



8 Denison Parkway East, Suite 310
Corning, New York 14830
Phone: 607.962.5092
Fax: 607.962.3400

**Southern Tier Network, Inc.
February 13, 2020
Annual Board Meeting Minutes**

ATTENDANCE

Board Members: Aaron Dowd; Alan Eusden; Winona Flynn; Timothy O'Hearn; John Sharkey; Chelsea Robertson; Marcia Weber; Jack Wheeler; Stephen Wilber; Howard Zingler; Mark Rogus

Telephonic: Judith McIntosh; James Osborn

Excused: Carl Hayden; Dave Hopkins

Management: Tony Marzolino, Steve Manning; Jeff Gasper

CALL TO ORDER – The annual meeting was called to order at 10:05 AM by chair Marcia Weber in the STC conference room.

APPROVAL OF THE MINUTES

The minutes of the January 9, 2020 meeting were approved on a motion by Mark Rogus, seconded by Alan Eusden, and carried.

STRATEGIC PLANNING COMMITTEE

- a) **Board-Ready Study Discussion** – Each of the member Coalition Counties has signed their Inter-Municipal Agreement. There will be a kick-off meeting next week organized by Fujitsu/Corning to discuss the process for embarking on the study. A discussion ensued, touching on the need for data on the unserved areas and grant funding opportunities for future builds.
- b) **Committee Membership** –board members interested in serving on this committee should let John Sharkey (committee chair), Marcia Weber, or Steve Manning know.

AUDIT – FINANCE COMMITTEE

- a) **Report on Assessment of Effectiveness of Internal Controls Document** – The Finance Committee recommends approval for the chair to sign the Assessment of Effectiveness of Internal Controls document, seconded by John Sharkey, and carried.
- b) **Report on Process Controls and Policy Review Update** – the Committee is reviewing and updating process controls and policies; an update to the board will be made at a later date.
- c) **Review of Long-Term Financial Plan** – the committee will be reviewing the Long-Term Financial Plan over the next months, as more information becomes available.
- d) **Other** – Committee suggested management review and refresh marketing materials, website, and organizational information documents and report to the board.

GOVERNANCE COMMITTEE REPORT

- a) **Annual Board Recognition** – the annual board recognition dinner will be held on Monday, February 24th at 5:30 at Three Birds Restaurant, Market St., Corning.
- b) **Annual Meeting Items**
 - a) **Election of Board Members** – The Governance Committee recommends re-election of Alan Eusden and Carl Hayden to three-year terms, seconded by John Sharkey, and carried.
 - b) **Election of Officers** – The Governance Committee recommends re-electing for fiscal year 2020 the following officers: Marcia Weber, Chair; Timothy O’Hearn, Vice Chair; Jack Wheeler, Secretary; Mark Rogus, Treasurer; seconded by John Sharkey and carried.
 - c) **Review Mission Statement and Guiding Principles** – The Governance Committee reviewed and recommends approving the existing STN Mission Statement and Guiding Principles with no changes, seconded by John Sharkey, and carried.

SALES AND MARKETING REPORT

- a) **Sales and Marketing Report**
- b) **Discussion on Management and Reporting Software Tools**
- c) **Outage (Break/Fix) Report**

On a motion duly made (Rogus/Sharkey) and carried, at 10:15 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information. On a motion duly made (Wheeler/Sharkey) and carried, the board came out of **executive session with no action being taken**.

OTHER

- a. **ARC Diversity Route Award** – Chelsea Robertson reported that ARC awarded STN a \$1.5 million Community Infrastructure grant to create a diverse, redundant, and resilient high capacity fiber network in support of the STN backbone infrastructure. She is waiting for final approval from EDA for its share of this project. STN will be required to commit a match.
- b. **Board Performance Evaluation** – the 2020 Board Performance Evaluation forms were distributed with a request for board members to complete, sign and return.
- c. **Board Fiduciary Duty Acknowledgement** – the annual ABO Fiduciary Duties and Responsibilities Acknowledgement form was distributed with a request to read, sign, and return. The board agreed that the Fiduciary Duty Acknowledgement Form would be completed only when a new member is elected or when a board member is re-elected.
- d. **Sexual Harassment Prevention Training** – Sexual Harassment Prevention training documents were emailed to the board with the request to fill out and return.
- e. **House Subcommittee on Communications and Technology, January 29, 2020 Hearing on “Empowering and Connecting Communities through Digital Equity and Internet Adoption”**
Marcia observed this hearing and will provide the link and a summary to the board.

NEXT BOARD MEETING – The next meeting will be held on Thursday, March 12, 2020.

ADJOURN – on a motion duly made (O’Hearn/Wilber) and carried, the meeting adjourned at 11:33 PM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary