

FPA BoD Minutes – 4/30/25 @ 7:00pm

Minutes taken by Transcriptionist on behalf of the Board Secretary on

Minutes approved by the board on 5/28/2025 @ 7:12pm

| Attendance | |
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| Members of the Board in Attendance (via electronic & phone participation) | -Steve Mullen -Gayle Yiotis -Peggy Fox -Ulysses Campbell -Sharon Sobel -Anne Sobota -Jennifer Roberts |
| Staff in Attendance (via electronic & phone participation) | -Chuck Peña -Wanda Pierce -Arcelious Joyner -Jay Erausquin -Gabriela Silva -Maryam Shah -Yensi Umanzor -Sam Rogers |

| Meeting Open | | |
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| Call to order at 7:00pm | Peggy Fox (Vice President) | -Reminder of Code of Conduct -Acknowledging conflict of interest in Board Code of Conduct Acknowledgements & Accolades: Peggy thanks all for working together during this period of transition. Steve thanks Gabby for helping to update financials, training the new accountant Yensi on weekends, and facilitating Nova 401(k) compliance reporting. Chuck appreciates Maryam for her dedication to FPA and willingness to work extra hours since her department is short staffed. |
| Meeting | Peggy Fox | <u>Motion to accept meeting agenda as written</u> |

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| Agenda | (Vice President) | <p>-Gayle moves to approve agenda, Steve/Anne second, all in favor</p> <p>-Meeting agenda approved unanimously</p> |
| Approval of 3/26/25 Meeting Minutes | Gayle Yiotis (Secretary) | <p><u>Motion to approve March minutes as revised</u></p> <p>Gayle ensures that all received the emailed edited minutes. She made all requested changes. She asks if there are any comments or questions.</p> <p><u>Proposed changes:</u></p> <p>-Ulysses asks for a change: "Formal activities of the Ad Hoc Committee have been suspended during the Strategic Planning Initiative and will officially resume in May."</p> <p>-Arcelious asks for a change: \$6,870 earned in Rasmus auction</p> <p>-Steve moves, Ulysses seconds, all in favor</p> <p>-March minutes approved unanimously</p> |

Quarterly Staff Reports

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| Interim Executive Director | Wanda Pierce | Wanda Pierce introduces herself. She has a great deal of experience in non-profits, as a radio producer, and in Interim Executive Services. Wanda thanks Chuck for helping acclimate her to FPA. She is familiarizing herself with operations and staff and is available to meet anyone. Board members introduce themselves to Wanda. |
| Accounting | Gabriela Silva | Quarterly financial report summary as of March 31, 2025 given. |

Committee Reports

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| Finance | Steve Mullen | <p>Steve spoke with Keegan Anderson from Fisher Investments. Despite stock market fluctuations, Fisher believes that FPA's investments will continue to grow in the next few months to a year, even if we withdraw some funds per our original plan. Funds only decreased by 4% during the volatility and bounced back in days.</p> <p>Gabby and Steve are working with Dan Burnett, who is wrapping up his audit, and Nova 401(k) on the retirement plan.</p> |
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| | | <p>Fisher will manage retirement plan assets, which belong to employees. They will work with each employee and allow them to lead.</p> <p>Anne asks if Fairfax County's \$300 million budget deficit will impact FPA. Steve replies that FPA's funds are not directly from Fairfax County but from the cable companies, so probably not. Anne also notes the increase in real estate taxes. Steve answers that FPA is exempt from a good portion of them. We only pay taxes on the offices we rent out that are not strictly related to the non-profit business, and that portion could see an increase.</p> <p><u>Vote to change official signers for checks from Bank of America (BoA) cable and non-cable accounts</u></p> <p>-Declaration: "The Board of Directors for Fairfax Cable Access Corporation hereby authorizes the following persons to sign checks on Bank of America cable and non-cable bank accounts. Those persons are Steven Mullen, Reggie Marston, Peggy Fox, and Wanda Pierce. The following persons are removed from the authorized signers list: Ruth Bennett and Charles Peña."</p> <p>-Steve thanks Chuck for taking on this responsibility in the past.</p> <p>-Gayle moves to approve, Steve seconds</p> <p>-Yes: Anne, Gayle, Jennifer, Sharon, Ulysses, Steve, Peggy</p> <p>-No: none</p> <p>-Abstain: none</p> <p>-Motion to change official signers approved unanimously.</p> <p>-Steve will bring BoA the meeting minutes as proof of this vote to officially implement the change. Ulysses mentions that we cannot finalize this decision until the minutes are approved next month. However, Steve obtained permission to authorize the declaration in the meantime. Ulysses wonders if we can draft a letter to BoA, but Steve asserts that it is not allowed. We are following their guidance, and BoA is unwilling to accept any other alternative. Steve and Reggie can sign essential documents for now, and Peggy and Wanda will have to go to BoA to be added as signers.</p> <p>Wanda notes that the Secretary may be able to confirm that a vote occurred. BoA could accept this as confirmation until the official minutes are delivered to them as proof of the vote.</p> |
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| Strategic Planning Subcommittee Reports | | |
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| Membership | Sharon Sobel | Report given. |
| Ad Hoc Committee | Ulysses Campbell | <u>FPA members gaining access to Board meetings:</u> -Progress is moving forward. Ulysses anticipates a committee meeting in May and potentially 1-2 meetings for the committee to develop a recommendation to bring to the full Board. This recommendation could come as soon as June, but it will be sent to the Board in advance for review. |
| Educational Programming | Jennifer Roberts | Jennifer has been conducting market research. Fairfax County offers an English as second language show on Apple TV. Jennifer wants to start a special called Career Info Café and has developed a proposal for the new program. She is networking with other producers and discussing the value of including educational and job training content in programming. |
| Organization | Gayle Yiotis | Nothing to report. |
| Promotions / Strategic Funding | Sharon Sobel | Report given. -Addendum provided includes Maryam's research |

| Meeting Close | |
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| Unfinished Business | None |
| New Business | <u>Name change:</u> -Wanda suggests conducting research on the name change and doing due diligence (e.g. see if other organizations believe the name is too close to theirs). Have you looked at enough options to decide upon the best one? These efforts can avoid lawsuits and jurisdictional issues (e.g. implying FPA covers all of Northern Virginia). -Maryam got quotes during the last quarter of 2023 from local companies, including one that did FPA's last redesign. Focus groups and name change options were included in the quotes. They were offering non-profit discounts at a reasonable price for their services, including branding guides, five focus groups, five name options, and logo/website design. Maryam would have to get updated quotes. Quotes have an expiration, so we need to decide when to proceed. |

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| | -Peggy wonders if we need an ad hoc committee to explore this. Gayle suggests that Peggy chair this. Sharon says that this fits into the Promotions subcommittee. |
| Confirm Future Meeting Dates | Next meeting: Wednesday, May 28, 2025 at 7pm |
| Adjournment at 8:35pm | Steve motions, Gayle seconds, all in favor -March Board meeting adjourned at 8:35pm |