



Governing Board Meeting Minutes - DRAFT

June 22, 2024

In-Person Location: 123 Red Barn Rd. Danville, VT

And on zoom.

Attendees: See attached list.

9:42 am Welcome

Public Comment

None

Consent Agenda

- Includes approval of Meeting Minutes of May 14, 2024 and May 30, 2024

| Motioned: Morgan Wade Seconded: Sally Vallat | For | Against | Abstain |
|---|-----|---------|---------|
| Motion: to approve the Consent Agenda. | 26 | 0 | 0 |

Election of Governing Board Chair

| Motioned: Morgan Wade Seconded: Paul Fixx | For | Against | Abstain |
|--|-----|---------|---------|
| Motion: that the Governing Board elect Nick Anzalone to the position of Governing Board Chair. | 26 | 0 | 0 |

- Discussion-** Nick expressed great appreciation to Paul for his service as Chair over the past year and all the time he dedicated to the organization.

Election of Governing Board Vice-Chair

| Motioned: Morgan Wade Seconded: Sally Vallat | For | Against | Abstain |
|---|-----|---------|---------|
|---|-----|---------|---------|

| | | | |
|--|----|---|---|
| Motion: that the Governing Board elect Brian Machesney to the position of Governing Board Vice-Chair. | 26 | 0 | 0 |
|--|----|---|---|

- **Discussion:** With the election of Acting-Chair, Nick Anzalone, to the position of GB Chair, the position of Vice-Chair became vacant. Brian Machesney (in absentia) accepted the nomination for Vice-Chair.

Executive Committee Action Report

| Motioned: Morgan Wade Seconded: Sally Vallat | For | Against | Abstain |
|--|------------|----------------|----------------|
| Motion: If there is no objection, then we move to accept the EC Action Report as it stands. | 26 | 0 | 0 |

- **Discussion:** Increasing our base speed to 100/100 Mbps will enable it to come within the definition of broadband which is 100/20 Mbps. Increasing our 250/250 Mbps tier to 300/300 Mbps will increase the distance from the 100/100 Mbps and make it the same as what ECFiber offers. The two VEDA loans of \$4 million and \$1.8 million that we are using for the match for the ReConnect 4 grant will be drawn down as we need it, as it is over 7% internet. The expanded contract to pay for the legal merger costs, which will be about 50K, will be covered by a grant from the VCBB. Christa explained the major legal items that the legal team performed as part of their contract. The VCBB has moved back the BEAD application window one month so that the preliminary applications will be due at the end of August and the full application will be due sometime in October. The merger is on track to be completed before these deadlines.

Roles and Responsibilities

- **Discussion:** Nick and Christa went over organizational roles and responsibilities before the merger discussion:
- Governing Board responsibilities - fiscal oversight over the organization; setting budget, approving budget amendments, amending by-laws and articles of incorporation, hiring/firing of Executive Director, approving major vendor partnerships and structural decisions
- Executive Committee responsibilities: acts on behalf of the full Board, serves in advisory capacity; conducts research and assists in strategy and planning; establishes, monitors and sunsets committees and working groups and takes the lead on Board member education & development. All of its actions are reported to the Governing Board at its meeting subsequent to each action.
- Executive Director responsibilities: overall management of organization provides guidance of strategy; responsible for managing staff; financial management, budget

development, policy development, legal and regulatory compliance, and representation of the organization to the public, driving its success in making a positive impact in the community.

Merger Discussion

| Motioned: Sally Vallat Seconded: Morgan Wade | For | Against | Abstain |
|--|-----|---------|---------|
| Motion: to go into Executive Session with staff and consultants to discuss the Merger with CV Fiber, finding that premature disclosure could substantially disadvantage the CUD if it were to be made public at this time. | 27 | 0 | 0 |

Entered executive session at 10:05am.

Mark Whitworth entered at 10:19am during executive session

Jock Gill left at 10:37am during executive session

Left executive session at 11:46 am. No action was taken.

12 - 1pm Lunch

Lost quorum at 12:05pm

Broadband Game

- **Discussion:** Tonya created a game for GB members to learn more about the different stages of the construction of the network and what can go wrong at each stage.

Marketing and Metrics

- **Discussion:** In light of “if you don’t measure it, you can’t manage it,” Tonya gave an overview of all the different ways NEK Broadband is measuring what it is doing. She showed slides of what Marketing and Communications are measuring (including CrowdFiber data with the extra help of James Ozone), and then invited Denise, Danielle, Erik, Matt and Jason to share about the metrics they are tracking.

Introductions of our Partners:

- Andrew Gaidys and Mary Branagan briefly described the role of NRTC (National Rural Telecommunications Cooperative) in the design, engineering and development of the maps for the network build.
- Karen Kotecki from Right of Way Services, described her work acquiring easements for OLT sites and permits for railroad crossings, and highway crossings.

