

FPA BoD Minutes - 2/27/2019 @ 7:04pm

Minutes taken by Genevieve Llamas on behalf of the Board Secretary on 2/27/2019

Minutes approved by the board on _____

Attendance	
Members of the Board	-Jim Housel (President) -Kevin McFarland (Vice President) -Steve Mullen (Treasurer) -Isaac Asare (Secretary) - <i>by phone</i> -Ingrid Parris-Hicklin -Mary Gillam -Georgia Graves -Reggie Marston - <i>by video call</i>
Staff in Attendance	-Chuck Pena -Steve Ruddell -Lisa Clarke -Daniel Olewine -Jerry Ferguson -Jay Erasquin -Maryam Shah -Rocio Lopez
Members in Attendance	-Ben Zuhl -Abdiel Garcia

Meeting Open		
Call to order at 7:04pm	Jim Housel (President)	-Reminder of Code of Conduct -Acknowledgement of the Conflict of Interest policy -Accolades and acknowledgements: Ingrid would like to recognize Medani Adhikari for his work towards the Telly Award. Ingrid would like to thank Jerry for producing the Black History program at the Government Center. Ingrid says that Friday Night Live was amazing last week, and she hopes that more people will take advantage of it. Mary would like to thank everybody who has contributed to getting the strategic plan out. It will

		<p>be distributed tonight.</p> <p>Jim thanks Mary for her leadership and expertise on developing the strategic plan.</p>
Meeting Agenda	Jim Housel (President)	<p>-Steve says that the date for the May 2019 meeting should be changed from May 29 to May 22. This change was approved previously.</p> <p>-A motion to approve the agenda is made by Georgia and seconded by Steve. The motion carries.</p>
Approval of the February 6, 2019 Minutes	Isaac Asare (Secretary)	<p>-Regarding the motion that was made during the executive director's report, Isaac deleted "as amended" and put "a motion to approve Chuck's suggestion and approve is made by Steve."</p> <p>-"The viewing party was well attended" was deleted.</p> <p>-Jim: There was a motion passed in the minutes, but text of the motion was not present in the minutes. It was a substantive motion. Isaac: It is in the beginning of Chuck's presentation, and it is a motion to modify policies and procedures manual. There was one change from Chuck, which is to add one more thing, and that is the one that was approved.</p> <p>-Isaac will reiterate the motion in the minutes to say, "A motion to modify the policies and procedures manual - the modification will require producers to notify FPA staff if they will not be present for their reservation. If they will not be present for ten percent of their upcoming productions, producers are to contact the Executive Director. In some cases, another certified producer can be present instead. Any producer who cannot provide one week prior notification may seek a waiver from the equipment room supervisor."</p> <p>-Jim suggests that approval of the February 6, 2019 minutes be tabled until March.</p>

Staff Reports

Executive Director

Chuck Pena

-Chuck is requesting changes to policies and procedures manual.

Under general FPA policies in disciplinary action, the way that the text is currently written, it compels the Director of Internal Affairs to conduct an investigation if a member submits an appeal to him. In reality, the Director of Internal Affairs may recognize that no investigation is necessary. This provides more leeway for the Director of Internal Affairs in the future.

Jim: There may not always be a Director of Internal Affairs, but there will always be a President, which is an option.

Georgia: Who is rendering a final decision? Is it the Director of Internal Affairs, the President, or the Board of Directors?

Jim: The Board is required to have a President. There may not always be a Director of Internal Affairs, and the decision could be made by the Director of Membership. The new wording indicates that the President or Director of Internal Affairs can determine whether an investigation is necessary and how that investigation would be conducted.

The new wording will be: *A member dissatisfied with the FPA Executive Director's decision may appeal that decision to either the President or the Director for Internal Affairs of the FPA Board of Directors, who may determine that additional investigation should be undertaken, and the President, Director for Internal Affairs and/or the Board shall render a final decision.*

In the grievance section, the current verbiage provides a lot of traps for inadvertent missteps, which may expose us to litigation. Chuck suggests that the text which he highlighted be deleted.

Jim: Grievances regarding staff can be elevated to the board of directors. This does not need to be made formal.

A motion to amend the FPA policies and procedures operations manual, Section 3, § L,

		<p>Item 5 as well as to delete Section 7 in its entirety is made by Georgia and seconded by Mary. The motion carries.</p> <ul style="list-style-type: none">-Chuck has notebooks available for board of directors and officers that include FPA's vital foundational documents.-FPA did special programming for Black History Month, including two new biographies on Frederick Douglass and Booker T. Washington. - We also showed a documentary, 'Nine from Little Rock.'-We have special programming for Women's History Month.-As Chuck alerted the board at the last meeting that the Supreme Court arguments on the case involving the Manhattan Neighborhood Network began the day before yesterday. Based on the wide variety of questions, there is no telling where this case is going to end up. Some say that Manhattan Neighborhood Network is a state actor, and some say they are not. A final verdict is expected to be reached sometime in June. If the court follows the position provided in the amicus brief presented by the American Civil Liberties Union and the New York Civil Liberties Union, our policies would not change at all.-Kevin McNulty is the Public Affairs Manager for Cox Communications of Northern Virginia, and he will report to Barrett Stork, Public Affairs Director for Cox Virginia.-Chuck reported to the board last April that the county anticipated that the final audit covering the period July 2014 to June 2017 would be completed by October. This has not happened. The audit is expected to be completed in two months. Regardless, the big payment has been received from Cox for this period. The first audit period, we received \$95k and approximately \$25k in interest. The second payment for the period under the current audit was around \$72k. We should not anticipate a big payoff.-Senior Programming Coordinator Melanie Chow will be leaving FPA to pursue other opportunities.
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		-We hired three new equipment room staffers.
Operations	Steve Ruddell	-In his report, Steve has listed the holidays that we take off over the next six months. -Next month, Steve will provide the board meeting dates, and the Board can approve them. The member meeting date in September still has yet to be determined. -Renewals are going out.
Production	Lisa Clarke	-The three new equipment room part-timers have started training.
Engineering	Daniel Olewine	-We had a power outage on February 17. We had to close the facility for the rest of the day. We remained on the air the entire time, as there were no issues in Master Control. -Currently, there are large batteries in Master Control. The batteries are plugged into a large generator as needed. Part of the plan this fiscal year is to have an installed generator system. The generator that Danny wishes to propose would cover Master Control, the network closet, and some of nova.org. -On Saturday, February 23, the Fairfax County Fire Department was brought in due to a suspicious smell. The fire department did not find anything risky. Their advice was to ventilate.
Outreach	Jerry Ferguson	-Thanks to Steve and Lisa for helping with our student, because the staff production was cancelled before she arrived. We did a special set-up, and the student was able to ask a lot of questions and have a good experience. FPA has been doing this job-shadow program for high school students for five or six years through the Tysons Chamber.
Training	Jay Erasquin	-Jay has been juggling classes due to recent delays and closures. -There was an emergency with one instructor, and the instructor had to drop out of the semester. -Jay shared the July to December 2019 schedule with staff to get things rolling for next semester.

Programming	Maryam Shah	<ul style="list-style-type: none"> -Melanie Chow's last day is Friday, March 1. -We have uploaded the next member spotlight video featuring Tyra Garlington on the social media sites. We have more producers lined up to be featured in these videos.
Office Manager	Rocio Lopez	<ul style="list-style-type: none"> -The financial statements are as of January 31, 2019. We usually report a month behind because the bank statements arrive in the middle of the following month. -We received \$209k from Cox and \$437k from Verizon. The total income from Cox is down \$35k from last year, and from Verizon it is down \$37k from last year. The total payments from Cox and Verizon for the second quarter total \$646k. -Training Income is down \$5k from last year due to class cancellations. -Other/Interest/Dividends Income is up \$120k due to additional deposits to the Edward Jones cash management accounts. -Salaries, Benefits, & Taxes are up \$20k due to the increase of salaries and increase in cost of benefits (insurances). -Facilities Expense is down \$11k from last year due to reductions in various repairs. -Maintenance Reserve Expense down \$26k from last year because we have not done major repairs. -Office Operations Expense is down \$87k due to prior year payment for Grass Valley technical support renewals. -Professional Services is up \$20k from last year due to the payment to our auditor for additional services for last fiscal year paid in this fiscal year as well as Edward Jones program administrative fees. -Marketable securities are up \$584k due to transfers made in August 2017, November 2017, December 2017, May 2018, August 2018, and January 2019. -Fixed assets are up due to various equipment purchases and ongoing projects. -Jim suggests a written policy regarding the cash management. It should not be an actual dollar

		<p>amount, it should be how many months, perhaps two or three. It should be something of the anticipated operations and capital expenses.</p> <p>-Steve: The month-to-month normal expenses are getting close to revenues on the cable side. On the non-cable side, there will be revenues.</p>
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Director Reports		
Director of Finance Operation Development	Steve Mullen	<p>-Regarding electronic transfers, Dan Burnett is okay as long as we maintain the two-person authentication that we have with the check system.</p> <p>Jim: Flow is between our account and the Edward Jones accounts. It is a transfer. There is no way to get cash out of it.</p> <p>The person who has control over the accounting system records cannot be a disburser. Moving money from our checking accounts to the Edward Jones accounts is a disbursement.</p> <p>-Dan Burnett mentioned that a good portion of the investments that Edward Jones is making on our behalf are municipal bonds. Bond prices can vary.</p> <p>Kevin: They are not individual bonds, they are institutional bond funds. Bond funds are managed by a portfolio manager and team. They are not buying a certain quantity of bonds at a certain maturity and holding them to infinity. They are trading bonds within that fund. The mark-to-market value of bonds fluctuates daily. Bonds react with interest rate increases. If you wanted to sell a bond early before maturity, you would likely demand a premium with that bond on that secondary market. If interest rates go up, the mark-to-market value if liquidated early would be at a discount. However, the portfolios are not holding individual bonds. These are bond funds. The investment objective is balanced towards income.</p>
Director of	Georgia Graves	-There is a lot coming up during March 2019 in the

Community Development		<p>local business community. Georgia has shared the calendar with Jerry to see about coverage.</p> <p>3/14 - The She-Suite Summit: How influential leaders elevated their career and life</p> <p>3/22 - The 41st Annual Valor Awards</p> <p>3/21 - INNOVATE by the Dulles Regional Chamber</p> <p>3/18 - Silver Line Committee Metro Monday</p> <p>3/21 - 2019 VA Transportation Legislative Recap</p>
Director of Promotional Development	Ingrid Parris-Hicklin	<p>-Ingrid sent fourteen job announcements to FPA members.</p> <p>-On April 6, Celebrating Visionary Women is being held by Northern Virginia Business and Professional Women's Club. Jerry said he will be able to record the event.</p> <p>-Ingrid tries to go after these things for more content and to inform the community about FPA.</p> <p>-Ingrid has the shared information on social media with Jay. They will see about bringing in a speaker to talk about branding and marketing.</p>
Director of Strategic Development	Mary Gillam	<p>-Thank you again to everybody for their input towards the strategic plan.</p> <p>-A motion to approve the strategic plan is made by Georgia and seconded by Kevin. The motion carries. Everyone is to sign off on the strategic plan as it was approved.</p>
Director of Technology Development	Isaac Asare	<i>-Nothing to report-</i>
Director of Radio Development	Reggie Marston	<i>-Nothing to report-</i>
Director of Member Development	Ruth Bennett - <i>report provided by Jim Housel</i>	<p>-Kudos to Lisa for her help recording in Studio A on February 26.</p> <p>-Ruth is getting closer to implementing the non-profit outreach project.</p> <p>-Thanks to Ingrid for reaching out to former colleagues at Government Center in efforts to compile a list of non-profits.</p> <p>-Volunteer Fairfax, the non-profit featured on</p>

		Ruth's February 26 show, has a partnership with the NOVA Idea Exchange.
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Meeting Close	
Unfinished Business	-None-
Add new items to next month's agenda	-None-
Confirm future meeting dates	<p>-The next meeting is March 27.</p> <p>-A motion to adjourn is made by Georgia and seconded by Mary. The motion carries.</p> <p>-The meeting is adjourned at 8:33pm. Executive session to follow.</p>