

## ***FPA Board Meeting Minutes***

***April 25, 2012***

**Open meeting:** 7:11 pm

**Attendance:**

**BOD:**

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

**FPA:**

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

**Guests:**

- none

**FPA BOD Officer Activities:**

- President: Ayme Pointer-
  - Call meeting to order: quorum at 7:11 pm.
  - Conflicts of interest: None
    - Ms. Pointer asked everyone to adhere to the Board's voluntary Code of conduct.
    - The agenda for April BOD meeting was accepted.
    - The minutes for the January, February, and March have been submitted for approval. Mr. Pena and Mr. Mullen submitted additional corrections.

- Mr. Housel moved to approve the minutes after revising the errata, and Mr. Selim seconded. After a brief discussion, the minutes were approved, pending corrections.
- Ms. Pointer stated that she had received no additional names for candidates for the open seat on the Board.
- Mr. Southworth asked if we are still targeting a specific Director that had radio expertise.
- Mr. Pena stated that we had agreed to look for someone with qualifications in radio or fundraising.
- Mr. Pena stated that the candidates he has submitted are James Burke, Robert Sheretta, and Ruth Bennett.
- Mr. Mullen stated that Gul Beg is not available to participate in the Board; however, she still may assist us with fundraising efforts.
- The Board agreed to meet with the candidates prior to the next (May 30) meeting.
- Ms. Pointer suggested doing the meeting off site and in an informal setting.
- The Board settled on Tuesday May 15<sup>th</sup> at Pizzeria Uno's restaurant, from 6:00 pm- 8:15 pm, with a brief brainstorming session. If the prospective Board members are not all available, the BOD agreed to meet with them separately.
- Mr. Pena agreed to make the reservations.
- Ms. Pointer asked Mr. Pena the progress regarding identifying and hiring a public relations staff position. He distributed an email sent to President Ayme Pointer and a cost analysis prepared by Jay Erasquin. A discussion followed. The matter was tabled for the current meeting.

**FPA Executive Director's Activities:**

- Executive Director's Report: Chuck Pena-
  - Mr. Pena read from the monthly staff report.
  - He observed that Ms. Shah is very occupied with meeting Verizon's threshold requirements for obtaining a fourth channel.
  - Mr. Pena discussed the presentations that he and other staff members will be giving at the 2012 Eastern Community Media conference in New Brunswick, NJ.

- Mr. Pena described proposed legislation in Virginia and observed that FPA is working with Fairfax County to ensure that it will not have a negative impact on FPA.
- He discussed and attached a recent USA Today article, quoting the funding difficulties faced by many PEG access stations. This article was orchestrated by Bunnie Riedel, Executive Director of American Community Television, a national PEG Access advocacy group.
- During the discussion on the USA Today article, Mr. Pena noted that Fairfax County and FPA had worked to ensure that current legislation regarding PEG access, passed by the Virginia General Assembly in recent years, is not harmful to the County or FPA.
- Mr. Pena also mentioned discussing the provision of on screen program information for PEG channels with Montgomery County, MD, Cable Administrator Mitsi Herrera, and stated that she is preparing a letter advising cable providers that this is a mandatory service, if on screen program information is provided for broadcast channels, and which asserts Local Franchising Authorities legal authority over this matter.
- Mr. Housel asked if the information from the Eastern Community Media conference session, "Emerging and Alternative Program Distribution Methods," could be passed on to members. Mr. Pena said that FPA held a workshop on this subject on March 23, 2012, and would continue to pass on new information to producers and members.
- Operations Report: Steve Ruddell-
  - Mr. Ruddell discussed proposals to repair and refurbish the ventilation system, to circulate clean air, and remove dust from vents in the building.
  - He stated that once the new equipment is installed, the contractor will continue to service the equipment and has a service contract to make any necessary adjustments.
  - Mr. Ruddell stated that the work will be performed during hiatus week, July 9<sup>th</sup>-13<sup>th</sup>.
  - Mr. Southworth suggested that FPA should include in the contract that the contractor performs a heat load rebalancing in October, when the weather begins to fluctuate more drastically.
  - Mr. Mullen noted that the vents also needed to be cleaned out for the changes to be truly effective.
  - Mr. Ruddell is also still looking at adding the handicapped access door and is waiting for a contractor to give him a proposal.

