



## Governing Board Meeting Minutes (DRAFT)

December 08, 2022 - 5:30 - 7pm

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

**Attendees: see attached list**

### Role Call & Agenda Review - 2 Min

Motioned: Seconded:	For	Against	Abstain
Motion: to approve the Executive Committee meeting minutes packet.		0	0

### Public Comment - 2 Min

### Consent Agenda - 1 Min

- Approval of [10/22 Meeting Minutes](#) and 11/10 Meeting Minutes
- Committee Minutes

Motioned: John Kellogg Seconded: John Stone	For	Against	Abstain
Motion: to approve the Consent Agenda, including the Governing Board meeting minutes from October 22, 2022 and November 10, 2022	30	0	0

- Discussion Summary:

### Executive Committee Action Review & Affirmation - 1 Min

Motioned: Dana Casperson Seconded: John Stone	For	Against	Abstain

<b>Motion: that the Governing Board affirms receipt and confirmation, with no proposed revision or alteration, of the Executive Committee Action Report</b>	30	0	0
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- **Discussion Summary:**

### Finance Charter Update:

<b>Motioned: Paul Fixx Seconded: John Kellogg</b>	For	Against	Abstain
<b>Motion: to approve the Revised Finance Committee Charter</b>	30	0	0

- **Discussion Summary:** John Kascenzka, Marty Feltus, Linda Markin have joined the Finance Committee. The previous charter was modeled after EC fiber, and the modifications will support the growth of the organization and future proof the charter. The lines on the Treasurer chairing the committee have been removed because of the checks and balances have been put in place. Christa gave a brief overview of the other changes.

### Budget Approval

<b>Motioned: Morgan Wade Seconded: Michael Strait</b>	For	Against	Abstain
<b>Motion: to approve the final budget for 2023</b>	30	0	0

- **Discussion Summary:** The draft budget was presented at the public meeting. It is now ready to be finalized with some minor changes. Two changes were made in operations and Capital. There was an increase in salary, mileage, and warehousing. The changes will give the organization more freedom to run its own warehouse and build personnel capacity. The organization has met with the auditors and will be doing the Audit in March 2023.

### Board Responsibilities and Needs/Survey

- **Discussion Summary:** Paul Fixx gave a brief update of the discussion from October on Board Responsibilities.
  - Suggested sending the survey more than once. Personalization, deadlines were also suggested.

- Compliance review from the USDA. It needs to be filled out every 3 years and will be sent directly to the Board Member emails. Christa and Nedah will be producing information to help guide and clarify the questions/answers for the board.

### **WE NEED YOU: FCC Challenge Process**

<b>Motioned: Morgan Wade Seconded: Michael Strait</b>	For	Against	Abstain
<b>Motion: to enter into Executive Session with staff under 1VSA 313, finding that the discussion of the FCC would substantially disadvantage the CUD were it to be made public at this time.</b>	30	0	0

<b>Motioned: Michael Strait Seconded: Noah Armstrong</b>	For	Against	Abstain
<b>Motion: to exit Executive Session.</b>	32	0	0

- **Discussion Summary:** Barnet joined at 6:16pm (31). Groton joined at 6:37 (32). No action was taken in Executive Session. The board left Executive Session at 7:07 pm. The organization will be narrowing the scope in to make the most effective use of your time. It could mean hundreds of millions of dollars for the State of Vermont.

### **Other Business**

-Next meeting will be in February, look for the January packet.

### **Adjourn**

<b>Motioned: Jock Gill Seconded: Eileen Boland</b>	For	Against	Abstain
<b>Motion: to adjourn.</b>	32	0	0

*Respectfully Submitted,*

*Nedah Warstler, NEK Broadband, Clerk*