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**Southern Tier Network, Inc.
February 14, 2019
Annual Board Meeting Minutes**

ATTENDANCE

Board Members: Timothy Dennis; Alan Eusden; Carl Hayden; Judith McIntosh; Timothy O’Hearn; James Osborn; Chelsea Robertson; John Sharkey; Mark Rogus; Marcia Weber; Jack Wheeler; Steven Wilber; Howard Zingler

Excused: David Hopkins

CEO: Steven Manning

Guests: Tim Youngkrans (Lantek Companies); Joe Starks and Andy Lukasiewicz (ECC Technologies)

Accountant/Fiscal Officer: Tony Marzolino

CALL TO ORDER – The annual meeting was called to order at 10:04 AM by chair Marcia Weber in the STC conference room.

WELCOME: The Board welcomed Tim Youngkrans, vice president of Lantek Companies, to the meeting.

PRESENTATION - Tim Youngkrans gave an overview of Lantek Companies and updated the board on the status of projects.

APPROVAL OF THE MINUTES – On a motion by James Osborn, seconded by Alan Eusden, and carried, the minutes of the January 10, 2019 meeting were approved.

STRATEGIC PLANNING COMMITTEE REPORT – the Strategic Planning Sub-Committee will meet next week and will deliver an update to the board at the March meeting.

AUDIT - FINANCE COMMITTEE REPORT – Mark Rogus reported both committees met on February 12, 2019. The Audit Committee reviewed/approved the following documents:

- a) **STN Process Controls and Policies:** Account Reconciliation Policy, Purchasing Policy, Delinquent and Doubtful Accounts Policy, Receipts SOP, Capitalization and Asset Life Policy, and Commission SOP.
- b) **Assessment of Effectiveness of Internal Controls**
The Audit Committee recommends board approval of the above documents, seconded by Carl Hayden, and carried.

Mark Rogus reported that the Finance Committee reviewed the 2019 Enterprise Risks Identification document and fully recommends it to the board for adoption, seconded by Carl Hayden, and carried by the board.

- c) **Outage Update** – Steve Manning provided an update to the board on the fiber outage that occurred at Call Hill, Town of Hartsville, in September of 2018; and the December 28, 2018 outage in Elmira, caused by a car accident on County Route 14. Insurance claims are being sought for each of these outages to cover repair costs.

GOVERNANCE COMMITTEE REPORT

- a) **Annual Board Dinner Reminder** – the annual board dinner will be held at Lib’s Supper Club in Elmira, February 27th. Steve will email all directors the restaurant’s weblink with the menu and driving directions.
- b) **Board Member Election** - the Governance Committee recommends re-election of Marcia Weber, Judy McIntosh, and Howard Zingler to three-year terms, seconded by Tim O’Hearn, and carried.

On a motion duly made (Hayden/O’Hearn) and carried, Marcia Weber was re-elected board chair.

- c) **STN Mission Statement and Objectives Review/Approval** - the Governance Committee reviewed the STN Mission Statement with no changes being made. On a motion duly made (Rogus/Eusden) and carried, the Mission Statement was approved as presented.
- d) **2019 Board Performance Evaluation** – the 2019 Board Performance Evaluation forms were distributed with a request for board members to complete and return. A summary analysis will be created and presented at the March board meeting.
- e) **Board Fiduciary Duty Acknowledgement** - the annual ABO Fiduciary Duties and Responsibilities Acknowledgement form was distributed to each director, with a request to read, sign, and return to Susan Cratsley before the end of February.

ECC REPORT –

- a) Marketing / Sales Report
b) Update and Report on ESD Project #Z-239 Extension
c) Outage (Break/Fix) Report

On a motion by Carl Hayden, seconded by James Osborn, and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

On a motion by Judy McIntosh, seconded by Steven Wilber, and carried, the Board came out of **EXECUTIVE SESSION** with **NO ACTION** being taken.

NEXT BOARD MEETING – The next meeting will be held on Thursday, March 14, 2019.

ADJOURN – on a motion duly made (Eusden/Rogus) and carried, the meeting adjourned at 11:25 AM.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary