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Southern Tier Network, Inc.
March 8, 2018
Meeting Minutes

ATTENDANCE

Board Members: Dave Hopkins; Robert Lawton; Mark Rogus; Jim Osborn; Jack Wheeler; Steve Wilber; Marcia Weber

Excused: Alan Eusden; Carl Hayden; Judy McIntosh, Howard Zingler, Tim O'Hearn

CEO: Steven Manning

Accountant: Tony Marzolino

Guests: Joe Starks and Andy Lukasiewicz - ECC Technologies

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

1. **APPROVAL OF THE MINUTES** – On a motion duly made (Wheeler/Rogus) and carried, the minutes of the February 8, 2018 meeting were approved.

2. **GOVERNANCE COMMITTEE REPORT**

a) **STN Mission Statement Review - Approval** – the committee is still reviewing the STN Mission Statement and will bring results to a future board meeting.

b) **Review Organizational Actions/Milestones** – in response to a board member request, a list of STN's actions, milestones, and accomplishments was shared and reviewed. Future reports will list more comparative metrics, such as number of hospitals connected out of the total number of hospitals in STN's footprint.

c) **Board Membership – Vacant Seat Update** – board members made additional suggestions for board membership; the Governance Committee will review the candidate pool and report at a future board meeting.

Marcia Weber informed the board that she will be retiring from Southern Tier Central Regional Planning and Development Board on June 29, 2018. The board recognized and congratulated Marcia for her years of service and on her pending retirement.

Marcia would like to continue serving as a Southern Tier Network board member.

Board members were unanimous in their desire to retain Marcia on the STN board.

d) **Summary of 2018 Board Performance Evaluation** – the 2018 Board Performance Evaluation summary was distributed and discussed. A comparison of the 2017 and 2018 summaries was performed, with the board finding improvement in several areas.

e) **Other** – the Public Safety Governance Committee requested STN consider a 50% reduction in the annual overhead assessment it charges for governance oversight. On a motion duly made (Rogus/Wilber) and carried, the administrative fee will be cut in half.

3. **FINANCE COMMITTEE REPORT**

- a) **2017 Financial Statement Review** – the 2017 financials were distributed and discussed by the board.
- b) **2017 Audit Update** – the 2017 audit will be completed by the end of March and brought to the April board meeting.
- c) **Investment Update** – the Finance Committee chair presented an investment report.

4. **ECC REPORT**

On a motion duly made (Wheeler/Hopkins) and carried, the board entered into **executive session** for the purpose of discussing contractual and customer-specific information.

On a motion duly made (Wilber/Hopkins) and carried, the board came out of **executive session** with **no action** being taken.

MOTION: On a motion duly made (Rogus/Wheeler) and carried, the board agreed to terminate all fibers within the Carrier Hotel into all suites and approve submitting to ESD the proposal that extends the STN backbone to an additional seven sites with the remaining unspent funds.

5. **OTHER**

- a) **Next Board Meeting** – The next meeting will be held on Thursday, April 12, 2018.

ADJOURN – On a motion duly made (Hopkins/Rogus) and carried, the meeting adjourned at noon.

Respectfully submitted,
Susan M. Cratsley
Recording Secretary