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**Southern Tier Network, Inc.**  
**October 10, 2019**  
**Board Meeting Minutes**

**ATTENDANCE**

Board Members: Winona Flynn; Carl Hayden; David Hopkins; Judith McIntosh; James Osborn; Chelsea Robertson; Mark Rogus; John Sharkey; Marcia Weber; Jack Wheeler; Steve Wilber; Howard Zingler

Excused: Aaron Dowd; Alan Eusden; Timothy O'Hearn;

CEO: Steven Manning

Accountant/Fiscal Officer: Tony Marzolino

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

**APPROVAL OF THE MINUTES**

On a motion duly made (Rogus, seconded by McIntosh) and carried, the minutes of the September 12, 2019 meeting were approved.

**FINANCE - AUDIT COMMITTEE**

- a) Recommendation on IRS form 990 – Form 990 was prepared by the external Auditors EFPR Group on behalf of STN. It was reviewed and approved by the finance committee. On a motion duly made (Hayden, seconded by Sharkey) and carried, the board approved the finance committee's recommendation. Form 990 will be submitted to the IRS by November 15, 2019.
- b) Recommendation on 2020 ABO PARIS Budget Submission - The finance/audit committee recommended board approval of the 2020 budget for submission into the NYS Public Authorities Reporting Information System (PARIS). A summary narrative of the budget was distributed and reviewed. On a motion duly made (Wheeler, seconded by Zingler) and carried, the board approved the audit committee's recommendation. The 2019 Budget will be submitted to PARIS by the October 31, 2019 deadline.
- c) Catastrophic Insurance Policy – management reviewed with the board Catastrophic Insurance Policy cost estimates - which the Finance Committee had reviewed - and recommends that STN not pursue the insurance at this time due to high premium cost. The board suggested management seek consortium pricing with other Carriers. The Committee will continue to review this type of insurance coverage and report back to the board.

**GOVERNANCE COMMITTEE**

- a) Recommendation on Whistleblower Policy – the NYS Authorities Budget Office (ABO) requires STN to have a Whistleblower Policy. The Governance Committee reviewed STN's draft policy and requests the board chair be STN's compliance officer. The board requested management

report to the board on an annual basis any complaints that have been filed during the fiscal year and be noted in the board minutes. The Governance Committee recommends the Policy to the board for approval. On a motion duly made (Sharkey, seconded by Rogus) and carried, the board approved the governance committee's recommendation. STN's Sexual Harassment Policy will be sent to the ABO office and posted on the STN website.

- b) Sexual Harassment Prevention Training – the board discussed the Sexual Harassment Training that is required by NYS Authorities Budget Office. Each Staff, contracted employee, and board member are required to participate in an annual Sexual Harassment training.

Jack Wheeler stated that Steuben County has a certification form that staff completes and signs, signifying they have participated in the County's Sexual Harassment training. He will send the form to Susan for revision and use by STN.

Chelsea Robertson reported that she has an ~ 20-minute NYS Sexual Harassment Training video and associated quiz that staff and the board could use for the training. Chelsea will send the training link to Steve for review.

### **EXECUTIVE SESSION**

On a motion duly made (McIntosh/Sharkey) and carried, the board went into **EXECUTIVE SESSION** for discussion of contractual, financial, and customer-specific information.

Upon a motion duly made (Rogus/Hopkins) and carried, the board came out of **EXECUTIVE SESSION**.

### **ACTION:**

- Board requested management discuss Project Management services for transition planning from Hunt Engineering.
- Board requested a written request from Coalition Counties for STN facilitating and manage the multi-county Rural Broadband Feasibility Study, along with % contributions from participating counties. This will occur in the form of an Inter-Municipal Agreement that STC will draft for review.

**ECC REPORT** – discussed in executive session.

- a) **Marketing / Sales Report**  
b) **Outage (Break/Fix) Report**

### **OTHER**

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**NEXT BOARD MEETING** – The next meeting will be November 14, 2019.

**ADJOURN** – on a motion duly made (Sharkey/Hopkins) and carried, the meeting adjourned at 12:56 PM.

Respectfully submitted,  
Susan Cratsley