

FPA Board Meeting Minutes

January 25, 2012

Open meeting: 7:14 pm

Attendance:

BOD:

- Jim Housel
- Jim Southworth
- Steve Mullen
- Ayme Pointer
- Paul Porzio
- Georgia Graves
- Tim Bowden
- Ahmed Selim
- Bob Giarrusso

FPA:

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

Guests:

- Dan Burnette

FPA BOD Officer Activities:

President: Ayme Pointer

- Call meeting to order: quorum at 7:15 pm.
 - Ms. Pointer reminded everyone to acknowledge any conflicts of interest, and asked the BOD to adhere to the voluntary Code of Conduct.
 - Mr. Housel moved to approve the agenda with the changes submitted. Mr. Selim seconded. The motion was passed.
 - Conflicts of Interest: None.

FPA Guest Presentation: Dan Burnette

- FPA's auditor, Mr. Burnette attending the meeting as requested to present the Annual FPA Financial Report.
 - Mr. Burnette again shared the audit findings, pronouncing the bookkeeping was accurate and gave FPA a "clean audit opinion."
 - Mr. Burnette stated that he did not have time to review the Financial Report with FPA management prior to this meeting.
 - On page 3, no significant change from previous year, except for an increase in revenue of approximately \$ 200,000 in FY 2011. Last year, the annual report had a cable supplemental. There was a new formatting change to reflect audited cable fund statements.
 - The 2010 report contained a "cable supplemental" category. In 2011 and going forward, he has adopted a formatting change to reflect "restricted" and "unrestricted" categorization.
 - Also, there are several new footnoted sections due to changes in reporting requirements, pending FPA management approval.
 - It was observed that the building and land value is our historic cost, not the current amount or appraised value, and FPA could use current non-cable funds to reduce the mortgage balance.
 - Mr. Burnette verified that 95% of FPA's current revenue comes from cable support grants from Cox Cable and Verizon FiOS.
 - Motion: The FPA BOD shall authorize a legal review and opinion regarding FPA's desire to assess a rent equivalent against cable fund activities which supports the cable fund activities to determine if it would be taxable under the IRS UBIT regs. Mr. Southworth moved; Mr. Mullen seconded. The motion carried.

FPA Executive Director's Activities:

- Executive Director's Report: Chuck Pena
 - See the distributed January Executive Director's report for details, which includes the January Staff report.
 - There was a brief discussion of new revenue source generation and investments.
 - Revenues from office rentals accounts pays for about half of FPA's monthly facilities expenses.

- Upon future renegotiation of the mortgage, FPA's revenue from rentals may be nearly enough to make the building's mortgage payment.
 - Mr. Pena was recognized for successfully negotiating the building lease agreements with our tenants for one year with escalator clauses.
- Programming Report: Maryam Shah-
 - Ms. Shah presented her long-term plan for FPA to qualify to receive an additional (fourth) channel allocation on Verizon FiOS.
 - She stressed the need for original, non-repeat programming created by FPA producers to be aired during prime time hours (6:00 pm- 11:00 pm) Monday through Friday in order to meet Verizon's standards.
 - If FPA applies, there will be a 16 week "test" period, during which time Verizon will audit the station's programming to determine if we meet the threshold level.
 - Ms. Shah explained the strategy and next steps needed to complete the test period successfully, and stated that she felt we had enough new programming that met Verizon's regulations to earn the fourth channel.
 - Ms. Shah said that FPA staff could assist producers of some programs to avoid having them preempted from their slots. Producers could add other public access programs to cover these slots, as well.
 - She also observed that any programming on PEG-media, Alliance Media, and Federal government topics are available for airing without prior approval.
 - Ms. Shah stated that from time to time, FPA does remove and add time slots, but some long time producers retain their slots even when they have re-airings.
 - She stressed that we need to treat long time producers with deference as they have been great contributors to FPA, and have earned their slots. Producers could also create a "best of" clip show.
 - Ms. Shah also suggested that FPA could employ an incentive contest such as no repeats over a period of time with some tangible reward. Or, FPA could offer producers a discounted edit class.
 - During the test period, producers with prime-time slots will have the option to schedule one prime time program per period (weekly, biweekly, etc.), and run older episodes in slots outside of prime time.
 - Ms. Shah noted that she can also air local specials as many times as possible in a one month period.

- She also mentioned that radio producers can also sub for each other.
- Motion: The Board was asked by Chuck to authorize staff to limit that producers be limited to no more than 2 repeats for prime time slots per any 16 consecutive week period until the Verizon threshold is met for a 4th channel.
- There was further discussion on the 4th channel acquisition. Mr. Southworth moved to adopt the motion; Mr. Bowden seconded. The motion passed.
- Operations Report: Steve Ruddell
 - See highlights from FPA staff reports.
 - Mr. Ruddell will not be able to attend the February or March BOD meetings.
 - He said that he will provide an estimate for A/C repairs/refurbishment by the March BOD meeting.
- Engineering Report: Daniel Olewine
 - See highlights from FPA staff reports.
- Training Report: Jay Erausquin-
 - See highlights from FPA staff reports.
 - Mr. Erausquin noted that he was working with representatives from the US Patent & Trademark Office to determine whether they can utilize FPA's services and facilities.
- Financial Report: Roscio Lopez-
 - Ms. Lopez provided the financial statements for the Board.
 - She also noted that fees from staff productions were up from this time last year. Mr. Ferguson was acknowledged for his efforts as Director of Development in increasing these revenues.

FPA BOD Director's Activities:

- Director of Finances: Steve Mullen-
 - Mr. Mullen deferred the financial report for the month to the prior discussions by Mr. Burnette and Ms. Lopez.
- Vice President: Jim Housel (via teleconference line)
 - Mr. Housel thanked the staff and wished everyone a Happy New Year.

- Parliamentarian: Ahmed Selim
 - Mr. Selim noted that members had mentioned to him that there are 4 signs posted around studio indicating equipment is used at their own risk.
 - He suggested that it was awkward, and that the signs should be removed.
 - After a brief discussion, Mr. Pena was asked to discuss the legal ramifications of these postings. He was directed to seek the advice of outside counsel David Lawrence.
 - Mr. Pena observed that the signs may need updating.

- President & Director of Strategies: Ayme Pointer
 - Ms. Pointer stated that the offsite would be held on February 20th, at the Dominion Power office facility.

- Secretary: Bob Giarrusso
 - Mr. Giarrusso suggested that because of the plan adopted to utilize more original programming to qualify for a fourth channel, FPA could promote the availability of open time slots to promote membership.
 - The Board and staff noted that there were limitations on new producers that applied to the plan to air more original programs, and that it would take time for new producers to have enough programs recorded to allow them to take advantage of the open slots.

- Technology Report: Jim Southworth-
 - Mr. Southworth discussed using the dongle broadband application with a laptop to copy protect and patch Skype.

- Director of Public Relations: Mr. Porzio-
 - Mr. Porzio did not have a report.

- Director of Business Development: Tim Bowden-
 - Mr. Bowden distributed conceptual projects for focusing efforts on fundraising and creating partnerships between FPA and public and private entities in the Northern Virginia community

- He observed that FPA does not fully use its assets that have expanded beyond FPA
- Mr. Bowden suggested that FPA publicizes the celebrities and leaders that have appeared on FPA programs
- He also suggested that FPA prepares an annual yearbook and annual highlights shows
- Director of Special Events: Georgia Graves-
 - Mrs. Graves identified several other opportunities for FPA BOD and staff to interact with other local community leaders:
 - The Asian Business Monthly mixer on 1/26/12
 - The GovCON Luncheon on 2/1/12
 - Dulles Chamber 2012 Gala on 2/25/12
 - The 24th Annual Valor Ceremony on 3/21/12
 - The Digital Marketing & Local Businesses: What You Need to Know to Compete Online Today and In the Future on 2/8/12
 - The Smart Way to Control Health Care Costs on 2/3/12
- OLD BUSINESS: Ayme Pointer
 - There was no old or new business to be addressed by the Board.

Meeting over at 9:20 PM

Adjourn meeting: 9:20 PM

ACTION ITEMS:

| <i>Action Identifier:</i> | <i>Action:</i> | <i>Responsibility:</i> | <i>Date:</i> | <i>Status/ Update</i> |
|----------------------------------|---|-------------------------------|---------------------|------------------------------|
| 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 | Mr. Southworth | 26 Oct. 10 | OPEN |

| Action Identifier: | Action: | Responsibility: | Date: | Status/ Update |
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| | on that when it can happen. | | | |
| 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 |
| 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 | Mr. Selim Mr. Porzio | 26 Jan. 11 29 June 11 | OPEN |

| Action Identifier: | Action: | Responsibility: | Date: | Status/ Update |
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| | section | | | |
| 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 th , 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 |
| 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. | 30 March 11 | CLOSED |

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| | | Giarrusso | | |
| 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 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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| A12-01 | Mr. Pena to discuss removing "use at own risk" signs with outside counsel | Mr. Pena/Mr. Lawrence | 25 Jan. 2012 | OPEN |