nominates Hurriyet for President, Steve seconds, no other nominations made -Steve and Gayle appreciate Hurriyet's wonderful service as FPA President for the past year.</p> <p><u>-Roll call vote:</u> -Yes: Ruth, Gayle, Steve, Peggy, Reggie, Deniz -Abstain: Ulysses</p>

-Hurriyet elected as Board President by majority vote for another year. He thanks the Board for their trust and confidence.

Vice President

-Steve nominates Ruth, Gayle seconds, no other nominations made

-Steve notes that Ruth has been Vice President for several years and stepped up to fill the role of Acting President whenever necessary. She is well-known to members and hosts productive, enriching meet-and-greets.

-Roll call vote:

-Yes: Reggie, Deniz, Steve, Gayle, Peggy, Hurriyet

-Abstain: Ulysses

-Ruth elected as Board Vice President by majority vote.

Secretary

-Steve nominates Gayle, Hurriyet seconds, no other nominations made

-Steve mentions that Gayle does a marvelous job editing meeting minutes and serving as Performance Director.

-Roll call vote:

-Yes: Reggie, Ruth, Deniz, Steve, Peggy, Hurriyet

-Abstain: Ulysses

-Gayle elected as Board Secretary by majority vote.

Treasurer

-Gayle nominates Steve, Hurriyet seconds, no other nominations made

-Roll call vote:

-Yes: Reggie, Ruth, Deniz, Gayle, Peggy, Hurriyet

-Abstain: Ulysses

-Steve elected as Board Treasurer by majority vote.

All current Board Executive Committee members (Hurriyet, Ruth, Gayle, and Steve) re-elected for another year.

Chuck notes that roll call votes for all positions are sufficient because there was only one nominee per position, making a secret ballot unnecessary. Chuck congratulates all re-elected Board Officers and welcomes Reggie back to the FPA Board.

Approval of 8/28/24 Meeting Minutes	Gayle Yiotis (Secretary)	<p><u>Motion to approve August minutes as revised</u></p> <p>Gayle ensures that all received the emailed edited minutes. She asks if there are any comments or questions. There are none.</p> <p>-Steve motions, Ruth seconds, Ulysses abstains</p> <p>-August minutes approved by majority vote.</p>
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Staff Reports

Executive Director	Chuck Peña	<p>Board members received emails regarding 3 Action Items.</p> <p><u>Action Item One: Allowing FPA Members to Have Access to Zoom Board Meetings</u></p> <p>-Before Covid, Board meetings were in-person in the Conference Room, and anyone could attend. If members wished to participate and make comments to the Board, they needed to receive prior approval from either Chuck or the Board President at the time. Sometimes exceptions were made.</p> <p>- At the recent September Member Meeting, there was a member request for members to be permitted to listen in on monthly Zoom Board meetings. Chuck supports members virtually attending, and Arcelious can create a Zoom room for members only. Members in the Zoom room would be able to listen and observe but be muted unless pre-approved to address the Board.</p> <p>-Hurriyet has concerns about security and ensuring that only members listen and observe.</p> <p>-Steve comments that previous presidents made their own rules and required prior permission for participation, but he is more comfortable with members observing and not participating due to time constraints. One hour is a rigorous goal, and participants will extend meetings. Steve favors an observation room without participation.</p> <p>-For transparency and accountability, Ulysses advocates for members to at least observe on a limited basis unless issues are confidential. He concurs that a separate room could suffice, but suggests forming a committee to determine logistics.</p>
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		<p>-Gayle favors creating a separate Zoom room for members. Hurriyet is concerned about guaranteeing membership. Kelly suggests matching participant names to an approved list. Chuck and Arcelious can email a password to members who are verified in the database for access to the waiting room.</p> <p>-Hurriyet advocates for a committee to sort out all technicalities, operational difficulties, and procedures. He adds that verifying membership once is insufficient because a computer can be public, and anyone can be behind the computer. Members could be required to have the video on or login with a member email.</p> <p>-Gayle, Steve, Ulysses all support forming a committee. Gayle nominates Ulysses to head this.</p> <p>-Ad hoc committee chaired by Ulysses will determine how to best allow members to securely attend Zoom meetings. The committee will report to the Board in 30-60 days with recommendations or obtain a reasonable extension. Ulysses wishes to obtain staff input. He will email all in the next 5-7 days to ask for availability in scheduling an open meeting with all Board/staff.</p> <p>-Jay suggests members physically visit the station and observe meetings from the Conference Room. He will email Ulysses with ideas since a committee is being formed.</p> <p><u>Action Item 2: Connecting Membership and TV/Radio Program Renewal</u></p> <p>-Maryam emailed the Action Item and Gayle's questions. The twice a year TV/radio renewal is confusing, cumbersome, and requires unnecessary paperwork. To conserve resources and make the process streamlined, we hope to link membership and program renewals and begin when membership payments can be made online (ideally by the end of the year). The January through June season renewals have already occurred, so we hope to have this change implemented by the next season. Thereafter, renewals will only occur once a year.</p> <p>-Producers can still book studios six months in advance if desired, but this is not a requirement. Lisa and Sam will create a separate procedure for this option.</p> <p>-Maryam requires approval to make changes to the Policies and Procedures Operations Manual in order to implement this. She</p>
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	<p>emailed highlighted changes in red along with page numbers and sections: term “first-time user” changes to “with compliance and equitable use,” reference to a “6-month season” is removed, references to “renewals” are removed, changed “first-time” to “new users/producers/members”</p> <p>-Additional change: Prior to the pandemic, the live TV programming requirement to obtain a time-slot was to consistently turn in shows for six months to one year. FPA was busier then, so Maryam proposes changing the rule to 3-6 months.</p> <p>-Airing time-slots will not change and depend upon if the individual has paid their membership and submitted content. Production renewals are primarily used for booking studio time-slots.</p> <p>-Ulysses is surprised that Maryam cannot implement the change herself. Altering the Policies and Procedures Operations Manual currently requires Board approval. He expresses support for any bylaws revision necessary to empower the staff with authority to make such a change without having to consult the BoD.</p> <p>Chuck clarifies that the bylaws require members to join on a 12-month cycle, so memberships and renewals will occur throughout the calendar year and vary for different members.</p> <p><u>Vote to Combine Membership and TV/Radio Show Renewals</u> -Peggy moves, Gayle seconds, motion approved unanimously</p> <p>Chuck explains that staff must receive Board approval to make changes to practices and rules embedded in the Board-approved Policies and Procedures Operations Manual. He proposes permitting staff to make changes and simply report them to the Board to reduce Action Items and allow staff flexibility. An ad hoc committee could contemplate this proposal.</p> <p>Chuck successfully submitted a grant application for \$115,050, under the National Telecommunications and Information Administration (NTIA) Digital Equity Grant program, by the September 23, 2024, deadline. Arcelious, Sumit, and FPA member producer and professional grant writer Jennifer Roberts assisted in uploading the application to the NTIA grant</p>
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		<p>submission portal. Hurriyet thanks Jennifer Roberts for her generosity and help.</p> <p>On September 25, FPA featured a Meet-and-Greet with John Hanshaw on PBS underwriting rules. John was Associate Director of Program Underwriting Policy at PBS and is currently the founder and executive director of the Washington Film Institute.</p> <p>The final Planning Commission public hearing for our Site-Specific Plan Amendment (SSPA) Nomination (that would allow a developer to construct two builds of seven stories each on our Alliance Center Property) is scheduled for November 13. Steve Teets will present, and Chuck will answer questions regarding the Alliance Center. Steve managed the governmental and regulatory aspects of developing the Mosaic District and is our consultant for the redevelopment of the Alliance Center property.</p> <p>The Fairfax County Board of Supervisors public hearing (the final step in the approval process) is scheduled for January 14. Board members do not need to be present at these meetings. Chuck will report updates at the next meeting.</p>
Engineering	Arcelious Joyner	<p><u>Building engineering:</u></p> <ul style="list-style-type: none"> -Preventive maintenance report is included as a link in report. -1 rooftop unit is down. Prices are lower in the winter, so it is advisable to replace the unit now. -Dominion VA Power replaced an electric meter in the mechanical closet. New readings are higher, so there may be another electrical issue. This is the reason for increased bills.
Production	Lisa Clarke	<p>The report features the same charts as the past few months. The August charts reflect Jay's camps that finished in August, so there was more usage in the Edit Lab and Studio A.</p> <p>The report includes two graphs per month. One details all facility usage per month, including every room used and how many hours. The other graph shows hours used based on room and time of day.</p>
Training / Office	Jay Erausquin	Current membership is at 399 current members.

<p>Manager</p>		<p>Jay conducted surveys of those who are or were members from the present and going back to May 2023 and compiled about 83 responses.</p> <p>Responses to Questions:</p> <ol style="list-style-type: none"> 1) How did you learn of Fairfax Public Access?: 40% friend, 22% internet. 21% other, 11% libraries, 2% FCPS-ACE (public schools), 2% Facebook, 1% TV, 1% Parktakes Magazine 2) Have you ever seen/heard any of our programs on channels 10, 20, 36 or 37?: 61% no, 32% yes on TV shows, 7% yes on radio shows 3) Have you ever taken a course in television, radio or editing?: 49% none, 23% yes for TV production, 19% yes for video editing or post-production, 9% yes for radio 4) What interest brought you to attend our orientation?: 27% education, 23% fun/hobby, 22% volunteering/experience, 22% producing a show, 6% airing an existing show 5) After attending the orientation, have your expectations about what you wanted to learn about FPA been met?: 99% yes, 1% no <p>Answers were multiple choice, so members could circle multiple options. Jay asks for new question suggestions for future surveys to track responses.</p>
<p>Programming</p>	<p>Maryam Shah</p>	<p>The only change in Maryam’s report is the removal of definitions of old program origins to eliminate redundancy (e.g., local, outside, sponsor, FPA, etc.). Numbers are similar to last year and remaining steady.</p> <p>In May, Maryam reserved Friday, December 13 from 7-9 p.m. as a potential holiday party date for Board/staff and a plus one. The studio can be closed at 7 p.m. that day without impacting classes or studio bookings. Jay and Maryam will organize this and book a restaurant in the Mosaic area.</p>
<p>Accounting</p>	<p>Gabriela Silva</p>	<p><u>FPA Financial Statement Highlights – September 2024</u></p> <p>Since this is quarter end, we compared actuals to the budget. The emailed and shared chart has three columns: budget, actuals as of 9/30/24, and actual percentile of budget. Gabby</p>

		<p>proposes this as the quarterly format for future reports. Being one quarter into the FY, the ideal/target percentage is 25%.</p> <ul style="list-style-type: none"> -Cox Income 22% and Verizon 24%: revenue slightly under -Training 34%: increase due to high turnout for summer camps and second camp added -Total Media Sales -30%: Lisa/Gabby cleanup AR aging from prior years and transactions coded to media sales versus staff productions -Real Estate Taxes 46%: half paid for year and other half due in December (2 bills annually) -General Operations 33%: overbudget due to unforeseen security costs Photocopier/Printing/Postage 30%: extra printing for Annual Member Meeting and training/promotional items -Bank/Credit Card Fees 34%: higher fees -Accounting 55%: overbudget due to recruitment-related expenses -Legal/MIS/Web 55%: lawyer fees to review personnel manual -Training Instructors 39%: summer camps
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Committee Reports		
Finance Committee	Steve Mullen	<p>Savings from Fisher Investments will benefit FPA in the future since cable subscribers are cutting the cord and revenue is dropping. We will need more money than cable revenue alone can provide and will need to find additional revenue sources. Portfolio is helping tremendously and shows incredible gains in just 1 year.</p> <ul style="list-style-type: none"> -Investment income as of September 2024: \$11,381,957 -Investment income as of September 2023: \$8,941,739 -Account balance as of September 30, 2024: cable \$6,450,431, non-cable \$4,931,526 <p>Steve thanks Ruth for helping with 2-party signatures for bank transactions and disbursements. Chuck and Steve are signatories.</p> <p>This is the time of year when FPA submits our annual report to the Virginia State Corporation Commission. The report is complete and includes an attachment that lists all Board</p>

		<p>members with names and addresses. Steve will mail this tomorrow and submit it on the Board's behalf.</p> <p>Gayle is concerned about the investment income if the stock market falls. Steve assures that Fisher will be defensive if the market loses value. There is rarely a significant market decline with political activity. In the last quarterly update, Fisher did not anticipate that stock market fluctuations would have a significant long-term impact. Steve will seek another update.</p> <p>Gayle notes that streaming prices are up too. Some subscribers may favor cable or return.</p> <p>Ulysses dislikes being reactionary to cable revenue. When the laws were written, Congress did not foresee cable companies getting into ancillary services. FPA should receive a cut of telephone, internet, and streaming revenue. Perhaps we could look to lobbying services to increase equity. Bunny Rydell and the Alliance for Community Media fight for this cause.</p> <p>Chuck and Mike Wassenaar, President and CEO of the Alliance for Community Media, went to Capitol Hill in March to advocate for this reason. No Northern Virginia representatives or Virginia senators are on the appropriate subcommittees or committees that have responsibilities for telecommunication or internet matters. However, Chuck visited the offices of senators outside VA for support, including Wisconsin Senator Tammy Baldwin and Massachusetts Senator Ed Markey. These senators both have a history of supporting public access and are on the appropriate committee to generate a beneficial bill.</p> <p>The County is currently limited by FCC rules and cannot collect fees from internet or streaming services. However, Fairfax County supports public access and is negotiating on FPA's behalf in negotiations on the upcoming cable franchise agreements with Cox Communications, Verizon and Comcast.</p>
Performance Management	Gayle Yiotis	<p>Gayle emailed the updated personnel manual to the Board twice for approval. Changes were noted in Cathy's email (3 pages).</p> <p><u>Motion to approve updated personnel manual</u> -Ulysses moves, Peggy seconds, approved by unanimous vote</p>

