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**Southern Tier Network, Inc.
February 10, 2022
Zoom Meeting
Board Minutes
Annual Meeting**

ATTENDANCE

Board Members: Carl Hayden; Jack Wheeler; Jim Osborn; Steve Wilber; Nonie Flynn; John Sharkey; Marcia Weber; Aaron Dowd; Fonda Chronis; Mark Rogus; Chelsea Robertson; Alan Eusden; Judy McIntosh

Absent: Howard Zingler; Dave Hopkins

Management: Tony Marzolino, Jeff Gasper, Ben Rydzewski, Steve Manning

CALL TO ORDER – the meeting was called to order at 10:04 AM by chair Marcia Weber.

1. Approval of the Minutes

The minutes of the January 13, 2022, board meeting were approved on a motion by Alan Eusden, seconded by Jack Wheeler, and carried.

2. Governance Committee Report

Marcia reported the following items were reviewed, discussed, and approved by the Committee for recommendation to the board:

a) Mission Statement Review: Committee members reviewed the 2021 Mission Statement and recommended board approval for the 2022 fiscal year.

b) Organizational Chart Review: Committee members reviewed the Org Chart and recommended it for board approval.

Alan Eusden moved a recommendation to approve the mission statement and organizational chart, Steve Wilber seconded, board unanimously agreed.

c) Election of Officers: Committee recommended approval of the following officer positions:

- a. Chair: Marcia Weber
- b. Vice Chair: Chelsea Robertson
- c. Secretary: Jack Wheeler
- d. Treasurer: Mark Rogus

Carl Hayden moved to adopt the slate of officers, seconded by John Sharkey, and approved unanimously by the board.

d) Board Member Terms: Committee members reviewed the following list of board members whose terms expire in February 2022. Committee recommends another three-year term to the board, new term ending February 2025:

- a. Judy McIntosh
- b. Marcia Weber
- c. Steve Wilber
- d. Howard Zingler

Jack Wheeler moved to approve all; John Sharkey, seconded; board approved unanimously.

3. Finance Committee Report

Judy McIntosh reported the following from the February Audit-Finance Committee meeting:

- The EFPR 2021 External Audit will begin the week of February 21, 2022.
- The Committee performed a comprehensive review of the 2021 Enterprise Risks. The Committee requested management create a separate document outlining actions to take on the 2021 Risks for the board to review.
- 2022 P&L projection will be modified based on significant changes in revenues;
- Committee discussed employee benefits, suggesting the Governance Committee evaluate benefits (health care, IRA, etc.) and send back to Finance Committee for financial analysis.

4. Outside Plant Report

Ben reviewed the outside plant report distributed via email prior to the meeting.

On a motion duly made (Robinson/McIntosh) and carried, at 10:25 AM the board went into **executive session** for discussion of contractual, financial, and customer-specific information in the areas of sales and marketing and governance.

On a motion duly made (Wheeler/Robertson) and carried, at 11:27 AM the board came out of **executive session with no action being taken.**

5. Other -

NEXT BOARD MEETING – The next STN board meeting will be held on Thursday, March 10, 2022.

ADJOURN – On a motion duly made (Robinson/Chronis) and carried, the meeting was adjourned at 11.30 AM.

Respectfully submitted,

Steve Manning
CEO, STN