



**Executive & Finance Committee Meeting**

**October 11, 2023, at 7:00 pm**

**Location: Virtual Only**

**Approved 11-08-2023**

**7:09 pm Call to Order and Roll Call:** Jeff Tilton called the meeting to order and called the roll:

**Committee Members Present**

(V=Present and Voting, P=Present, A=Absent)

| <b>Town</b>                   | <b>P/V</b> | <b>Representative</b>      |
|-------------------------------|------------|----------------------------|
| <b>Elmore</b>                 | V          | Randy Tomlin               |
| <b>Hyde Park</b>              | V          | Michael Rooney             |
| <b>Johnson</b>                | V          | Paul Warden                |
| <b>Morristown</b>             | V          | Jane Campbell              |
| <b>Stowe</b>                  | V          | Stephen Friedman           |
| <b>Waterville</b>             | V          | Jeff Tilton (Chair)        |
| <b>Wolcott</b>                | V          | Andrew Ross (Vice Chair)   |
| <b>Ex Officio, Non-Voting</b> | P          | Mark Schilling (Treasurer) |
| <b>Ex Officio, Non-Voting</b> | P          | Lisa Birmingham            |

**Other Lamoille FiberNet attendees: None**

**Public/Guests: None**

**7:09 Agenda Changes & Public Comment:**

Hearing no public comment or request for agenda changes, the Chair added personnel discussion to the bottom of the agenda.

**7:11 Operations and Executive Director Update:** Lisa Birmingham

- Schedule – Driving to complete CCI contract by 11/15 board meeting. VCBB had been waiting for the CCI agreement, but we will request to move forward in parallel. Completion of the Audits will be pre-req to draw down grant funds. Trying to execute the grant agreement prior to the audit being completed.
- Annual report – Consists of a report of 2023 activities + contracts, grants, 2024 proposed budget is issued to towns before the public Governing Board meeting on 11/15. Any feedback is voted on by LFCUD Governing Board on 12/15. The PowerPoint report in progress and is attached to ED Update pre-read material in draft form. Lisa walked through the current draft version of the PowerPoint presentation. When it is completed, it will be posted to the website and sent to towns.
- Accounting RFQ has been issued to 2 firms, to start the process
- SAM renewal application completed
- VCBB – 5-year BEAD comments due 10/15 from both VCUDA, CCI, and others. The process and discussions are a work in progress. Re: affordability, the VCBB would like rules to ensure that affordability programs and outreach, etc., are a high priority. However, externalities, such as rules and guidance from the NTIA, are still being published, so the timing needs to be sorted out.
- Elmore Funding Allocations – The Chair recommended that the committee enter executive session to discuss negotiations with NEK Broadband regarding funding allocations and service areas.
- **At 7:38 pm**, Stephen Freidman moved that the committee enter executive session to discuss matters related to our service areas with and adjoining districts that premature release the public, which would be disadvantageous and put us at a competitive disadvantage, and further proposed that in that executive session should be Randy Tomlin, Lisa Birmingham, Paul Warden, Andrew Ross, Michael Rooney, Mark Schilling, Jane Campbell, Jeff Tilton and myself, and any other board members who happened to join the call during the process. Michael Rooney seconded. All in favor; none opposed. Executives Session

**8:13 pm Executive Session ended.** No action needed from the Executive Session.

**8:13 pm Finance and Treasurer Update:** Mark Schilling

- Processing of some invoices have been delayed due to attention on the audit. Expect to get back on track, with invoices paid soon.
- Hearing no questions for Mark, the Chair suggested entering executive session to discuss the contracts with the auditor and the accountants.
- **At 8:17 pm** Stephen Friedman moved to go into Executive Session for the purpose of discussing legal matters related to contracts for accounting and auditing services which are allowed to be considered confidential and the disclosure of which would be disadvantageous to the district, and in that meeting should be Randy Tomlin, Paul, Warden, Andy Ross, Lisa Birmingham, Jeff Tilton, Jane Campbell, Mark Schilling, Michael Rooney and Stephen Friedman, and any other members of the governing board who happened to join the meeting during the executive session. Michael Rooney seconded the motion. Motion passed unanimously.
- **Executive Session ended at 8:45 pm.** Action Items from Executive Session
  - Treasurer’s report will be copied to the accountant to be cross-checked, and will include Bank Reconciliation Report
  - EFC committee as a whole will devote more time to reviewing and understanding the financial statements as they’re presented

**8:45 Organizational Planning Discussion**

Jeff Tilton

- Met with OCCUD on splitting past legal costs and potentially part of Lisa's time. Going forward OCCUD will be billed by Arent Fox separately
- We will invoice OCCUD for past legal costs and other services that have benefited them. Laura Black will be speaking to Fabian regarding his help in navigating planning phases of Phase 1, cross-checking addresses, etc. We will invoice OCCUD for Fabian's time as well.

**8:49 New Business**

- None

**8:50 Standing Items**

- Approval of the September 13<sup>th</sup> EFC meeting minutes. Upcoming Governing Board Agenda. Moved by Stephen Friedman, seconded by Jane Campbell. Approved with one grammatical edit. Approved with one abstention by Michael Rooney, due to his absence at the prior meeting.
- Reminder that the Governing Board meeting on 10/25 will be face-to-face in Johnson starting at 6pm, then move to a location on campus.

**8:53 Personnel Discussion – Executive Session**

- Stephen Friedman moved to enter executive session for the purpose of discussing personnel matters which are confidential in nature and are not to be discussed in a public forum, and in that meeting should be the present members of the attending members of Executive and Finance Committee as well as Executive Director Lisa Birmingham. Jane Campbell seconded the motion. Passed unanimously.
- **Executive Session ended at 9:12 pm** No action as a result of Executive Session

**9:12 Meeting Wrap-up & Adjourn**

Randy Tomlin moved to adjourn; Jane Campbell seconded; motion passed unanimously.

###