FPA BoD Minutes – 7/26/2023 @ 7:07pm Minutes taken by Transcriptionist on behalf of the Board Secretary on Minutes approved by the board on 8/30/2023 @7:08 pm

Attendance	
Members of the Board in Attendance (via electronic & phone participation)	-Steve Mullen -Gayle Yiotis -Peggy Fox -Happy Garcia -Colin Davies
Staff in Attendance (via electronic & phone participation)	-Chuck Pena -Rocio Lopez -Jerry Ferguson -Jay Erausquin -Arcelious Joyner -Lisa Clarke -Maryam Shah
Members in Attendance	n/a

Meeting Op	en	
Call to order at 7:07pm	Steve Mullen (Treasurer)	-Reminder of Code of Conduct  -Acknowledging conflict of interest in Board Code of Conduct  Acknowledgements & Accolades:  Regarding the annual FPA hiatus on July 1-7, Chuck thanks the staff for their hard work on maintaining equipment and facilities, performing and completing updates.  Steve thanks Gayle and Isaac for preparing the July Board meeting agenda.  Steve acknowledges Gayle for preparing the well-written June minutes. The meeting was long and included an in-depth FY 2023-24 budget presentation. Gayle thanks Nikki for composing the minutes. Steve notes that the summaries and minimized areas are especially well-constructed.

		Chuck thanks Gayle for help on the Notice of Member Meeting.  Steve thanks managers across all areas for their invaluable input, which helped Steve and Rocio complete the FY 2023-24 budget.
Meeting Agenda	Steve Mullen (Treasurer)	Motion to accept meeting agenda as written -Gayle motions, Peggy/Happy second, no abstain/oppose -Meeting agenda approved unanimously with no changes
Approval of 6/27/23 Meeting Minutes	Gayle Yiotis (Secretary)	Motion to approve June minutes as written Gayle asks if there are any changes/objectionsSteve motions, Colin seconds, no abstain/oppose -June minutes approved by unanimous vote

Staff Reports		
Executive Director	Chuck Peña	Chuck e-mailed the draft Notice of Member Meeting. In addition to other appropriate business, at least two board positions will be filled.  -Prior to the 2020 COVID pandemic, the annual member meeting was held in-person in Studio B. Subsequent to the COVID pandemic outbreak, the meeting has been held virtually via Zoom.  -Chuck recommends the September 2023 member meeting be held as a "hybrid" meeting this year, which would both allowing FPA members to meet in-person (and to cast physical ballots for the board director election) AND such a meeting would allow members to meet virtual via Zoom (and cast votes in the board election using the ElectionBuddy internet voting app.  -Additionally, Chuck recommends that the election be conducted by League of Women Voters of the Fairfax Area  -To be in compliance with our bylaws, FPA can either (1) mail a notice to all voting members who live in Fairfax County or the cities of Falls Church or Fairfax, or (2) run notice in a newspaper of general circulation for two consecutive weeks. I propose that we perform both of the above options. Our corporate lawyer has recommended that we use <i>The Washington Times</i> for the purpose of announcing the member meeting in a newspaper of general circulation as referenced in our bylaws.  Annual Member Meeting Date: September 17 or 24, 2023  -We have typically scheduled the member meeting to be held on

the last or second to last Sunday in September.

- -Currently, the member meeting is scheduled for Sunday, September 17, because Yom Kippur begins on the last Sunday of month, September 24.
- -The meeting is scheduled to begin at 1:00 p.m. to approximately 3:00 p.m. However, voting may begin once quorum is reached (which will likely be at around 1:15 pm), and members may continue voting until 5:00 pm, even if the meeting is over
- -It was discussed that if the member meeting were to be rescheduled for Sunday, September 24, (rather than September 17), since the meeting would end four hours before Yom Kippur begins at sunset, scheduling the member meeting for September 24, should not be an issue, especially since there is an option to attend via Zoom.
- -Chuck thinks both options are viable. Steve says that the last Sunday of September is beneficial because September 30 is a Saturday, so scheduling the meeting for September 17, causes the meeting to be scheduled unusually earlier than under other circumstances. Both add that delaying the member meeting to September 24 will provide more time for election candidates to prepare.
- -Gayle agrees to either date. Steve, Peggy, Colin and Happy favor September 24.
- -Steve asks if there are other proposed revisions, regarding the annual member meeting, besides the date, but hears none.

Motion to change date of upcoming annual Notice of Member Meeting from September 17 to September 24, along with any subsequent changes as may be deemed appropriate

- -Last date to submit candidacy is 30 days prior to election, so changing meeting date will consequently alter other dates.
- -Gayle makes the above motions, Peggy seconds, no abstain/oppose, motion passed by unanimous vote.

