



Governing Board Meeting Minutes - approved Aug. 15, 2024

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