- Lee Cheney of WCVT (Waitsfield Champlain Valley Telecom) described his primary role of putting the electronics into the OLTs and testing them.
- Kurt Greunling WCVT - noted his role in customer service and assisting with CrowdFiber.

Digital Equity:

- **Discussion:** Tonya described the new project that NEK Broadband is collaborating on with Paige Hartsell and Heather Alger of NEKCA to address the digital divide in the NEK. It is called the NEK Digital Equity Project (NEKDEP). Participants will be paired with a trained digital Navigator to work one-on-one on the issues of access to broadband, having relevant devices, and being able to use the internet safely (avoiding scams and phishing). Deb Shannon then talked about the current effort to create a statewide Digital Equity Coalition to apply for money this fall through the federal Digital Equity Act. She recently convened a meeting of representatives from 20 different organizations that work with the 8 marginalized populations (rural, low-income, etc.) that are covered in the grant to see who wants to collaborate to write the grant. Tonya then talked about Northern Enterprises, which is the non-profit arm of NEK Broadband that enables us to raise funds and go after foundation funds to support our digital equity programs. Tonya and Bill Piper are two of the three people appointed by NEK Broadband that make up the Board of Northern Enterprises. The third board member is appointed by NVDA.

Positive Intelligence:

- **Discussion:** Deb Shannon described [Positive Intelligence](#) and how she has been using it with the staff to increase their self-awareness of what sabotages them and what can liberate them to handle the challenges of their work and life with a more positive mindset and less stress. She then led the group in an exercise from Positive Intelligence.

Visioning Exercise - led by Tonia

Conclusion

- Nick and Christa concluded the day with the appreciation of the work of staff and board members and a reflection on what this organization is accomplishing.

Adjourn: 2:53pm

*Drafted by
Kitty Ufford-Chase, NEK Broadband, Clerk*

| Name | Member Town | Type | | | | |
|----------------------------|--------------------|------------------|---|--|----------------|-----------|
| | | | | | Voting | 28 |
| Rob Dewees | Albany | Primary | | | Present | 2 |
| Neil Glassman | Barnet | Primary | v | | Staff | 10 |
| Nate Nugent | Bloomfield | Primary | | | Guests | 9 |
| Michael Strait | Brighton | Primary | | | | |
| James Ozone | Brighton | Alternate | v | | | |
| Noah Bond | Brighton | Alternate | | | | |
| Amber Hastings | Brownington | Alternate | | | | |
| William Davis | Brownington | Primary | v | | | |
| David Caron | Brunswick | Primary | | | | |
| Theresa Caron | Brunswick | Alternate | | | | |
| Patricia Vanderhoop | Burke | Primary | | | | |
| Ann Morgan Wade | Canaan | Primary | v | | | |
| Frank Sawicki, Jr | Canaan | Alternate | | | | |
| John Kellogg | Charleston | Alternate | | | | |
| Peggy Stevens | Charleston | Primary | | | | |
| Bill Humphrey | Concord | Primary | | | | |
| Charles Conn | Coventry | Primary | v | | | |
| Phil Marquette | Coventry | Alternate | | | | |

| | | | | | | |
|-------------------------|-------------------|------------------|----------|--|--|--|
| <i>Rudy Chase</i> | <i>Craftsbury</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>Brian Machesney</i> | <i>Craftsbury</i> | <i>Alternate</i> | | | | |
| <i>Jonathan Baker</i> | <i>Danville</i> | <i>Primary</i> | | | | |
| <i>Bob Kelley</i> | <i>Derby</i> | <i>Alternate</i> | | | | |
| <i>Grant Spates</i> | <i>Derby</i> | <i>Alternate</i> | | | | |
| <i>Lindsay Brainard</i> | <i>Derby</i> | <i>Alternate</i> | | | | |
| <i>David Barlow</i> | <i>Derby</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>Noah Armstrong</i> | <i>Glover</i> | <i>Primary</i> | | | | |
| <i>Hadley Piper</i> | <i>Glover</i> | <i>Alternate</i> | | | | |
| <i>Sheryl Brown</i> | <i>Granby</i> | <i>Alternate</i> | | | | |
| <i>Sonia Peters</i> | <i>Granby</i> | <i>Primary</i> | | | | |
| <i>Mary Metcalf</i> | <i>Greensboro</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>John Stone</i> | <i>Greensboro</i> | <i>Alternate</i> | <i>P</i> | | | |
| <i>Terrence Curran</i> | <i>Groton</i> | <i>Alternate</i> | <i>P</i> | | | |
| <i>Mike Gaiss</i> | <i>Groton</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>John Orlowski</i> | <i>Guildhall</i> | <i>Alternate</i> | | | | |
| <i>Richard Schiller</i> | <i>Guildhall</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>Paul Fixx</i> | <i>Hardwick</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>Ed Brady</i> | <i>Holland</i> | <i>Primary</i> | <i>v</i> | | | |
| <i>Andrew Bouchard</i> | <i>Holland</i> | <i>Alternate</i> | | | | |
| <i>Lynnette Deaette</i> | <i>Jay</i> | <i>Primary</i> | | | | |
| <i>Le-Ann Tetrault</i> | <i>Jay</i> | <i>Alternate</i> | | | | |