Chuck thanks managers and staff for their exceptional work during the July 1-7 hiatus. Arcelious, Lisa, and Jay will provide more details about operations performed during summer hiatus.

#### Angelika Film Center Promotional Deal

Chuck has negotiated a no- cost 12-month promotional deal with the Angelika Film Center in the Mosaic District. The Angelika Film Center will run spots promoting FPA prior to each movie in all 8 of their movie theatres, which is a \$12-14,500 value depending on whether the spots are still images versus moving videos. Angelika only sells static image spots. Another company sells the moving video spots. FPA prefers videos.

-Promotional manager for Dallas, TX, parent company Reading (pronounced "Redding") is unsure if she can provide video spots to FPA. This depends on the specifics of what the contractual arrangement between Reading and the other company allows. She is aware that FPA prefers video spots and wants to make such available to FPA.

-In return for promoting FPA on its movies screens, the Angelika Film Center will be identified as underwriter on Cable Channel 37 (Radio Fairfax) and on the <a href="https://www.fcac.org">www.fcac.org</a> Radio Fairfax website page.

- -Angelika Film Center presents both mainstream and art house movies They show classic black-and-white films one night a week. The spots will reach overall film fans and those with a special interest in visual media.
- -The deal could bring in new FPA members and individuals who want to create their own video/radio programming at FPA.

Chuck had extensive strategic conversation with legal counsel about using a new d/b/a (doing business as) name. One of the principals at Novamedia Productions initially stated, in an email, that he had no objection to FPA using the name "NOVA Public Media." Chuck asks Peggy if any owner at Novamedia Productions has revoked this initial permission, and she replies no. Chuck will pursue the name change first with the Executive Committee and then inform the full Board.

The Annual Meeting of the Alliance Center Office Condominium Unit Owners Association (ACOCUOA) is scheduled for August 23, 2023. This is a very important meeting because FPA wants board representation here. Chuck is currently ACOCUOA Board VP and hopes to be reelected at this meeting. The ACOCUOA President and Secretary/Treasurer have been extremely cooperative with Chuck regarding approvals for possible redevelopment of Alliance Center property.

Gayle congratulates Peggy for initiating the idea for the Mosaic District ads. Peggy thanks Chuck for negotiating the deal. Colin and Steve applaud Chuck and Peggy. Peggy asks if FPA is making a new ad for this. Chuck asked Maryam and

	Programming will most likely handle this once we know if it is static images or videos. Peggy hopes for a creative, snappy ad. She wants to create a group with Maryam to develop a slide.  Gayle and Steve thank Peggy for help with name change. Peggy was glad to pursue this. The Board already voted
	unanimously for the name change. Chuck will discuss the specifics with Peggy later. Peggy wants to print the e-mail from
	Francis at Novamedia Productions.
Engineering Arcel Joyne	

		-Integration through vendor on third/fourth week of August or first week of September to have it commissioned and run parallel with system until cutover date during following month Rest detailed in report.  Happy asks Arcelious about an issue he had with the lighting board. Happy likes the board, but experienced deleted filesFiles were uploaded by Sam and available the first week, but they were gone on the second week. Happy asks if there is a back-up (e.g. SD card) if files are deleted. Arcelious did not know about this issue and says this should never happen. Arcelious wonders if something was not saved correctlyArcelious says the system has dual redundancy, where files are backed up by internal memory and on a thumb driveThis is the first complaint Arcelious has heard. During testing and installation, he installed configurations before turning the board over. Arcelious will check with Sam to see if files were overwritten.  Happy likes that Arcelious took hybrid out but wonders if there are plans for a phone patch in studio. Arcelious says no because we use Zoom. Happy likes having call-ins during live shows. Arcelious says there is a phone number attached to Zoom. More people use Zoom than call in and quality is betterArcelious mentions the limit to number of callers on phone (4 lines), but Zoom is almost unlimited (100 people). We initiate the Zoom from the Control Room and callers call in. Happy asks Arcelious to make a flyer for directions on how to use this. Arcelious says that Zoom e-mails have a phone number attached, so guests can be instructed to read e-mail with linkPhone left in Studio C by request and removed in Studios A/B -Arcelious finds that Zoom is better for debates than the phone since hybrid is only one line. Arcelious or Romondo will walk Happy through it.
Outreach	Jerry Ferguson	Not much to add to report. Outreach Committee meeting was held on Monday, July 24. Jerry is compiling a list of possible events to attend throughout the next year. Once he has decided which to target and when, Jerry will work on displays for them.
Training	Jay Erausquin	Additions to report: -Implemented studio lighting console during July 1-7 hiatus

		-Lisa and Sam updated tutorial video/how-to guide handout -Several sets of free workshops will be offered as freebies for Refresher Program. Members contact FPA to schedule 1-hour 1-on-1 workshopsCamps proceeding as planned but Field Camp is cancelled -Jay is working with potential teachers for next semester -All else proceeding as planned -Membership payments can be done online soon (update later)  Happy asks Jay about in-person payments. Staff wrote his credit card number down instead of using a machine for a class payment. Happy asks Jay why we use this "old school" methodJay explains that the Equipment Room staff can't process class payments directly in FACIL. The Training Department completes payments for accuracy and to prevent overcharges. They double check that payment amounts include all proper volunteer credits, senior/student discounts, etc. Only the Training Department has this informationTraditionally, Equipment staff writes down credit card numbers, and the Training staff completes the transaction by the next business day. Happy thinks this is inefficientJay says people can pay with cash, check or money order if they don't want to leave their credit card number with the Equipment staff. They can also call or go directly through JayJay mentions that this has been the process for years, but that it will change once membership and class payments can be made online. This will happen soon, but Jay has no firm date. Jay is working with merchant accounts to ensure website is functioning correctlyRocio clarifies that the credit card machines work. Equipment Room staff simply cannot input information directly into FACIL.
Production	Lisa Clarke	Nothing to add to report.
Programming	Maryam Shah	-Maryam met with Jerry on Monday to discuss future festivals -She is ordering radio swag for Radio Fairfax giveaways -Reel for next online ad will be completed soon - Google analytics recently updated, so numbers in Board reports may be slightly different than previous reports as web developer explained the changes -New Master Control Operator Rafael, who took over after John

		Pinchot's retirement, has almost completed his first 90 days. He is trained and doing a great job.
		Regarding advertising deal with the Angelika, Maryam gave Chuck the advertising rate sheet and contact information for Promotions Manager at a company that does theaters' advertising. They discussed whether we could barter on priceProgramming Department will most likely handle spots. We need enough lead time to give Angelika slide on bulletin board or graphic on Radio Fairfax webpage.
		Peggy asked what we will create, but we don't know if the spot is a slide or video. Maryam thought the deal would not start until after a name change, so she is standing by for updates.
Office Manager	Rocio Lopez	June 2023 Income Statement (last month of FY 2022-23) (all amounts compared to last year)
		Cable Support Grant Cox Total Income down \$60K -Q4 payment expected by end of July or early August
		Cable Support Grant Verizon Total Income down \$154K -Q4 payment expected by end of July or early August
		Q3 combined payments from Cox and Verizon: \$492K
		-Office suite rental income down \$5K, training income down \$7K due to class cancellations, salaries/benefits/taxes up \$59K, facility expenses up \$15K due to higher electricity bills and updated quarterly maintenance fees for HVAC units, maintenance reserve up \$16K due to various repairs to AC units -Programming expenses up \$6K due to website upgrade but no other increases anticipated unless future name change
		Statement of Financial Positions: (all amounts compared to last year)
		-Marketable securities are up \$940K due to market changes -Balances under Fisher Investments, as of July 26, 2023: cable (\$5,429,095.58) and non-cable (\$3,602,429.98)
		-Accounts receivable (Cox and Verizon cable grant) down \$23K -Fixed assets (internet / computer equipment) up \$14K due to

replacement laptops for Training/Accounting Departments and custom PC building for Classroom 1

### Comparison Budget: Income

For July, percentage of budget near 100% (last month of FY)

-Verizon (93%) and Cox (90%) service fee

Actual less than expected percentage budget amount: Fundraising/Contributions (53%), Underwriting Conduit Fee (69% - fewer underwriting producers), Fee for Service Productions (60%), Rental Income (76% - unpaid rent and vacant suites), Internet Subscription (81%)

Actual exceeds expected percentage budget amount:

Membership Dues (109% - renewals and new members)

-No gain/loss included on sale of assets in comparison budget statement

-Focus on accounts under 100% of expected budget amount

### Comparison Budget: Expenses

Most around 100% of expected budget amount

Actual exceeds expected budget amount: Total Utilities (121%) due to increased electricity bills, Accounting (109%) due to late billing of FY 2022 audit services

Committee Reports			
Finance Committee	Steve Mullen	Move to Fisher Investments proving quite beneficial financiallyInvestment assets at \$8.1 million when FPA left Edward JonesNow combined numbers just under \$9.1 millionSteve is thrilled with the incredible early successSteve emphasizes that switching from Edward Jones (EJ) to Fisher (F) has been a phenomenal success. He is amazed that FPA's portfolio increased by just under \$1 million from around April 23, when assets were moved from EJ to F, to the end of July. This will help tremendously but cannot make up for all the cable revenue losses.	

