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**Southern Tier Network, Inc.**  
**April 9, 2020**  
**Remote Meeting: Webinar/Telephonic Medium**  
**Board Meeting Minutes**

**ATTENDANCE**

Board Members: Aaron Dowd; Winona Flynn; Judith McIntosh; James Osborn; John Sharkey; Chelsea Robertson; Mark Rogus; Marcia Weber; Stephen Wilber; Carl Hayden; Alan Eusden; Tim O'Hearn; Howard Zingler; David Hopkins

Excused: Jack Wheeler

Management: Tony Marzolino, Steve Manning; Jeff Gasper

**CALL TO ORDER** – the meeting was called to order at 10:00 AM by chair Marcia Weber in the STC conference room.

**APPROVAL OF THE MINUTES**

The minutes of the special March 3, 2020 board meeting and the regular March 12, 2020 board meeting were approved on a motion by Alan Eusden, seconded by Tim O'Hearn, and carried.

**AUDIT-FINANCE COMMITTEE**

- a) **2019 IRS- 990 Submission** –Mark Rogus, Finance Committee Chair, stated that the Finance Committee recommended board approval of the 2019 IRS-990 Report, seconded by Chelsea Robertson, and carried.
- b) **2020 Q1 Financial Report** – Mark Rogus reviewed the first quarter financials, balance sheet, and income statement, reporting that the Finance Committee is satisfied with the current status.
- c) **2020 Enterprise Risk Document** – Mark Rogus reported the Finance Committee reviewed and modified its Enterprise Risk Document; he reviewed the changes with the board, and the committee recommended board approval of the 2020 Enterprise Risks; seconded by Dave Hopkins, and carried.

**STRATEGIC PLANNING COMMITTEE**

- a) **Board-Ready Study Discussion** – Steve Manning provided an update on the progress of the 5-County Coalition Feasibility Study. The Chemung County Inter-Municipal Agreement is expected to be signed by May 11, 2020.

**GOVERNANCE COMMITTEE REPORT**

- a) **Certificate of Incorporation (COI)** – Marcia Weber reported the Governance Committee is reviewing STN's COI and will discuss the document with STN's Attorney during the committee's May meeting. Findings will be reported at a future board meeting
- b) **Professional Services Agreement** – Marcia Weber reported the Committee has met to review the Service Agreement for the CEO position and will continue its review. Marcia requested feedback/input from all directors.

**USDA ReCONNECT GRANT UPDATE** – Steve Manning reported the grant application is in final draft and scheduled to be submitted on April 14<sup>th</sup>. Steve reviewed financial models with the board, and a discussion ensued. Board members requested the financial model be developed through the Finance Committee, with financial models prepared for presentation and review with each County Executive and Legislative body.

**MARKETING/BRANDING/WEBSITE DISCUSSION**

Mark Rogus reported the progress on the website re-design. The intention is to completely refresh the website. The Committee solicited 5 quotes for design/development work and made a selection, with the award going to the lowest cost proposal.

On a motion duly made (Hopkins/Hayden) and carried, at 11:40 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information.

**SALES AND MARKETING REPORT**

- a) **Sales and Marketing Report** – Jeff Gasper provided a short review on activities and customer outreach.
- b) **Outage (Break/Fix) Report**

On a motion duly made (Osborn/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, May 14, 2020.

**ADJOURN** – On a motion duly made (Hopkins/Rogus) and carried, the meeting adjourned at 11:45 AM.

Respectfully submitted