- He also mentioned that program renewals were sent to producers on March 30, and will be collected through May 1<sup>st</sup>.
- Engineering Report: Daniel Olewine-
  - See monthly staff report.
  - Mr. Olewine stated that the kitchen set in Studio A will be replaced and equipment will be upgraded.
  - While attending the National Association of Broadcasters Show in Las Vegas April 14-19, he reviewed the Live-U box that has 16 USB ports that connect to Wi-Fi, Ethernet, internet, and stream broadcast quality video. Mr. Southworth said it is 100x faster and works like a reverse multiplexer.
  - Mr. Olewine noted that it is leased annually, and when the upgrade comes out, producers are given new training and instruction on how to use this. Mr. Olewine noted that it is a more cost-effective solution for remote use.
  - He also saw some possibilities for a trailer or mobile unit for remote broadcasting and will investigate further after the franchise renewal occurs.
  - Mr. Olewine mentioned that he also saw a tricaster by New Tek that is due on the market in October, which he can incorporate to upgrade existing FPA systems.
  - He is in the process of updating Sharepoint for use by FPA Staff and Board members to collaborate and review documents.
- Training Report: Jay Erausquin-
  - Mr. Erausquin stated that he is contacting schools, public libraries and PTA groups regarding FPA summer camp.
  - He is also working on the course catalogue and training instructors.
  - Mr. Erausquin also removed a CG for beginners course from the schedule, and added two audio classes and two technical directing classes, due to requests from members for certain classes.
  - He is focusing on summer camps next, with reminders going out to the public schools, PTA groups and public libraries.
  - Mr. Erausquin is also in the process of lining up instructors for the next series of courses.
  - Mr. Southworth suggested that the Audacity program is free, and many functions can be used in place of Audition.

- Ms. Shah interjected that many radio producers who have used Audacity have then taken subsequent courses to learn how to use Audition, which has more applications and uses, and has been more widely adopted by industry professionals.
- Outreach Report: Jerry Ferguson-
  - See the April staff report.
  - Mr. Ferguson stated that he remains extremely busy with outreach and shooting programs in the community.
- Programming Report: Maryam Shah-
  - See the April staff report.
  - Ms. Shah showed us the data on new programming being aired to submit to Verizon for the purpose of obtaining a fourth channel for FPA.
  - She discussed how the episode information is being tracked, and the processes she is using to break it down.
  - She also has back-up programming for Channel 37 to use in case a DJ fails to show up, so that FPA is still broadcasting new material.
  - She stated that she expects to meet the necessary original programming levels that Verizon has mandated, and is deliberately using more FPA-produced material than PEG programming, while still saving some FPA produced shows for prime time weekday viewing.
  - Ms. Shah also specifically thanked Lisa Clarke and Jeron Rhodes for assisting her in preparing “wrap-arounds” for programming, as well as many other staffers for their assistance in voice-overs, as well as many other members of the FPA staff.
- Financial Report: Rocio Lopez-
  - Ms. Lopez is presented the financial statements for the Board.
  - She stated that FPA is expecting quarterly payments from both Cox and Verizon soon.
  - Ms. Lopez noted that revenue from staff productions is up \$ 11,000 this year over last, and that marketable securities revenues are up approximately \$12,000 from last year.
  - She stated that the value of fixed assets has also increased, due to equipment upgrades.
  - Ms Lopez stated that rental income also exceeded expectations, due to increases in monthly rent.
  - Utility expenses were up, as were salaries and benefits.