		Fisher management team will brief the Board during the August meeting with investment updates. Steve emphasizes that the stock market has been consistently up for the past 11-12 weeks, which has helped. Fisher also selected impressive stocks.
Performance Management	Gayle Yiotis	Gayle thanks dedicated staff for their hard work. She gets emails on everything and is amazed at the work being doneEmployees like Maryam and Lisa come into the office on weekends for Programming team and Equipment Room, respectively. Steve and Peggy also applaud all on their outstanding dedication and management.
Membership Development	Ruth Bennett (absent) & Colin Davies	Postponed to end of August or early September: planned Friday, July 21, 7 p.m. Meet-and-Greek with Brian Rose -Discussing new dates with Brian, possibly not on a Friday -Subject (tentatively): How Internet Has Changed Media -Hybrid: Zoom (speaker) and in-person (host about 25 people) -Colin and Ruth will bring new date suggestions to Chuck.
Operations	Hurriyet Ok (absent)	Hurriyet is oversees and will update Board at a future meeting.
Promotional Development	Peggy Fox	Nothing to report. Peggy references Jerry's Outreach Committee report. She is glad that FPA is busy in community.  Steve thanks Peggy for work to bring about name change.
COVID Transition	Happy Garcia	Happy has nothing to report. The Covid Committee has been transitioned out since numbers are low. Happy is still periodically checking Covid numbers for extra oversight. He reports that there are 3.3 cases per 10K in Fairfax as of 5 p.m. today, so there is a slight spike. Happy will continue checking.
Strategic	John Aaron (resigned)	Strategic Committee on hold: John Aaron resigned -Hopefully back in near future when John's vacant Board position is filled.
Outreach	Isaac Asare (absent)	Isacc not present. Report at future meeting.

Meeting Close	
Unfinished Business	Potential Replacement for John Aaron for Strategic Planning Committee -Tim Bowden is an excellent candidate with Strategic Planning

experience who was previously on the FPA Board two different times. -Willing to serve remainder of John's appointed term, which terminates September–October 2024 (little over 1 year).

- -Majority of Board knows Tim. He has helped the Finance Committee in the past, and even developed the total payroll spreadsheet FPA uses. -He is a Certified Management Accountant and has an outstanding background in Missile Defense Comptroller Directorate at the Department of Defense, where he worked with Steve (worked in Missile
- Defense Technology Directorate).
  -Tim likes short period remaining on John's term, but we may be able to

convince him to stay.

# <u>Finalize New Finance (Steve) and Performance Management (Gayle)</u> Committee Guidelines in August

- -Isaac wrote committee guidelines and e-mailed them to staff/Board.
- -Steve needs to consult a lawyer on part of the Finance Committee guidelines, and he finds other items problematic.
- -Gayle rewrote Performance Management Committee guidelines originally drafted by Isaac. She sent the revised guidelines to Isaac but has not heard back. Matter will be revisited at August Board meeting.

### **New Business**

Renting Studio B without Renting Equipment or Staff: Fee-for-Service Gayle says a former composer/musician guest e-mailed her and asked to rent out a studio with greenscreen and green floor to film a video. Gayle asked Chuck if there is a law against renting out studio space to make money, and Chuck doesn't think so.

- -Jerry concurs that we rent out bare bones studio or fee-for-service where people bring in their own equipment.
- -If we already do this, Gayle asks why we are not promoting this. Peggy offers to do this.
- -Peggy wonders if we can charge a higher fee by renting the space with the staff, and Jerry replies that we do this too. Lisa does staff productions. Jerry notes that there are different prices for each option. Peggy and Promotions will work on this.

Chuck wonders if FPA should consider dividing efforts to promote station and advertise production services. These are two separate purposes with two different clientele bases, so maybe we should split Promotions into two committees. Peggy suggests deciding what we want to promote and what is most important. Gayle will join committee with Peggy. Gayle thinks Jerry and Chuck need to be part of this committee.

### Whisper Room Use for Podcasting and Other Purposes

After reviewing reports, Happy mentions that the Whisper Room has 0 hours of usage and wants to change this. Steve asks Jay if there is new training to allow use of Whisper Room. Jay answers that it is still being promoted, but there are easier ways for producers to do their own voice over work. Not as many members have been interested in the Audio for Podcasting class as we hoped, but it is still being promoted and offered. -Peggy asks about the cost to use the Whisper Studio, and Jay replies that Engineering may know. Even if equipment is not currently being used, Jay emphasizes that it can be used in other spaces and for other purposes. Peggy wonders if we could promote this, and Jay says the Whisper Room can be advertised as a ready room to record 1-person voice over. People could use the web cam with ring light to record videos or conduct Zoom interviews. It records on a computer for Zoom or YouTube (OBS is another option). Gayle asks Jay to promote to members that the Whisper Room is not only for podcasts.

Jay emphasizes the Videography with Smartphone class is doing well. -3 students, good feedback, two other options for class this semester -Peggy asks what video editing platform is used with this class (e.g. Canva, iMovie, etc.). Jay answers it is a simple, free Word program (possibly Clip Studios). It works on Mac or PC, and the teacher is introducing it. We don't teach it, but it is easy to learn on own and use from home. Producer of pet show is even using smartphone for B roll footage of animal shows (no need for field camera, kits, mics, etc.). -Members see benefit in this class, but not as much with Studio D one.

Gayle asks Maryam to include descriptive announcement in newsletter. Maryam already ran ad for podcasting booth a few months ago, but she can run it again immediately for a low cost until the reel is completed.

-Gayle asks if the ad can include that the Whisper Room can be used for other purposes besides podcasting. Maryam offers to add a paragraph in ad, but she emphasizes that the newsletter only goes out to members and they must be certified or take a class. Many are interested but have not taken the course or do podcasting at home.

- -If people are trying to monetize content, they cannot do it at FPA.
- -Peggy wants more people to sign up for the course. Maryam offers to include this in the next newsletter and reactivate the ad this week until another is ready. Peggy asks if we can advertise that people can pay to use the studios for their side hustles, but Maryam wants to ask Chuck if that is permitted.
- -Happy and Peggy want to develop a comprehensive rate sheet. Jerry

has a rate sheet, but people have to contact him directly to work through their specific needs (e.g. empty shell studio, greenscreen, lighting, staff support, etc.). Every production is different, and many people don't know what they need, so 1-on-1 meetings help (no one size fits all). Peggy wants it promoted more.

-Chuck suggests Jerry create an updated rate sheet including new facilities like Whisper Room, which can be presented to full Board or Board committee for feedback. Peggy wants an ad for fee-for-service, and Happy offers to help. Peggy notes that this is wrapped into the new name change and bringing people into studios to make shows, so it can be discussed in detail later.

-Jay clarifies that Lisa does staff productions, which are when members want to make a show at FPA. Anything that is not a show goes through fee-for-service with Jerry.

Chuck recently had a conversation with Rick Ellrod, Fairfax County Director of Division of Communications Policy and Regulation. According to Verizon Administration Agreement, FPA cannot use cable funds for any purpose other than cable public access. However, Chuck and Rick Ellrod agree that it should be acceptable to use equipment to bring in revenue to provide public access services. Given this conversation, Chuck believes the County will support FPA moving in this direction. Chuck supports it too.

-Peggy adds that we are trying to supplement the deficit from cable companies. Chuck reiterates that it is fine if funds allow FPA to deliver cable public access services. Happy wants to favor members in scheduling (e.g. 1-2 week deadline).

## Confirm Future Meeting Dates

Upcoming meeting date: Wednesday, August 30

No board meeting in September: annual FPA Member Meeting instead

Following meeting date: Wednesday, October 25 (tentatively)

Gayle notes that Isaac cannot attend October Board meeting on last Wednesday and his term ends in October. Chuck remarks that moving the meeting up to Tuesday makes it difficult for Rocio to compile the financial information. Chuck suggests moving the October meeting to Thursday, October 26 or the first week of November.

Steve reiterates that he wants to keep meetings on Wednesdays. He has been on the Board for 20 years and meetings have always been on

the last Wednesday of each month. There are nine Board members and seven staff members who organize their calendars around these meetings, so one Board member should not alter the date. Steve wonders where the pattern will end if FPA changes the meeting date each time a Board member has a conflict. Chuck suggests a permanent Board meeting date change to the last Thursday of each month. This is only an option and will not be considered if a majority of Board members disapprove. Peggy wants to poll the Board. Happy comments that this is a volunteer position for many, so contractual responsibilities take priority. Gayle suggests waiting until after the September elections at the annual Member Meeting to decide on the final Board meeting date. Steve agrees and wants to wait until new appointments are made. Since Isaac's term ends in October, Steve says there are only a few meetings left and he doesn't anticipate permanently changing the meeting date in the near future. The issue will be addressed later. Adjournment at Gayle: Moves to adjourn. Happy: Seconds. Meeting adjourned by 8:53pm unanimous vote.