

**Northwest Vermont Communications Union District
Governing Board Regular Meeting
January 25, 2024 at 6:00pm-Meeting Minutes
Virtual Meeting**

Attendance

See Attached.

Call to Order and Adjustments of the Agenda

Chair Z. Burdick called the meeting to order at 6:03 p.m. followed by roll call. A quorum was present to conduct business. No adjustments to the agenda.

Public Comment

No members of the public present, therefore no public comment.

Approval of Minutes 10/19/23, 11/09/23, and 11/30/23

Z. Burdick motioned to approve 10/19/23, 11/09/23, and 11/30/23 minutes. S. McGowan seconded. G. Rice abstained. Motion carried.

Treasurer's Report

B. Lewis shared the treasurer's report from the last quarter and for the year via shared screen and explained the report to the board. B. Lewis provided an explanation of the balance sheet, budget vs. actual, as well as the profit and loss sheet for the quarter and year to date.

Z. Burdick motioned to accept the Treasurer's Report. G. Rice seconded. Motion carried.

Policies (action needed)

B. Lewis shared three policies via shared screen and reviewed them with the governing board. B. Lewis stated that we wrote these policies based upon the recommendation of our last audit. He noted that we have already been operating under these policies, but we needed to have them formally adopted by our organization.

Z. Burdick stated that since the policies were created prior to the departure of our executive director, we did make sure that we went through them all to change the roles and titles to reflect the responsibilities of the current staff.

G. Rice recommended that staff and chair also review the code of ethics to ensure that the policies align with it.

G. Rice motioned to approve the Financial Management Policy. A. Adams seconded. Motion carried.

G. Rice motioned to approve the Fraud Prevention Policy. Z. Burdick seconded. Motion carried.

Z. Burdick motioned to approve the Financial Controls Memo. G. Rice seconded. Motion carried.

1 **Finance Working Group**

2 B. Lewis stated that when he was the third-party bookkeeper for NWFX he met monthly with Sean
3 and Chasidy to review the financial transactions for the previous month. He stated now that he is
4 an employee, he would like to have some members of the governing board look over the financial
5 transactions with him. He proposed holding a monthly call and this would give board members a
6 chance to look at the information with him. This would not be a formal subcommittee; it would
7 simply be a chance for board members to review this information with him.
8

9 S. McGowan stated that he does not think this is necessary as we have employees and the
10 Executive Committee in place.
11

12 Z. Burdick stated that this call is an opportunity for board members to ask questions and have full
13 transparency regarding financials. He suggested that we could trial it for a couple of months and if
14 there is not any attendance then we can stop offering the allotted time to discuss this, and as
15 always board members can reach out to staff when they have questions.
16

17 G. Rice expressed that he believes there will be someone to complain about this informal call being
18 a public meeting even though it is not. He stated that board members need to be more involved on
19 their own if they wish to be and they do not even attend most of the board meetings. He stated that
20 for these reasons we should not hold these extra sessions. S. McGowan agreed.
21

22 Z. Burdick stated that he will reconnect with staff and discuss next steps to take regarding this to
23 ensure we make the best decision. We will inform the board if we decide to go forward with this
24 idea.
25

26 S. Mitchell stated that since an employee of the organization is holding the meeting it is not subject
27 to open meeting law even if board members are invited to join the conversation.
28

29 J. Kane suggested it be framed as a Monthly Financial Q&A Session.
30

31 **Banking (action needed)**

32 B. Lewis requested that we remove Sean Kio as an authorized user from our bank accounts as he is
33 no longer an employee of NWFX.
34

35 *E. Grims motioned to remove Sean Kio from NWFX bank accounts. Z. Burdick seconded. Motion*
36 *carried.*
37

38 **NWFX Update**

39 C. Benjamin Reported:
40

- 41 • We have submitted our drawdown request from the state and are awaiting payment.
- 42 • All H360 monthly and quarterly grant reporting is complete and up to date.
43

44 M.K. Raymond Reported:
45

- M. K. Raymond thanked the chair and the executive committee on behalf of the staff for all the extra work they have been doing and the time they have put in to ensure that everything keeps moving smoothly.
- Currently working on the construction grant application, hopefully this will be ready to present in February.

B. Lewis Reported:

- He is transitioning well into the Business and Finance Manager role.
- Brad and Mary Kay are going to the CUD Day on January 31st, and a face-to-face VCUDA retreat on February 1st where BEAD funding will be the primary topic.
- We received our engagement letter for our audit, we will have to complete a single audit this year, which is more complex. This is due to the amount of money we spent in 2023.

Z. Burdick confirmed that a lot has happened since the end of November. The organization has been planning and pivoting, different tasks have been divvied up between NWFX staff and the chair. He let the board know if they have any questions, please reach out to us.

Other Business

None.

Adjourn

Z. Burdick motioned to adjourn. B. Churchill seconded. Motion carried.

Meeting adjourned 7:18pm.

Northwest Communications Union District
Governing Board Meeting Attendance
January 25, 2024

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5 Alburgh Town – Ken Millman, Stu McGowan, Mark Stephens
6 Alburgh Village – Absent
7 Bakersfield – Brenda Churchill
8 Berkshire –Kurt Valenta, Emily Grims
9 Enosburg Falls Village – Absent
10 Enosburgh Town – Absent
11 Fairfax –Scott Mitchell
12 Fairfield – Absent
13 Franklin – Amy Adams
14 Georgia – Zachary Burdick, Chair
15 Grand Isle –Absent
16 Highgate – Vacant
17 Isle La Motte – Absent
18 Milton – Absent
19 Montgomery – Absent
20 North Hero – Absent
21 Richford – Vacant
22 Sheldon – Jacob Kane
23 South Hero – George Rice
24 St. Albans Town – Robert Warner
25 Swanton Town – Vacant
26 Swanton Village – Lawrence King
27 Staff – Mary Kay Raymond, Chasidy Benjamin, Brad Lewis
28
29
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31