

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

***December 28, 2011***

**Open meeting:** 7:14 pm

**Attendance:**

**BOD:**

- Jim Southworth
- Ahmed Selim
- Steve Mullen
- Ayme Pointer
- Paul Porzio
- Georgia Graves
- Tim Bowden
- Bob Giarrusso
- Jim Housel (via teleconference line)

**FPA:**

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

**Guests:**

- none

**FPA BOD Officer Activities:**

- President: Ayme Pointer
  - Call meeting to order: quorum at 7:10 pm.
    - Ms. Pointer thanked the staff for their continuing support and wished everyone happy holidays and a successful New Year.
    - She thanked the members of the Board for their friendship and contributions to her, personally and professionally.
    - Ms. Pointer reminded everyone to acknowledge any conflicts of interest, and asked the BOD to adhere to the voluntary Code of Conduct.

- Mr. Ruddell acknowledged Mr. Selim's return to the Board, with several Board members noting that we've all missed his contributions to our meetings.
  - Mr. Porzio asked that the next time we go to Executive Session, we move the Board to another room for the sake of candor and privacy.
  - Ms. Pointer also thanked Mr. Erausquin for the prompt delivery of our business cards.
- Conflicts of interest: None
  - The agenda for December BOD meeting was accepted.
  - Mr. Southworth suggested that we each leave a few cards at the station to be handed out to visitors and FPA members on request.

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

- Executive Director's Report: Chuck Pena
  - See the distributed December Executive Director's Report, which includes the Staff reports.
  - Mr. Pena noted that the station will be on hiatus from January 3-6, 2012.
  - Upgrades will be performed on Radio Fairfax and WLRB. Each will take approximately 2 weeks, and the studios will be spackled, primed and painted.
  - The radio class manual will also be upgraded, and new teachers will be introduced.
  - FPA staff performance evaluations have been completed.
  - Mr. Pena discussed reviving the show "Chairman's Report" with Sharon Bulova.
  - The FPA Xmas party was held on December 16<sup>th</sup>, with arrangements and planning led by Roscio Lopez. Mr. Pena thanked all the staff for their participation and assistance in organizing the event.
  - Maryam Shah reviewed the regulations and after thorough consideration, determined that FOPA has not met the threshold Verizon's requirements for a fourth channel.
- Operations Report: Steve Ruddell-
  - Mr. Ruddell noted that he detected a number of building issues in preparing for hiatus. He stated that we need to maintain \$25,000-\$30,000 in reserve for repairs or preventive maintenance for plumbing, air

conditioning, and other necessities. He stated that he will keep the Board informed as these issues occur.

- Mr. Southworth also stressed the need to come up with an orderly, comprehensive plan to make sure that the various issues cited are addressed promptly and logically.
  - Mr. Ruddell stated that he will hold staff reviews in the next few weeks, and everyone will be here to assist in painting and other upkeep.
  - Mr. Porzio asked whether the condensation that was detected came from poor seals on the windows, or another source.
  - Asked the board to approve scholarship for FPA member Tom Gavin. The measure was approved unanimously.
  - Mr. Ruddell suggested timing for new photos for the board. Several were taken prior to the Board meeting; the others should be done at the January session.
- Training Report: Jay Erausquin-
    - Mr. Erausquin stated that we are in a lull right now between semesters, and are gearing up for spring.
    - He also hopes to have a field camp for students this summer, and is contacting local libraries to get their support.
    - Mr. Southworth noted that interns are coming to FPA via subway; Mr. Pena stated he will speak to the Merrifield planning commission regarding shuttle buses from the Dunn Loring Metro station.
  - Programming Report: Maryam Shah-
    - Ms. Shah observed that Verizon's rules for channels are geared more toward networks than peg channels, and we can't control how much content is coming in from the public.
    - She is trying to come up with ways to "incentivize" producers to provide more content.
    - Ms. Shah further observed that because we are not supported by advertising or other resources, we have to keep our producers and local community at the forefront of our mission.
    - She noted that we are close to achieving the level of programming needed to successfully apply for an additional channel, but will present a more comprehensive report to Mr. Pena and the Board next month.
    - Mr. Bowden asked whether FPA studios are booked all of the time.
    - Mr. Pena stated that there is more use on weekends than during the day, when people are at work.

- Mr. Ruddell stated that staff productions were usually done during those otherwise empty periods.
- Mr. Bowden was interested in finding out whether we could maximize use, and stay open later one night per week, or take other steps to keep the studios as active as possible.
- Mr. Porzio suggested that we send out a questionnaire to producers to determine whether there is interest.
- Financial Report: Roscio Lopez-
  - Ms. Lopez provided the financial statements for the Board.
  - Ms. Lopez stated that accrual revenues from Cox were down about \$20 K from the 4<sup>th</sup> quarter of 2010, while Verizon support grants were up nearly \$52 K from last year. Other highlights included the following:
    - Staff productions and training revenues were up from this time last year.
    - Facilities costs were up approximately \$20K from last year.
    - Depreciation expenses have not been accurately calculated; they are working with the auditor to determine the correct amount and will have that for the next meeting.
- Engineering Report: Daniel Olewine-
  - There are more red cards than ever, because red cards are being used to report all equipment problems now. The majority are resolved in-house.
  - Mr. Olewine provided layout diagrams for the Radio Fairfax upgrade, and explained where the computers and other additional equipment
  - The engineering team is replacing the consoles in both studios, for Radio Fairfax and WRLD.
  - Mr. Olewine observed that producers will also be able to combine the studios as well as combining a television studio with a radio studio for live performances.

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

- Director of Finances: Steve Mullen-
  - Mr. Mullen stated that we continue to make conservative estimates of our anticipated income from Verizon and Cox Cable.

- He spoke with Dan Burnette, our independent auditor today, who is working on three main points: our fixed assets (building related); the calculation of our equipment upgrades, and tests on our payroll and cable accounting systems, for certification of compliance for Cox and Verizon.
  - Ms. Graves brought up that Verizon will not continue building out their FiOS network of 18M homes, and will then begin bundling services with its cable partners, to limit their labor costs.
  - She asked whether this is going to have an impact on FPA. A brief discussion ensued. Mrs. Graves stated that she will forward the article to the Board for further discussion at a later date.
- Vice President: Jim Housel (via teleconference line)
    - Mr. Housel thanked the staff and wished everyone a Happy New Year.
- Parliamentarian: Ahmed Selim
    - Mr. Selim thanked everyone for their support while he was recovering from his illness.
- President & Director of Strategies: Ayme Pointer
    - Ms. Pointer stated that it is time to revisit our strategic plan, and read our mission and vision statements.
    - She noted that the Board should now update and refine the strategic plan.
    - She also read the nine agreed-upon objectives, and asked for feedback on whether we have accomplished these goals, and to achieve our mission and vision.
    - Mr. Southworth suggested that it would be a good topic for the offsite.
    - Mr. Pointer stated that she began looking for places and moderators/facilitators for us to do that, and that she wanted the Board to spend an entire day together.
    - Mr. Ferguson stated that he could locate a conference room for the Board.
    - The board agreed to target February 20 as a possible date for the offsite. A second date was also proposed for the weekend of February 11-12th

- Secretary: Bob Giarrusso
  - Mr. Giarrusso discussed meeting the aspirational goals of the strategic plan, by creating benchmarks and measurements to determine whether FPA is meeting the stated objectives.
  - Mr. Bowden agreed that we should consider some new initiatives that we have not tried before.
  - Mr. Mullen stated that we have to implement the plan. Ms. Pointer stated that is what the staff has been working on, and it is up to them to ultimately develop the processes and procedures to
  - He also requested feedback on meeting minutes, and thanked and acknowledged Mr. Mullen and Mr. Pena for their regular input.
  
- Technology Report: Jim Southworth-
  - Mr. Southworth and Mr. Olewine are working out recurring issues in the TV studios, particularly with the member drop in Studio C, and other new technologies we have incorporated, including use of laptops, and enhancements to Skype that will allow better coordination with remote correspondents.
  - Regarding a live show on weekends, Mr. Southworth noted that all three studios can be used simultaneously for a live show and encourage several producers to participate and work together.
  - Mr. Ruddell noted that Saturday nights would be better. Mr. Southworth and Mr. Bowden stated that it would be good to schedule once a month or bimonthly.
  - Mr. Mullen noted that Ms. Shah would have to deal with the various producers to work out timing.
  
- Director of Public Relations: Mr. Porzio-
  - Mr. Porzio stated he set up a schedule to teleconference in with the PR Committee.
  - Mr. Mullen suggested that FPA continues to run the Times newspaper ad on a regular basis.
  
- Director of Business Development: Tim Bowden-

- Mr. Bowden suggested that we should do some special events such as a prom for grown-ups, a musical entertainment event, or a fundraiser for a good charity. A discussion ensued, and several suggestions were offered.
- Mr. Bowden stated that we should look for some events that other organizations aren't doing, and use them to drum up member participation.
- Director of Special Events: Georgia Graves-
  - Ms Graves stated that FPA was well represented at the recent Dulles Corridor Rail Association meeting, noting that Ms. Pointer and Mr. Porzio attended, as well as Mr. Ferguson, who videotaped the event.
  - Mr. Ferguson noted that another attendee requested a copy on behalf of the Bechtel Corporation.
  - Mrs. Graves stated that on January 10, 2012 a meeting with Jack Potter, CEO of the Metropolitan Washington Airports Authority, will also be held.
- OLD BUSINESS: Ayme Pointer
  - Ms. Pointer observed that Pamela Haines has not followed up on the disciplinary action. She cannot use the facilities until she takes the required underwriting class. After a brief discussion, it was agreed by the Board and staff to enforce the ban until she completes that course.
  - Mr. Bowden mentioned that we should revisit funding for a retirement plan for the FPA.
  - Mr. Mullen said he wanted to discuss this with the staff. Ms. Shah mentioned that she would contribute to a 401K. Mr. Selim observed that we have discussed this matter recently.
  - The Board then considered when and how this issue should be addressed, and Mr. Mullen suggested that the Board looks at the companies we considered previously. Mr. Selim noted that Fidelity was a good organization, and Mr. Mullen agreed.
  - Mr. Porzio said that he would call a contact that works with other non-profit companies for additional recommendations.
  - Ms. Pointer suggested that to allow proper time, we can also discuss it during the offsite.

Open Meeting over at 8:48 PM

**Adjourn meeting:** 8:48 PM

**There was no Executive Session for this meeting.**

**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>
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	OPEN
A10-7	Prepare report on fundraising plan, to present at February BOD meeting	Mr. Pena, Mr. Housel	8 Dec. 10	OPEN

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

<b>Action Identifier:</b>	<b>Action:</b>	<b>Responsibility:</b>	<b>Date:</b>	<b>Status/ Update</b>
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	OPEN
A11-14	Arrange for portraits of Board members to be taken on premises at FPA.	Ms. Pointer/ All BOD Members	26 October 11	OPEN

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