



## Organizational Meeting Minutes (Draft)

May 10, 2022 - 5:30 - 7pm

In-Person Location: None - see note re ACT 78 below.

**Attendees:** See attached list.

### Role Call & Agenda Review - 2 Min

Role call was taken at the beginning of the meeting.

### Public Comment - 2 Min

#### Consent Agenda - 1 Min

- Approval of Meeting Minutes
- FYI: Committee Minutes, Financial Reports

<b>Motioned: Kathleen Monroe Seconded: Barb Nolan</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: to approve the Consent Agenda.</b>	31	0	0

### Updates

#### Executive Committee Action Review & Affirmation

<b>Motioned: John Kellogg Seconded: Barb Nolan</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: that the Governing Board affirms receipt and confirmation, with no proposed revision or alteration, of the Executive Committee Actions document.</b>	31	0	0

#### Administrative & Committee Update Discussion

- **Discussion Summary:** No administrative updates were given.

## New Business

### Election of Officers and Committees

#### Executive Committee

Motioned: Dale Urie Seconded: Kathleen Monroe	For	Against	Abstain
Motion: to nominate the slate of members to the Executive Committee.	31	0	0

- **Discussion Summary:** Meets 1st & 3rd Thursdays at 4pm. Can have up to 9 on the Committee. Paul Fixx has asked to join the Committee. The other members would like to remain. The Committee nominations are: Evan Carlson, Morgan Wade, Nick Anzalone, Jonathan Baker, Bill Piper, Michael Strait, Ray Lanier, and Paul Fixx.

Motioned: Barb Nolan Seconded: Dana Casperson	For	Against	Abstain
Motion: to appoint members to the Executive Committee	31	0	0

- **Discussion Summary:** The Committee nominations are: Evan Carlson, Morgan Wade, Nick Anzalone, Jonathan Baker, Bill Piper, Michael Strait, Ray Lanier, and Paul Fixx.

#### Finance Committee

Motioned: Barb Nolan Seconded: Dale Urie	For	Against	Abstain
Motion: to nominate the members to the FC	31	0	0

- **Discussion Summary:** Committee Nominees: Treasurer, Mike Strait, Bill Piper, Woodman Page.

Motioned: Barb Nolan Seconded: Dana Casperson	For	Against	Abstain
Motion: to appoint members to the FC	31	0	0

#### Clerk

Motioned: Barb Nolan	For	Against	Abstain
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<b>Seconded: Marty Feltus</b>			
<b>Motion: appoint Nedah Warstler as the Clerk of NEK Broadband</b>	31	0	0

- **Discussion Summary:** Nedah is a full-time staff member and will be moved into the clerk roll.

### Treasurer

<b>Motioned: Seconded:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: nominate the Treasurer</b>	31	0	0

- **Discussion Summary:** Michael nominated Kristen, Mike Gaiss Seconded the nomination. Kristen will continue to serve in the roll if elected.

<b>Motioned: Barb Nolan Seconded: Rob Dewees</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: appoint Kristen Fountain as Treasurer of NEK Broadband</b>	31	0	0

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### Vice Chair

<b>Motioned: Barb Nolan Seconded: John Kellogg</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: to Elect Morgan Wade as Vice Chair and Evan Carlson as Chair of NEK Broadband</b>	31	0	0

- **Discussion:** Morgan is still willing to continue in the Vice Chair role. Morgan nominated Evan Carlson to chair, John Kellogg seconded.

### Conflict of Interest Policy

<b>Motioned: Paul Fixx Seconded: Barb Nolan</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: to adopt the Conflict of Interest Policy</b>	31	0	0

- **Discussion Summary:** Was presented last month. Feedback was taken under advisement. Modifications were made with our general legal counsel. Independent Contractors were taken out. Made the terms of action more clear. The organization looks to have this signed

by the Board Representatives and Alternates. 2 signatures include Conflict of Interest and Non-Disclosure. Those who had raised concerns at the previous board meeting now support the document for its clarity.

- Jami will email the signature document to the Representative and Alternates

### Executive Director Update including Construction Grant

<b>Motioned: John Kellogg Seconded: Dana Casperson</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: to go into Executive Session with Christa Shute, Jami Jones, Nedah Warstler, and Kristen Fountain, finding that the premature disclosure of Construction and Vendor information would substantially disadvantage the CUD were it to be made public at this time.</b>	31	0	0

- **Discussion Summary:** No public discussion was held.

<b>Motioned: Morgan Wade Seconded: Barb Nolan</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Motion: to Exit Executive Session.</b>	31	0	0

- **Discussion Summary:** No public discussion was held. No action was taken in Executive Session. The Board left Executive Session at 6:35pm.

### Breakout: Quarterly vs. Monthly Meetings

- **Discussion Summary:** Nedah gave a presentation on the Proposed Communication Plan. The Board could potentially move to quarterly meetings with Monthly Communications to the board from the CRM. The Executive Committee Agendas would be sent out to the entire Board. Those with interest can join those meetings. The confidential info (minimal impacts on the towns) will be able to be requested, rather than distributing it to all 100 board members. Other communications would be given as needed.
- Group 1: 4 towns agreed with going to quarterly, alot of the meeting is info giving. They like the give and take of the towns that happen during the meetings. We can revert after 2 quarters
- Group 2: generally comfortable. Expectation for more public communication.Moving to bi-monthly to maintain engagement.
- Group 3: 5 towns. Relieves the burden on the staff. Should work. Not into heavy construction, maybe we could have more meetings more often when it is busy (special meeting plan) a little bit of apprehension

- Group 4: eventually open to quarterly meetings, but feel it is sudden. Gradual change bi-monthly first. Need to maintain engagement and people coming to the meetings. The plan is comprehensive. Also incorporate relationships with media (driving the narrative)
- Group 5: Apprehension about sudden changes, monthly updates are preferred. Apprehension in the direction of communications (with a top down structure).
- **Discussion Summary:** we need to do more work and nail down the details before we move everyone around. Get communications out, working and functioning, and see how everyone feels about it next month (for a bi-monthly plan).

## Other Business

### Adjourn

Motioned: Barb Nolan Seconded: Ben Tilford	For	Against	Abstain
Motion: to adjourn.	31	0	0

- **Discussion Summary:** no discussion was held.

*Respectfully Submitted*

*Nedah Warstler, NEK Broadband, Clerk*

Town	Delegate	P	V	Alternate	P	V	Alternate	P	V
Albany	Rob Dewees	v	v						
Barnet	Kathleen Monroe	v	v	Jerri Kohl					
Barton									
Bloomfield	Nate Nugent								
Brighton	Michael Strait	v	v	Jonah Petre					
Brownington	Amber Hastings	v	v	William Davis					
Brunswick	David Caron			Theresa Caron					
Burke	Todd Vendituoli			Jennifer Barone					
Canaan	Ann Morgan Wade	v	v	Alfred Buckley			Frank Sawicki, Jr		
Charleston	John Kellogg	v	v	Peter Moskovites					
Concord	Dale Urie	v	v	Bill Humphrey					
Coventry	David Barlow			Phil Marquette					
Craftsbury	Rudy Chase	v	v	Katherine Sims			Brian Machesney		
Danville	Jonathan Baker	v	v						
Derby	Karen Chitambar			Bob Kelley			Grant Spates		
East Haven				Kerri Fillion					
Glover	Noah Armstrong								
Granby	Sonia Peters	v	v	Sheryl Brown					
Greensboro	John Stone	v	v	Mary Metcalf					
Groton	Mike Gaiss	v	v	Lois Page					
Guildhall	John Orlowski	v	v	George Blakeslee					
Hardwick	Paul Fixx	v	v	Doug McClure					
Holland	Ed Brady	v	v	Andrew Bouchard					
Irasburg	Michael Turner								
Jay	Lynnette Deaette	v	v	Le-Ann Tetrault			Tara Morse		
Kirby	Dana Caspersen	v	v	Malcom Doak					
Lemington	William Gilbert	v	v	Beth Ellingwood			David White		
Lowell	Marjorie Kramer			Faye Starr					
Lyndon	Shawn Tester			Marty Feltus	v	v			
Lunenburg	Harry Williams			James Peyton					
Maidstone	James Mewkill								
Morgan	Eric Pope	v	v	Larry Labor					
Newark	Ben Tilford	v	v	Mark Whitworth					
Newport City	Woodman Page			Chris Vachon			Paul Monette		
Newport Town	Wendy Matthews	v	v	Cameron Thompson			David Ghelli		
Norton	Christina Duffy			Kenn Stransky					
Peacham	Jock Gill			Harry Vann					
Ryegate	Shawn Burroughs	v	v	Nelson Elder					
Sheffield	Claire Polfus	v	v	Annie Mclean					
St. Johnsbury	Nicolas Anzalone	v	v	Scott Campbell					
Stannard	Steve Pickard			Johanna Polsenberg					
Sutton	Evan Carlson	v	v	David Tucker			Robert Simms		
Troy	Robert Langlands			Gary Taylor			Mark Sanville		
UTGs	Barb Nolan	v	v	Gina Vigneault					
Victory									
Walden	Caro Thompson								
Waterford	Bill Piper	v	v	Fred Saar					
Westfield	Carrie Glessner	v	v	Laura Emery					
Westmore	Erik Townsend	v	v	Linda Michniewicz			Ray Lanier		
Wheelock	David Stahler Jr.	v	v						
Wolcott	Michael Davidson			Bruce Wheeler					

Date: 4/14/2022

	P	V		
Delegates P/V	30	30	Member Towns	48
Alternates P/V	1	1	Towns Represente	31
Votes total	31		Quorum	Yes
Votes to pass	16			

**Members of the Public**

**Staff in Attendance:**

Christa Shute (ED)  
Jami Jones (Assistant)  
Kristen Foutnain (Treasurer)  
Nedah Warstler (CRM-Clerk)