



Finance Committee Meeting Minutes - Approved June 17, 2024

DATE: Monday, May 20, 2024

Virtual Meeting <https://us06web.zoom.us/j/87194706937?pwd=dy9QL0N5b3VnaENiSFRaNHVMbmlvZz09>

Attendees: Denise Sullivan, Danielle Sukkaew, Mike Strait, Marty Feltus, Bill Piper, Kitty

Ufford-Chase

3:04 pm

Agenda Review and Updates

Added....

Motioned: Marty Feltus Seconded: Bill Piper	For	Against	Abstain
Motion: to approve the minutes from 4/29/24	3	0	0

- Discussion Summary: None

Review of Revised March 2024 Balance Sheet

- Discussion Summary: None.

Review April 2024 Financials and Statement of Financial Position

- Discussion Summary: None.

Christa entered at 3:11pm.

Policies and Procedures Update

Motioned: Bill Piper Seconded: Mike Strait	For	Against	Abstain
Motion: to approve including automated clearinghouse ACH payments in the Internal Controls Practices and Procedures Policy	3	0	0

- **Discussion Summary:** ACH setups and changes have to be verified. For ACH payments going forward, we now will require encrypted communication with our vendors; pre-note requests, we will require vendors to call us to let us know exactly how much they received from us. We expect our controls to continue to evolve as the scams do. Our current cyber coverage is \$100,000. Discussion of whether to keep a zero balance account. In the future, there will be regular bills running between 300,000 and a million. Denise will call the insurance company to see what increasing our coverage to cover those size payments would cost.

- Approved Language is as follows:

Automated Clearing House (ACH) Payments:

Increasingly, vendors are requesting to be paid through ACH or wire. Initial setup of ACH accounts and all changes to ACH templates must be verified by documented and confirmed by telephone communication to the payee (does not include electronic video meetings). Payees will be required to transmit account information on letterhead through encrypted communication to reduce the risk of alteration during transit. **(Control #6)** No payment will be made and no account will be changed without first pre-notification in the account with a nominal deposit and a repayment totaling less than 25 cents. Without disclosure of the amount to the payee, the payee will be required to confirm the prenoted amounts in writing/email to the Accounting and Grants Manager. **(Control #7)** Two different people are required to execute ACH payments. The Treasurer submits the ACH payment template and a second person, either a Board Member authorized to sign or the Executive Director, approves the template for use after verifying the accuracy of the ACH account information. **(Control #8)**

Employees who process accounts payable or payroll or reconcile bank accounts will not have the ability to edit the respective vendor and employee master files and will not have the ability to approve ACH payment files. **(Control #9)** The Accounting and Grants Manager will be authorized to schedule amounts for payment to previously established and confirmed ACH templates. Any scheduled ACH payments must be approved by an authorized person other than the Accounting and Grants Manager.

Other Business:

- Christa invited the Finance Committee members to attend the meeting of the Joint Executive Committee members with NEK Broadband and CVFiber tomorrow (Thursday) May 23 in Montpelier.
- Christa brought the members up to date on what is the cost and risk for getting to the Universal Service Plan. We are developing a new business model with JSI for NEK Broadband because our current business model does not allow us to meet the complexity that we face and all the variety of funding sources we are bringing together. The new model will accommodate that plus the interaction of the wholesale.

Motion to move into executive session to deliver an update on personnel and budget issues of the potential merger at 3:11pm.

Motioned: Michael Strait Seconded: Bill Piper	For	Against	Abstain
Motion: to enter into executive session	3	0	0

Returned from Executive session at 3:44pm. No actions were taken and no votes were cast.

Adjourn

Motioned: Bill Piper Seconded: Mike Strait	For	Against	Abstain
Motion: to adjourn at 3:45pm	3	0	0

Drafted by Kitty Ufford-Chase, Clerk