



Executive Committee Meeting Minutes (Draft)

March 3, 2022 - 4:00pm -5:30pm

Attendees: Jami Jones (clerk), Christa Shute (ED), Kristen Fountain (Treasurer), Evan Carlson (Chair), Morgan Wade, Jonathan Baker, William Piper, Ray Lanier, Nick Anzalone, Jenna Chandler (MMC), Connie (MMC), Kal Saffran (Staff)

Agenda Review

Updates

- Approval of Minutes from [2/17/2022](#)

Motioned: Morgan Seconded: William	For	Against	Abstain
Motion: to approve the meeting minutes from February 17, 2022	5	0	0

- **Discussion Summary:** No discussion took place.

New Business

Audit Presentation by McSoley McCoy

- **Discussion Summary:** Connie Fellion and Jenna Chandler presented the format and findings of the 2021 Audit. "It went quite well," said Connie. They will be issuing the audit report and an unmodified opinion. We were in material compliance with our federal grants. They included positive remarks on our response time. There were no deviations from the Telecom industries, and the money was properly expended according to the grant commitments. There were some comments on the segregation of duties. An approved corrective action plan is put in place going forward to address the comments. Kristen and Jenna worked together to "true-up" the telecom assets and depreciation. McSoley, McCoy offered extra support in auditing services for 2022. Thanks was given to Kristen and Christa for heading up the correspondence with the auditors. The Audit will be signed and ready to submit for grants tomorrow morning.

Nick Anzalone entered the meeting at 4:09pm.

Governing Board Feedback Plan

- **Discussion Summary:** The feedback document was reviewed and revised. Christa has begun addressing some concerns through her time in office hours. Evan will further revise the Plan to be more ownership driven before it is presented to the board.

ReConnect Update and Vote

Motioned: Morgan Seconded: Nick	For	Against	Abstain
Motion: Motion to modify the previous funding resolution for the ReConnect Grant from \$21 million up to \$22 million.	6	0	0

- **Discussion Summary:** Christa requested a revised funding resolution for the ReConnect grant for \$21.5 mil (up to \$22 mil) which includes 5% contingency funds. We have received a letter from the VCBB of congratulations on being able to apply for the Construction Grant. We will need to update the business plan to reflect the updates and new strategy for future grant applications and funding. The updates and strategies have been reviewed and approved by the Governing Board in the previous meetings.

Conflict of Interest Policy

- **Discussion Summary:** We currently have a policy in place. Jonathan wrote up a more extensive policy which asks board members, contractors, and partners to disclose other agreements which would be defined as a conflict of interest with the mission and vision of NEK Broadband. The Policy is timely with the next steps and will be presented to the Board for the Annual Meeting.

Governing Board Agenda

- Board feedback review
- Audit Summary- for Reconnect and Bond Market (10min)
- Partnership Agreements?
- Reappointment (Annual Meeting Reminder), join committees/date/working groups
- ARPA funding/ town hall review?
- Affordability Discussion?

Jonathan left at 5:01pm Quorum is now 5

Partnership Agreements: WCVT Retail; WCVT Network; NRTC Design; WEC

Motioned: Morgan Seconded:	For	Against	Abstain
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Motion: Motion to find that the premature disclosure of Partnership Agreements would substantially disadvantage the CUD were it to be made public.	5	0	0
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Motioned: Seconded:	For	Against	Abstain
Motion: Motion to enter Executive Session under 1 VSA 313.	5	0	0

Motioned: Ray Seconded: Nick	For	Against	Abstain
Motion: Motion to exit Executive Session.	5	0	0

- **Discussion Summary:** No public discussion took place. No action was taken in Executive Session. The Executive Committee left Executive Session at 5:46pm.
- The next meeting will be Sunday at 5:30pm.

Other Business

Adjourn

Motioned: William Seconded: Ray	For	Against	Abstain
Motion: Motion to adjourn.	5	0	0

- **Discussion Summary:** No discussion took place

*Respectfully Submitted,
Jami Jones, NEK Broadband, Clerk*

Action Items

Action	Assigned to	Deadline
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Christa will send the signed document to the auditors	Christa	ASAP
Jami will send out reminders for office hours in the next few weeks	Jami	ASAP
Christa will run the conflict of interest policy by Andy	Christa	
Morgan will write language/rules for Evan on the motions/votes	Morgan	
Jami will send Kristen the zoom phone number	Jami	
Jami will confirm with the EC that they can make 5:30pm on Sunday for meeting.	Jami	ASAP