## **FPA BOD Director's Activities:**

- Director of Finances: Steve Mullen-
  - Mr. Mullen is still working on the budget with Ms. Lopez and Mr. Burnette, and he passed out the preliminary 2013 budget for Board review.
  - He stated estimates for service fees from Verizon and Cox continue to be deliberately conservative.
  - Mr. Mullen stated that the amount set aside for fundraising is the same last year, to be re-evaluated by Mr. Bowden.
  - He also stated that the fee-for-production income is up, as well as rental income.
  - Mr. Mullen also stated that they will put additional money against the mortgage principal, to reduce the interest expense.
  - Membership remains steady at approximately 800 members.
  - He stated that there will be a 3% cost of living adjustment for FPA staff, and a modest amount for some small raises and bonuses for full-time personnel, as well as some incentive bonuses to part-time staff.
  - Mr. Mullen stated that he is still estimating the cost of benefits, medical insurance is up slightly, and they are still waiting for dental and life insurance cost estimates.
  - He noted that Mr. Pena is working with a new insurance group to try to save us some money in that area.
  - Mr. Mullen also stated that he is actively working with Ms. Lopez to establish a retirement fund. He said that they are prepared to make an up front contribution to the plan.
  - The three potential service providers are T. Rowe Price, Vanguard, and Fidelity.
  - Mr. Southworth moved to adopt the budget. Mr. Bowden seconded. The motion passed.
- Vice President: Jim Housel-
  - Mr. Housel had no report.
- Parliamentarian: Ahmed Selim-
  - Mr. Selim had no report.
- President & Director of Strategies: Ayme Pointer-
  - Ms. Pointer asked the Board to set aside Sunday, June 3<sup>rd</sup> for a business development, PR, and fundraising meeting here, from 10:00 am- 3:00 pm.

- Secretary & Director of Membership: Bob Giarrusso-
  - Mr. Giarrusso had no report.
- Technology Report: Jim Southworth-
  - Mr. Southworth had no report.
- Director of Business Development: Tim Bowden-
  - Mr. Bowden said that he wanted to work with the American Cancer Society on a fundraising event, and discussed possible participation with Mr. Ferguson.
  - He also stated that Liberty University now has a film school, and thinks we might be able to participate.
  - Mr. Bowden observed that Mr. Pena wanted help with GSA schedules and grants, and suggested that FPA pays the tuition for him and/or other staff members (specifically mentioning Ms. Lopez) that could attend, as well.
  - Mr. Pena asked for the Board to recommend anyone with experience with GSA to see if they would be willing to provide any support.
  - Mr. Pena said that he will also monitor SBA classes for himself and other staff members to attend that focus on contracting and getting FPA approved as a vendor. Mr. Bowden stated that he will support him in trying to network with people with that specific experience.
- Director of Special Events: Georgia Graves-
  - Ms. Graves was unable to attend this evening's meeting due to a conflict.
- OLD BUSINESS: Ayme Pointer
  - There was no old business.
- NEW BUSINESS: Ayme Pointer, Board of Directors
  - There was no new business.

Open Meeting over at 9:22 PM

**Executive Session began at 9:30 pm.**

**Adjourn meeting: 9:45 PM**

**ACTION ITEMS:**

<b><i>Action Identifier:</i></b>	<b><i>Action:</i></b>	<b><i>Responsibility:</i></b>	<b><i>Date:</i></b>	<b><i>Status/ Update</i></b>

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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
A11-1	Provide edits and corrections for Dec. 8, 2010 BOD mtg. minutes	Mr. Mullen	26 Jan. 11	CLOSED



<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/ Update</b>
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 <sup>th</sup> , 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

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/ Update</b>
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
A11-13	Discuss format for offsite Board meeting/preparations for brainstorming fundraising efforts and formation of a	Mr. Bowden/Ms. Pointer	26 October 11	CLOSED

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/ Update</b>
	committee			
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	OPEN
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	OPEN
A12-5	Budget for new staff member	Mr. House/ Mr. Mullen	28 March 12	OPEN

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/ Update</b>
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