

# FPA BoD Minutes – 12/4/2019

Attendance	
Members of the Board in Attendance	<ul style="list-style-type: none"> <li>-Isaac Asare (President)</li> <li>- Ingrid Parris-Hicklin (Vice President)</li> <li>-Steve Mullen (Treasurer)</li> <li>- Gayle Yiotis (Secretary)</li> <li>-Ruth Bennett</li> <li>-Mary Gillam <i>electronic participation</i></li> <li>-Reggie Marston - <i>electronic participation</i></li> <li>-Kevin McFarland - <i>electronic participation</i></li> <li>-Hurriyet Ok</li> </ul>
Staff in Attendance	<ul style="list-style-type: none"> <li>-Chuck Peña</li> <li>-Steve Ruddell</li> <li>-Alexander Pierson</li> <li>-Jerry Ferguson</li> <li>-Rocio Lopez</li> </ul>
Members in Attendance	N/A

Pre-Meeting
<p>Ingrid announces there will be an executive session and welcomes Hurriyet Ok to the Board.</p> <p>Ingrid calls the meeting to order.</p> <p>Chuck announces that he has an item of vital and essential interest that legal counsel has advised needs to be dealt with prior to other business for reasons explained in the lawyer's letter, which he distributes, along with copies of the bylaws and relevant pages from Robert's Rules of Order, to the Board. Chuck confirms that Mary and Reggie can hear him over telephone or Zoom; both confirm that they can hear him.</p> <p>Chuck begins to explain contents of lawyer's letter.</p> <p>Ingrid states that she has a point of order, that the meeting needs to be called to order. Chuck states he believed the meeting had been called to order (see above), and apologizes.</p> <p>Ingrid then states that in addition to calling the meeting to order, the meeting also needs a welcome, acknowledgements, and the code of conduct. Chuck requests the minutes show he disagrees with Ingrid's statement.</p> <p>Ingrid begins to inquire if Board members have a conflict of interest. Chuck informs Ingrid that, based on the letter from the lawyer, Ingrid is not the Board president/chair because a</p>

motion, that was made and seconded, to elect a new Board director, was improperly unilaterally tabled, prior to the (October 30, 2019) Board Officer election, thus preventing a new director from possibly voting and allowing the past chair (whose term would have otherwise ceased immediately upon the election of a new director) to vote in the above Officer election. As a consequence of the above, the October 30, 2019, Board Officer election is null and void.

A debate regarding this issue ensued between Chuck, Ingrid, and several other board members. Ingrid opines that it was proper for the above described nomination to have been unilaterally tabled, because she believes a nomination is not a motion. In response, Chuck telephones lawyer Paige Gold, who had authored the letter (which states a chair does not have the authority to unilaterally table a motion under Robert's Rules of Order). Over speaker phone, so that all can hear, Chuck asks Ms. Gold, if under Robert's Rules, the chair can unilaterally table a nomination that has been seconded. Ms. Paige confirms a nomination, that has been seconded, cannot be unilaterally tabled under Robert's Rules of Order. After continued debate, Ruth reads aloud to the Board Ms. Gold's letter and addendum.

Discussion continues. Isaac makes a motion to move forward with the election of Officers. [Kevin McFarland joins meeting via telephone.] Following continued discussion, Steve seconds Isaac's motion to move forward with the election of Officers. Motion carries.

Gayle makes a motion to appoint Isaac as chair for the election of the Board president. Ruth seconds motion. No other candidates are nominated. Motion carries.

Steve moves to nominate Isaac for Board president. Ruth seconds nomination. Kevin nominates Ingrid for president. Mary seconds nomination.

Election is held by secret ballot. Those on telephone or Zoom text their votes to Senior Engineer Alexander Pierson, who writes the name of each candidate for whom the vote is cast, on a sheet of paper, which he folds in a manner similar to that used to cast votes by the members in attendance. Hurriyet Ok counts the paper ballots. Isaac is elected president 6 to 3.

Ruth nominates Gayle for secretary. Steve seconds nomination. No other candidates are nominated, and in a public vote, Gayle is apparently unanimously elected.

Gayle nominates Steve for treasurer. Ruth seconds nomination. No other candidates are nominated, and in a public vote, Steve is apparently unanimously elected.

Steve nominates Ingrid as vice president. Gayle seconds nomination. No other candidates are nominated, and in a public vote, Ingrid is apparently unanimously elected.

## Meeting Open

Call to order at 8:55 pm	Isaac Asare (President)	
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Meeting Agenda	Isaac Asare (President)	Isaac asks for approval of meeting agenda. Steve moves that the agenda be accepted as prepared. Ruth seconds motion. Motion carries.
Approval of the Minutes from 8/28/2019	Gayle Yiotis (Secretary)	Gayle moves to approve the October 2019 minutes. Steve seconds motion. Motion carries.

		Staff Reports
Executive Director	Chuck Peña	<p>-- Chuck states he will postpone addressing a disciplinary issue, originally scheduled for executive session, in light of the lateness of the hour.</p> <p>-- Chuck discusses the FCC denial of a Motion to Stay its in-kind offset rule, and explains that a Motion to Stay the FCC rule can now be filed in federal circuit court.</p> <p>-- Chuck informs the board that the County will conduct an audit of Cox and Verizon for the period July 1, 2017, through June 30, 2020, subsequent to the end date for this period being reached. An audit for the period July 1, 2014, through June 30, 2016, resulted in payments of \$137,878 to FPA from Cox, and an audit for the period July 1, 2011, through June 30, 2014, resulted in payments of \$120,653 to FPA from Cox.</p> <p>-- Chuck announces that Greg Smallfelt, chief broadcast engineer for Fairfax County Government, will be assisting FPA in the recruitment process for a new FPA chief broadcast engineer.</p> <p>-- Chuck announces that hiatus (during which staff repairs and performs maintenance on our building, studios and equipment) will run from Sunday, January 5, through Saturday, January 11. FPA will re-open to non-staff on Sunday, January 12.</p> <p>-- Chuck states FPA held a Member Appreciation Day on November 22. Gayle compliments the event.</p>

Operations	Steve Ruddell	Steve Ruddell states staff is looking forward to hiatus. States Friday Night Live was very good and he worked it. Gayle agreed it was good. Ruth states Steve Ruddell did a great job with the food. Ruth compliments Lisa and Jay for their work on Friday Night Live.
Engineering	Alexander Pierson	Alexander Pierson states everything is in his report and provides a comprehensive explanation to the board on how FPA members are provided with feedback when they bring technical problems to the attention of staff. Steve Mullen asks how producers are advised of major studio equipment failures. Alexander explains that, if possible, engineering staff will attempt to either resolve the problem or create a work around. For situations in which the above is not possible and the studio or control room is simply not going to be useable, the equipment room staff advises the producer of such.
Development	Jerry Ferguson	Jerry Ferguson states everything is in his report.
Training	Jay Erasquin	N/A
Programming	Maryam Shah	N/A
Office Manager	Rocio Lopez	N/A

Director Reports		
Director of Finance Operation Development	Steve Mullen	Steve Mullen explains quarterly cable revenue checks were received from Cox and Verizon. Cox revenue is down \$9,000 from the same quarter last year. Verizon revenue is down \$8,000 from the same quarter last year, so combined decrease of \$17,000 from the same quarter last year. Better than last year when the combined first quarter loss

		<p>from the previous year's first quarter was \$51,000. Nonetheless, the most recent quarterly cable checks indicate we are still losing revenues from the cable companies and that is of concern. Steve explains we are in a very conservative mode in the budget and that protects us to some extent.</p> <p>Steve states Rocio did an excellent job on the financials. The income statement and statement of financial position are healthy and shouldn't prevent us from doing what we planned in our budget to do this year. Steve discusses the upcoming staff bonuses and that we will be transitioning in the future to distributing bonuses near the end of our fiscal year, which ends June 30.</p>
Director of Financial Management	Kevin McFarlane	Kevin has nothing new to report, and asks to recuse himself from the remainder of the meeting.
Director of Promotional Development	Ingrid Parris-Hicklin	Ingrid passes out documents to the board. She reports on the job announcements she distributed to members, and events she attended. She announces that she will attend an event at the MGM at National Harbor. She states that she purchases her own tickets to such events. Steve Mullen states there is an outreach budget available. Ingrid states she plans to continue to purchase her own tickets.
Director of Strategic Development	Mary Gillam	N/A
Director of Radio Development	Reggie Marston	Reggie states he has nothing new to report.
Director of Member Development	Ruth Bennett	Ruth states she has nothing new to report.

Meeting Close	
Unfinished Business	Discussion regarding holiday party. Discussion regarding a member's violation of rules issue, which Chuck had originally requested be addressed in executive session, but given the lateness of the time, suggests the matter be addressed via email. Chuck refers board to the first item in his report related to this issue and hands out original incident report concerning this member and letter sent to member.
Add new items to next month's agenda	<i>-none-</i>
Adjournment	Ruth makes motion to adjourn. Steve seconds motion. Motion carries. Meeting adjourned.