

*DRAFT FPA Board Meeting Minutes*

*July 31, 2013*

**Open meeting:** 7:10 pm, Quorum reached at approximately 7:15 pm

**Attendance:**

**BOD:**

- Jim Housel
- Georgia Graves
- Jim Southworth
- Bob Giarrusso
- Steve Mullen
- Todd McAllister (via teleconference)
- Jim Burke

**FPA:**

- Chuck Pena
- Daniel Olewine
- Jerry Ferguson
- Maryam Shah

**Guests**

- Suyong Min

**FPA BOD Officer Activities:**

- Director of Internal Affairs: Jim Housel
  - Call meeting to order:
    - Mr. Housel reminded everyone to acknowledge any conflicts of interest, and none were cited.
    - He also reminded the BOD to adhere to the voluntary Code of Conduct.
    - The Board and staff acknowledged Roscio Lopez and Tiara Brown on the birth of their children, Alejandro & Emerson
    - Ms. Pointer, Ms. Lopez, and Mr. Ruddell were unavailable for this meeting.
    - Mr. McAllister stated he would call in.
    - Mr. Giarrusso prepared this month's minutes.

- There were no guests who requested to speak to the Board.
- Mr. Southworth moved to approve the June minutes, Mr. Giarrusso seconded. The Board approved the June minutes, as amended.

**FPA Executive Director's Activities:**

- Executive Director's Report: Chuck Pena
  - See the distributed July Executive Director's report, which includes the Staff reports

Highlights:

- Mr. Pena contacted the supervisors of the Mt. Vernon and Lee districts regarding the proposal to have an annex in the Route 1 Corridor, which borders both those districts. He is planning follow up meetings with their staffs.
- Mr. Pena met with Dr. Ellrod and two Assistant County Attorneys regarding the 120 day cure period if the county is dissatisfied with FPA's performance. During negotiations for the 2006 Verizon franchise, the County Attorney's Office had advised that the cure period language in the Administration agreements between FPA and the cable companies was unenforceable because the County is not a party to the Administration Agreements.
- The language for the cure was taken out of the Verizon agreement, but had remained in the Cox agreement until June 2013. Mr. Mullen noted that the language was helpful in getting FPA a building loan with Bank of America.
- Mr. Pena learned that adding the language could not be accomplished by a memorandum of agreement, but would need to be accomplished by legislation passed by the County Board of Supervisors, and county staff would provide us with a decision as to whether staff would draft legislation to be voted upon by the Board of Supervisors.
- The County also assured him that if there was an allegation of non-compliance, no action would be taken without a series of county hearings, which would take more than 120 days anyway.
- Mr. Pena reported that FPA Channel 36 is now being shown in Washington, DC.
- While Channel 36 is not being shown in Prince William County, because that is a site for a government channel, Ms. Shah stated

that being shown in Washington, DC, greatly increases the appeal of Channel 36 to program producers.

- Alexandria Harris started July 16 as a part time technical advisor, and Genevieve Llamas has been hired to work as a part-time master control operator, effective August 1<sup>st</sup>.
- Hiatus was July 8-12, and Mr. Pena thanked the staff for their hard work during the break.
- Longtime FPA member and former Board member Elizabeth McGlohn passed away on July 21. FPA posted a notice on FPA's Facebook page.
- Operations Report: Daniel Olewine
  - Mr. Olewine gave the operations report.
  - He noted the progress made over hiatus, painting, cleaning the prop room, and replacement of furniture, and hauled over 2 tons of refuse to the dump, and thanked Falls Church City TV for lending us their truck. See the operations report.
  - Defibrillator and CPR training was held for the staff on July 15, and staff also replenished the first aid kits.
  - Mike Stoeckel is now certified in ISF calibration, by the Imagining Science Foundation.
- Engineering Report: Daniel Olewine
  - See the engineering report.
  - Mr. Olewine stated that he will be attending Society of Broadcast Engineers Leadership Development Class in Atlanta, GA August 13-15.
  - A locksmith changed the locks for the building to a high security system that cannot be duplicated without appropriate authority.
  - Mr. Southworth observed that Sid Sachs has been unable to use Skype from Studio and asked for engineering support for his "Tracing Family Roots" program, for which could include international guests.
  - Mr. Olewine stated that he will reach out to Mr. Sachs and demonstrate how to use a laptop to access Skype, and will make it a priority.
  - Mr. Mullen seconded the motion to make this purchase.
  - The Board approved the motion unanimously.

- Outreach: Jerry Ferguson:
  - See outreach and development report.
  - Mr. Ferguson corrected his report stated that FPA hosted the Tysons Chamber Breakfast meeting, and cooked them breakfast in Studio A.
  - He has moved into the TN 6 office upstairs. He salvaged some desks and a file cabinet from what was being hauled out of upstairs.
  - Mr. Ferguson learned that much of the electrical service upstairs had been “daisy chained,” and has now been repaired.
  - Mr. Ferguson spoke with zoning and electrical inspection personnel for the county and is preparing a floor plan so that FPA can have its usage and zoning permits updated.
  - He stated that the zoning authorities were very helpful and would assist us in updating FPA’s permits.
  - Mr. Housel thanked him for taking the initiative to ensure safety of FPA operations.
  
- Director of Programming: Maryam Shah
  - Ms. Shah stated that she will begin training for Ms. Llamas and should have a regular schedule for Master Control by the end of August.
  - She noted that she still has one more position to fill, and will begin training once the other recent hires have completed training.
  - She stated that new programming is slightly down for TV, however she is getting additional programming from PEG media to provide a variety of content to air on Channel 36 and Channel 10.
  - Ms. Shah stated that we are working in partnership with the Angelika Film Center, giving away movie tickets each week, in exchange for free advertising on FPA.
  - She stated that she also would like to offer the Board a chart to track monthly and annual hours for radio programming, as well.
  - Ms. Shah reiterated that the hours for new programs on the chart only reflect the first airing of new programs. The Board agreed that those statistics would be helpful.

- She stated that producers will usually have at least three plays per episode of a program if they have a regular weekly, biweekly, or monthly time slot.

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

- Treasurer and Director of Finances- Steve Mullen:
  - In Ms. Lopez' absence, Mr. Mullen gave the monthly financial report.
  - He acknowledged Gaby Silva's support in revising the format and preparing this month's financial report.
  - Mr. Southworth noted that the Cox support grant is down approximately \$ 60,000 from this time last year, while the Verizon support grant is up approximately \$ 260,000 from this time last year.
  - Mr. Mullen noted that office suite rental is down approximately \$13K from 2012.
  - He also noted that office expenses are up approximately \$ 7,000 from last year, while the building loan fees expense is reduced about \$18,000 from 2012.
  - Mr. Mullen stated that FPA's statement of financial position and the income statement are both very positive.
  - He also provided the staff and board with copies of the Retirement Plan Research Update.
  - Mr. Mullen presented four different retirement plan options that he has investigated, along with a survey to ask FPA employees to express their preferences.
  - Mr. Giarrusso and Mr. Southworth stated that it would be optimal to have the staff's preferences back and a path forward by the September Membership meeting.
  - Mr. Mullen and Mr. Giarrusso stated that they would discuss administrative costs with Fidelity and Nationwide, and report back to the staff.
  - Mr. Mullen stated that the plan can either be a 401(k) or 403(b) plan, even though FPA is a non-profit corporation.
- Director of Community Development: Georgia Graves

- Ms. Graves provided information regarding events coming up in August and September.
  - She recommended that FPA participate in the Aug. 29 Char-A-Oke benefit event at Wolftrap, for the Education Foundation, sponsored by the Fairfax Chamber of Commerce.
  - There is also a B&D + Bash on September 12
  - Mrs. Graves also mentioned the upcoming Gubernatorial Forum Luncheon August 9, 2013. Mr. Ferguson will be videotaping the event for FPA.
  - She stated tickets are available for the September 25<sup>th</sup> Gubernatorial Debate with Republican candidate Ken Cuccinelli and Democratic nominee Terry McAuliffe.
  - Ms. Graves also discussed the Committee for Dulles and Dulles Chamber meeting at the Crowne Hotel at Dulles Airport on August 15, investigating the Bi-County Parkway (between Prince William and Loudoun counties)
  - September 14<sup>th</sup> - Plane pull for Special Olympics
  - Cox Spanish Heritage Festival October 4<sup>th</sup> at Herndon, on the Town Green.
- VP and Director of Member Development: Bob Giarrusso
  - Discussed the membership committee plans being prepared to increase participation for newly trained producers in August and November.
  - He stated that Mr. Ruddell has already engaged several senior level instructors to assist.
  - Mr. Giarrusso acknowledged Mr. Burke for inspiring some of the ideas to promote networking and improving access to resources.
- Director of Internal Affairs: Jim Housel-
  - He discussed providing a plaque to honor former FPA staffer Martha Payne for her service to the station.
  - He stated that the personnel manual should be ready by the August meeting.
- Director of Technology Development: Jim Southworth
  - Mr. Southworth mentioned upgrades being discussed with engineering.

- He also discussed enabling and getting more benefits and use from some production access techniques such as Skype.
- Mr. Southworth stated that he is training numerous new producers and assistants that are providing support for other shows.
- Mr. Housel suggested that the membership committee review ways of integrating them.
- Director of Performance Development: Jim Burke
  - Mr. Burke will send out additional information on websites for organizations for FPA to participate in.
- Meeting Adjourned: 9:00 PM
- The next regularly scheduled BOD meeting will be held on 8/28/2013.

**Adjourn meeting: 9:40 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 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

<i><b>Action Identifier:</b></i>	<i><b>Action:</b></i>	<i><b>Responsibility:</b></i>	<i><b>Date:</b></i>	<i><b>Status/ Update</b></i>
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
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.	23 Feb. 11	CLOSED

<i>Action Identifier:</i>	<i>Action:</i>	<i>Responsibility:</i>	<i>Date:</i>	<i>Status/ Update</i>
		Giarrusso Mr. Southworth Mr. Ruddell		
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. 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

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

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A12-2	Discussion of retirement planning.	Ms. Pointer/ Mr. Mullen	29 February 12	CLOSED
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	CLOSED
A12-5	Budget for new staff member	Mr. Housel/ Mr. Mullen	28 March 12	OPEN
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
A12-8	Present the FPA retirement savings plan to the Board for the December 2012 meeting- Changed to January 2013 meeting, Mr. Mullen to provide info to Board 10 days prior to meeting	Mr. Mullen	24 October 12	Advanced to July 31 mtg.
A13-1	Final presentation of FPA retirement plan alternatives	Mr. Mullen	29 May 2013	OPEN  Moved to 31 July 2013

<i><b>Action Identifier:</b></i>	<i><b>Action:</b></i>	<i><b>Responsibility:</b></i>	<i><b>Date:</b></i>	<i><b>Status/ Update</b></i>
A13-2	Finalize language for the FPA Employee manual	Mr. Housel	29 May 2013	OPEN Moved to 28 August 2013