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**Northwest Communications Union District
Governing Board Meeting
July 21, 2022 at 6:00pm-Meeting Minutes
Virtual Meeting**

Attendance

See Attached.

Call to Order and Adjustments of the Agenda

Vice Chair C. Ainsworth called the meeting to order at 6:02 p.m. followed by roll call. A quorum was present to conduct business. No adjustments to the agenda.

Public Comment

None. No members of the public present.

Approval of Minutes 6/2/22 and 6/9/22

M.C. Graziano motioned to approve 6/2/22 and 6/9/22 minutes. J. Kane seconded. Motion carried.

Treasurer's Report

S. Kio shared the treasurer's report from June 2022 via shared screen and B. Lewis explained the report to the board. B. Lewis reviewed activity through Vermont Federal Credit Union accounts. B. Lewis explained that there was a new purchasing account created to allow Sean and Mary Kay to make minor purchases. An ending balance of \$40,028.46 was in Vermont Federal savings account, an ending balance of \$12,353.28 was in Vermont Federal Checking account, an ending balance of \$768.32 in Vermont Federal Purchasing account, and an ending balance of \$100,043.09 in Vermont Federal Money Market account as of 6/30/22. B. Lewis explained the bills to present and outstanding invoices which total \$5,424.90, he continued to provide a detailed explanation of the profit and loss sheet for the month of June 2022 as well as for the first quarter of 2022. B. Lewis provided the board with a detailed explanation and showed the Profit & Loss Budget vs. Actual for the first quarter of 2022.

S. Deal motioned to accept the Treasurer's Report. S. McGowan seconded. Motion carried.

Budget Reassessment

S. Kio shared the budget reassessment via shared screen. He explained when the budget was initially adopted it was based on preliminary assessments and many unknowns. Now we have a much better idea of what the budget will look like. Doing the reassessment also allowed us to create new categories to better align with the grant categories. We will need to approve a new budget for 2023 in December 2022. S. Kio let the board know if anyone has any questions, they can reach out directly to him.

Code of Ethics (action needed)

C. Ainsworth explained to the board that the Executive Committee had done a lot of work on the Code of Ethics that was brought forth to the Governing Board for approval. G. Rice suggested to add in an official role to uphold the individual responsibilities, to always act as a fiduciary to the CUD and adhere to 30 VSA 3057. This change was made to the document live during the meeting.

G. Rice motioned to accept the Code of Ethics for NWCUD Board. J. Kane seconded. Motion carried.

Executive Committee Delegation of Authority (action needed)

48 S. Kio shared the Executive Committee Delegation of Authority document via shared screen for the
49 board to view. C. Ainsworth confirmed that the document is updated with the changes the board
50 decided to make at the last Governing Board meeting. The pre-authorized spending amount was
51 changed to reflect what the board decided, and it now states that the Executive Committee cannot
52 adopt policies.

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54 *K. Millman motioned to accept the Executive Committee Delegation of Authority document. M.C.
55 Graziano seconded. Motion carried.*

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57 **Executive Committee Members at Large (action needed)**

58 C. Ainsworth stated that at the Executive Committee level we need to have a quorum to vote. Besides
59 the current officers, the Governing Board can select 2-3 additional members at large to serve on this
60 committee.

61
62 *J.R. Cox nominated Steve Deal to be an EC Member at Large. K. Millman seconded. Motion carried.*

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64 *M.C. Graziano nominated Ken Millman to be an EC Member at Large. S. Mitchell seconded. Motion
65 carried.*

66
67 *B. Churchill nominated Stu McGowan to be an EC Member at Large. K. Millman seconded. Motion
68 carried.*

69
70 *M.C. Graziano nominated Leisa Fearing to be an EC Member at Large. L. Fearing declined.*

71
72 C. Ainsworth confirmed that with the three new members appointed, there is not a need for additional
73 nominations but encouraged all board members to keep it in mind for the future.

74
75 **Board Schedule**

76 S. Kio launched an active poll within the Zoom meeting to vote for which Thursday to hold our October
77 meeting on. A decision was not made using the Zoom poll at this meeting and Chasidy will send out a
78 doodle poll to the entire Governing Board to see which Thursday works best for the majority.

79
80 **Executive Director Report**

81 S. Kio shared the July Executive Director report via shared screen. He explained as we move forward to
82 quarterly board meetings, staff will be delivering this monthly report via email for the board to receive
83 NWFx updates.

84
85 S. Kio shared some highlights from the report:

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- 88 • LiDAR survey via helicopter has been completed for Swanton and Enosburg pole data.
 - 89 • Mary Kay has done an amazing job aggregating a large amount of data.
 - 90 • Chasidy has done an amazing job with grant reporting, USDA and H315 have been closed out.
 - 91 • Financial audit is underway for 2020 and 2021, staff has done a great job getting the auditors all
92 the documents requested.
 - 93 • NRTC high level design was delivered, and staff went through and reviewed with the PMO work
94 group.
 - We have continued negotiations with Google Fiber, and we are getting much closer.

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- Welcome new Richford representative, Michael Olio. Sean will reach out next week to follow up with our new representative.
 - Per the email that was sent out from the Executive Committee, please seek an alternate representative for your town if you do not have one.
 - Ken Millman is doing an amazing job with our newsletter “The Worx” and sending out updates to the community.

102 J. Medamana suggested that we should include an update on the planning process for our funding that

103 we will receive other than grant funding. S. Kio stated that the VCBB is working with the Vermont Bond

104 Bank for the CUDs to be able to access the bond market before year three. S. Kio confirmed that as

105 soon as he has an update on this, he will include it in the report to share with the board.

106

107 J.R. Cox questioned if there were updates with the build to share with the public. S. Kio stated that we

108 are seeking a 36-month construction window to begin this fall, we are working on it as quickly as

109 possible.

110

111 S. Kio stated that there is a board section on the website with many resources for board members, but it

112 is locked and will remain locked until we can adopt our own policy for document security. Adopting the

113 Board Code of Ethics was also a step needed before we can make this resource available to the

114 Governing Board.

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116 **Other Business**

117 None.

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119 **Adjourn**

120 *B. Churchill motioned to adjourn. S. Deal seconded. Motion carried.*

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122 Meeting adjourned 7:43pm.

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**Northwest Communications Union District
Governing Board Meeting Attendance
July 21, 2022**

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147 Alburgh Town – Ken Millman, Stu McGowan
148 Alburgh Village – J.R. Cox
149 Bakersfield – Heather Jewett, Brenda Churchill
150 Berkshire – Absent
151 Enosburg Falls Village – Absent
152 Enosburgh Town – Jesse Weatherwax
153 Fairfax – Dave Stanley, Scott Mitchell
154 Fairfield – Cathy Ainsworth, Vice Chair
155 Franklin – Absent
156 Georgia – Zachary Burdick, Chair
157 Grand Isle – Michael Inners
158 Highgate – Absent
159 Isle La Motte – Mary Catherine Graziano
160 Milton – Absent
161 Montgomery – Absent
162 North Hero – John Medamana, Leisa Fearing
163 Richford – Michael Olio
164 Sheldon – Jacob Kane
165 South Hero – George Rice
166 St. Albans Town – Steven Deal
167 Swanton Town – Elisabeth Nance
168 Swanton Village – Elisabeth Nance
169 Staff – Sean Kio, Mary Kay Raymond, Chasidy Benjamin, Brad Lewis
170 NRPC Staff – Shaun Coleman
171 Public- None
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