



Governing Board Meeting Minutes (Draft)

November 10, 2022 - 5:30 - 7pm

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

Attendees: [See Attached List](#)

Public Comment - 2 Min

Consent Agenda and Executive Action Review & Affirmation - 1 Min

- Approval of Meeting Minutes
- Committee Minutes

Note: Neither Consent Agenda or Executive Action Review & Affirmation were available for review, so it was skipped for this meeting.

[VCUDA Appointment - Paul Fixx as Alternate](#)

Motioned: Kathleen Monroe Seconded: Barb Nolan	For	Against	Abstain
Motion: to appoint Paul Fixx to serve as alternate on VCUDA.	27	0	0

- **Discussion Summary:** VCUDA Appointment Paul Fixx to serve as Alternate with Jonathan Baker who currently serves as vice-chair.

[Treasurer Appointment - Christa Shute as Interim](#)

Motioned: Barb Nolan Seconded: Malcolm Doak	For	Against	Abstain
Motion: to appoint Christa Shute, Executive Director, as interim treasurer of the finance committee.	27	0	0

- **Discussion Summary:**

Andrea Bergeron, our current treasurer, provided notice to end employment as she doesn't feel 10 hours would be enough time to serve in the role adequately, and is not available to work more than the 10 hours she's contracted for. Her last day will be 11.11.22. Under statute, there must be a treasurer. Our Attorney identified that the Executive Director could be treasurer, so the Finance Committee recommended Executive Committee bring it to the Governing Board for discussion and approval. Christa will utilize someone on the Finance Committee to act as a chair/lead, and will assist as needed.

- Mike Straight will need to leave board(s) as a non-resident of Vermont, so his Finance Committee spot will be open, and we ask board members to provide recommendations of anyone who might be a good fit and resides somewhere within the district.

[Budget, Annual Report, Public Meeting, Any Questions on Confidential Third Quarter Financials \(Statement of Activities / Profit & Loss; Balance Sheet\)](#)

- **Discussion Summary:** Feedback received that our Annual Report should be one page, black and white, and minimalistic. Next year will be provided in October.

[Board Talking Points](#)

- **Discussion Summary:** Caro Thompson (Communications Working Group Chairperson) showed the proposed [Talking Points](#) document, and discussed the mission the working group is moving towards. Consistent talking points will provide the organization with a consistent response from board members and others within the organization when discussing our build plan with community members, select boards, and others.
- Caro asked other Governing Board members for feedback, asking what questions board members or their community members have, so we can be sure to address them.
- Is it appropriate to talk with town about ARPA-funded spurs, and whether or not board members are able to share ARPA route information? While it's public information which is on record, the document provided in meeting is confidential and would need to be edited prior to sharing. It's public, but not ready for public distribution as is.
- How can we define "future proof?" Will meet all needs for the future and beyond.

Board Meeting Schedule

- **Discussion Summary:** Proposal is offered for a multitude of reasons, including taking statutory meetings, deadlines, and holidays into account, as well as to provide board with opportunities to provide bottom up communication with staff.
- Feedback for the proposal included consideration of a more robust staff, keeping the structure generally top down but enabling bottom up communication, and a desire to continue to get together in person.

Motioned: John Stone Seconded: Paul Fixx	For	Against	Abstain
Motion: that the Governing Board approve the proposed meeting schedule to include 8 meetings per year, 2 in person, with the rest remote.	27	0	0

Board Responsibilities - Breakout Groups (PDF and Document)

- **Discussion Summary:** With secured funding and our network being under construction, we've entered a new phase organizationally. Now more than ever, we are looking for board member involvement and representation as we enter this new phase. The DRAFT [Board Responsibilities](#) document drafted by the Executive Committee was provided to foster discussion, and feedback was encouraged.