<p>Membership Development</p>	<p>Ruth Bennett</p>	<p>Ruth hopes future meet-and-greets can be social and learning events again and potentially in-person to increase turnout.</p> <p>Ruth suggests a potential meet-and-greet in March for Women’s History Month. New Board member Deniz Orhun can provide a cooking demonstration. Deniz is planning with Ruth and Lisa to use a kitchen set and PowerPoint. Deniz will email the content. Ruth intends the event to be hybrid.</p> <p>On September 25, John Hanshaw led an informative meet-and-greet on PBS underwriting rules. Steve and Jay commend the event’s quality and informative nature.</p>
<p>Operations</p>	<p>Reggie Marston</p>	<p>Reggie asks Arcelious if he saw the TV’s listed in the last Rasmus Auction. Arcelious replies, "Yes he did, and that FPA is considering having an auction of their own via Rasmus." Engineering is currently putting together a list of equipment to possibly have the auction begin the first day of hiatus and give buyers time to pick up equipment by the end of hiatus.</p>
<p>Promotional Development</p>	<p>Peggy Fox</p>	<p>Peggy wants to hold a meeting to discuss Board/staff filming short promotional videos on their phone cameras.</p> <ul style="list-style-type: none"> -Videos can be under 30 seconds (5-20 seconds) and focus on learning how to create and produce TV shows. -Peggy proposes an in-person meeting on November 12 at 7 p.m., potentially in Studio A or B (Conference Room is booked). -Content can be personable, encourage people to come to FPA, introduce themselves, show behind-the-scenes moments during recordings, inform the public about what FPA does, etc. -Footage can be delivered to Maryam to post on social media. Maryam asked the Board for videos for Facebook reel material. -Peggy brainstorms taglines: “Fairfax is community, television, and radio” and “watch, listen, learn.” -Name change is pending. <p>Hurriyet wonders if we will update the website due to new Board members. Maryam replies that FPA never posts social media announcements on Board positions, but the website page can include new names. The decision was previously made to no longer include email addresses, bios, or other personal information about Board members.</p>

Revenue Generation	Sharon Sobel (absent)	Ulysses shared ideas about revenue generation to tackle decreasing cable revenues. Fairfax County will renew cable franchise agreements with all three cable companies in 2026.
Strategic	Vacant	
Unfinished Business	<p><u>FPA Strategic Planning Initiative:</u> In the summer, we sent a survey to the Board, staff, active and lapsed members, and peer organizations. -Responses (as of October 30, 2024): 7 Board (78%), 44 active members (12%), 9 inactive members (1%), 17 staff (81%), pending from peer organizations (no responses in first round, but Chuck can call) -Gayle suggests sending the survey again. Hurriyet is pleased with the member response.</p> <p><u>Letter to Non-Profits:</u> Gabby asks if the letter to non-profits was successful. Chuck responds that it hasn't been sent out because it needs Hurriyet's signature. He can hand sign them all or use a cursive font.</p> <p>Hurriyet proposes creating a brochure instead to advertise FPA and include who we are, what we do, and what we can do for you. Jerry left FPA in February/March, so the letter informing non-profits of his resignation is moot now. A brochure can be sent to non-profits in lieu of the letter about Jerry. We can compile a non-profit list to mail or email brochures or a 1 pager. Peggy and Sharon can collaborate.</p>	
New Business	<p>Hurriyet asks new Board members to consider joining existing committees. Reggie offers to help Ruth with Membership Development.</p> <p>Gayle suggests hosting an in-person Member Appreciation Day with refreshments and plus ones. Ruth notes that FPA held two in the past. Jay adds that pandemic restrictions prevented in-person events like this. We can begin with hybrid and progress to in-person again. Jay invites anyone interested in FPA to attend an orientation first. Gayle emphasizes that word of mouth is the most successful advertising strategy currently.</p> <p>-Jay suggests socializing with events like training or having special guests. Deniz proposes seasonal celebrations. Gayle, Reggie, and Ruth can plan further. Jay needs details on plans, budget, food, etc. Hurriyet suggests aiming for spring for the first one during Deniz's Women's History Month meet-and-greet. Deniz will be cooking anyway. Ruth wants to consult staff. Jay adds that staff wanted a summer festival or barbeque. Jay can prepare swag, a raffle, etc.</p>	

Confirm Future Meeting Dates	Combined November/December meeting: Wednesday, December 4 -Originally voted unanimously for Friday, December 6 but changed due to Board/staff conflicts. All in favor of meeting on Wednesday, December 4. -Kelly is concerned about not having end of month financials for the next meeting, but Steve assures her that the early December meeting features an abbreviated financial discussion because we will not have bank reconciliations yet. Financials will be emailed later. -Maryam will cover Jay's report next meeting.
Adjournment at 9:15pm	Steve motions, Gayle seconds, all in favor -October Board meeting adjourned at 9:15pm