| | | | | | | |
|------------------------|---------------------|------------------|---|--|--|--|
| Tara Morse | Jay | Alternate | | | | |
| Dana Caspersen | Kirby | Primary | | | | |
| Malcolm Doak | Kirby | Alternate | v | | | |
| William Gilbert | Lemington | Primary | v | | | |
| Beth Ellingwood | Lemington | Alternate | | | | |
| Marjorie Kramer | Lowell | Primary | v | | | |
| Faye Starr | Lowell | Alternate | | | | |
| Harry Williams | Lunenburg | Primary | | | | |
| Gary Briggs | Lunenburg | Alternate | | | | |
| Marty Feltus | Lyndon | Primary | v | | | |
| Jack Donnelly | Maidstone | Primary | | | | |
| Eric Pope | Morgan | Primary | | | | |
| Larry Labor | Morgan | Alternate | | | | |
| Ben Tilford | Newark | Primary | | | | |
| Mark Whitworth | Newark | Alternate | v | | | |
| Chris Vachon | Newport City | Alternate | | | | |
| Woodman Page | Newport City | Primary | v | | | |
| David Ghelli | Newport Town | Alternate | v | | | |
| Wendy Matthews | Newport Town | Primary | | | | |
| Sally Vallat | Norton | Primary | v | | | |
| Jock Gill | Peacham | Primary | v | | | |
| Karen Lewis | Peacham | Alternate | | | | |

| | | | | | | |
|--------------------------|---------------------|------------------|----------|--|--|--|
| Shawn Burroughs | Ryegate | Primary | | | | |
| Tyler Pokines | Ryegate | Alternate | v | | | |
| Annie McLean | Sheffield | Alternate | | | | |
| Nicolas Anzalone | St Johnsbury | Primary | v | | | |
| Evan Carlson | Sutton | Primary | v | | | |
| David Tucker | Sutton | Alternate | | | | |
| Robert Simms | Sutton | Alternate | | | | |
| Gaston Bathalon | Troy | Primary | | | | |
| Robert Langlands | Troy | Alternate | | | | |
| Anthony Soldo | UTGs | Alternate | v | | | |
| David Conley | UTGs | Primary | | | | |
| Seth O'Brien | Walden | Primary | | | | |
| Bill Piper | Waterford | Alternate | v | | | |
| Mike Barrett | Waterford | Primary | | | | |
| Carrie Glessner | Westfield | Primary | | | | |
| Laura Emery | Westfield | Alternate | | | | |
| Ray Lanier | Westmore | Alternate | | | | |
| Donna Dzugas | Westmore | Primary | v | | | |
| Linda Michniewicz | Westmore | Alternate | | | | |
| Eileen Boland | Wheelock | Primary | v | | | |
| David Stahler Jr. | Wheelock | Alternate | | | | |
| Bruce Wheeler | Wolcott | Primary | | | | |

| | | | | | | |
|---------------------------|------------------------------|--|----------|--|--|--|
| Christa Shute | NEK Broadband | | S | | | |
| Danielle Sukkaew | NEK Broadband | | S | | | |
| Denise Sullivan | NEK Broadband | | S | | | |
| Kitty Ufford-Chase | NEK Broadband | | S | | | |
| Erik Townsend | NEK Broadband | | S | | | |
| Jason Stebbins | NEK Broadband | | S | | | |
| Tonya Ozone | NEK Broadband | | S | | | |
| Matt Hubbard | NEK Broadband | | S | | | |
| Richard LePage | NEK Broadband | | S | | | |
| Owen Carr | NEK Broadband | | S | | | |
| Heather Alger | NEKCA | | X | | | |
| Andrew Gaidys | NRTC | | X | | | |
| Mary Branagan | NRTC | | X | | | |
| Kurt Gruending | WCVT | | X | | | |
| Lee Cheney | WCVT | | X | | | |
| Deb Shannon | Consultant | | X | | | |
| Jennille Smith | CVFiber | | x | | | |
| Siobhan Perricone | CVFiber Board Chair | | x | | | |
| Karen Kotecki | Right of Way Services | | x | | | |