Group 1: Nick Anzalone: [Breakout Group Notes](#)

Group 2: Evan Carlson: [Breakout Group Notes](#)

Group 3: Morgan Wade/Christa Shute: [Breakout Group Notes](#)

Group 4: Paul Fixx: [Breakout Group Notes](#)

Group 5: Jonathan Baker: [Breakout Group Notes](#)

- **ACTION ITEM:** Asked Nedah to send notification that went to towns to Governing Board as well.

Adjourn

Motioned: Caro Thompson Seconded: Malcolm Doak	For	Against	Abstain
Motion: to adjourn.	27	0	0

*Respectfully Submitted,
Nedah Warstler, NEK Broadband, Clerk*

Action Items:

- Nedah send out town communication to the board.

Attendees:

Town	Delegate	P	V	Alternate	P	V	Alternate	P	V
Albany	Rob Dewees	v	v						
Barnet	Kathleen Monroe	v	v	Jeri Kohl					
Barton	Christopher Altmius	v	v	Amy Crouch					
Bloomingfield	Nate Nugent								
Brighton	Michael Strait	v	v	Jonah Petre					
Brownington	Amber Hastings			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 Urte			Bill Humphrey					
Coverly	David Barlow			Phil Marquette					
Craftsbury	Ruby Chase			Katherine Sims			Brian Machesney		
Danville	Jonathan Baker	v	v						
Derby	Karen Chitambar	v	v	Bob Kelley			Grant Spates		
East Haven				Kerri Fillion					
Glover	Noah Armstrong	v	v						
Granby	Terri Williams	v	v	Sheryl Brown					
Greensboro	John Stone	v	v	Mary Metcalf					
Groton	Mike Gais	v	v	Willis Page					
Guldhall	John Orłowski			George Blakeslee					
Hardwick	Paul Free	v	v	Doug McClure					
Holland	Ed Brady	v	v	Andrew Bouchard					
Irausburg	Michael Turner								
Jay	Lynette Deaette			Le-Ann Tetrault			Tara Morse		
Kirby	Dana Caspersen			Malcom Doak	v	v			
Lemington	William Gilbert	v	v	Beth Ellingwood			David White		
Lowell	Marjorie Kramer			Faye Starr					
Lyndon	Shawn Tester	v	v	Marty Feltus	x				
Lunenburg	Harry Williams			James Peyton					
Maidstone	James Mewill								
Morgan	Eric Pope	v	v	Larry Labor					
Newark	Ben Tiford	v	v	Mark Whitworth					
Newport City	Woodman Page	v	v	Chris Vachon			Paul Monette		
Newport Town	Wendy Matthews	v	v	Cameron Thompson			David Ghelli		
Norton	Christina Duffy			Kenn Stransky	v	v			
Peacham	Jock Gill			Harry Vann					
Ryegate	Shawn Burroughs			Nelson Elder					
Sheffield	Claire Poffus			Annie Mclean					
St. Johnsbury	Nicolas Anzalone	v	v	Scott Campbell					
Stannard	Steve Pickard			Johanna Posenberg					
Sutton	Evan Carlson	v	v	David Tucker			Robert Simms		
Troy	Robert Langlands			Gary Taylor			Mark Sanville		
UTG	Barb Nolan	v	v	Gina Vigneault					
Victory									
Walden	Caro Thompson	v	v						
Waterford	Bill Piper			Fred Saar					
Westfield	Carrie Glessner			Laura Emery					
Westmore	Erik Townsend	v	v	Linda Michkiewicz			Ray Lanier	x	
Whitlock	David Sailer Jr.			Eileen Boland	v	v			
Wolcott	Michael Davidson			Bruce Wheeler					

Date: November 2022

	P	V	
Delegates P/V	24	24	Member Towns 49
Alternates P/V	5	3	Towns Represente 27
Votes total	27		Quorum Yes
Votes to pass	14		

Members of the Public:

v=voting
x=represent, not voting

Staff in Attendance:

Christa Shute (Director)
Nedah Warstler (CKM)