

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House

33 Main Street, Cummington MA 01026

Wednesday, September 5, 2018, 7:00 pm

Called to order at 7:05 pm

**Welcome and Introductions**

**Election of Executive Committee Members**

Steve Nelson – officers are really officers of the Corporation, suggests discussing future organization. Doug McNally – we have proposed at the last meeting an Executive Director to work at direction of the EC. Jeremy – EC has been folks with time to work on this effort, with an ED, it would require less time.

Jeremy Dunn moved we switch items on agenda, consider the future of the organization first.

Doug seconded

Approved unanimously

**Future Organization of WiredWest**

Jeremy thinks Jim has been acting as Executive Director. Typically an ED would report to board, not EC and often is a member of EC. Concerned about how we could pay salary of ED, towns at various stages of build may not want to pay more to fund the director.

Steve Nelson – there were plans to pay directors, but out of revenues from operation so not until towns are up. He feels that there’s a real need for an ED. He feels we can’t be successful without someone managing day to day operations.

Doug – feels the lack of an ED was the hardest thing to sell to his town officials.

Kathy Soule-Regine – how to distinguish paid vs unpaid employees? Concern that if some are paid, unpaid folks may resent.

Kimberly Longey – Plainfield is also concerned about committee structure. She’d rather seek among member towns for extra administrative capacity available and fund some hours for tasks. Single point of contact for executive role. At least ½ of WW towns are exploring other options, 4 have not paid dues. Does not feel WW should be an employer at this time.

Art Schwenger – could hire a consultant or consulting group (Steve – single person could be a contractor).

Kent Lew – doesn’t think most towns have excess capacity. Does think there will need to be a point person for operations.

Craig Martin – there’s more work before startup than for operations. We could hire town for clerical tasks, but need someone to negotiate contracts, etc. We’re investing in a multi-million dollar infrastructure, shouldn’t be so concerned about spending a few thousand dollars.

Doug – we should ask towns what they like/don’t like about WW model. Doing that would give a clearer picture of future organization needs.

Kathy – towns are mostly focused on build, not operations. Thinks it would be good to focus on the structure.

Doug – Jim has strength in getting contracts, we need him at this time. Windsor does not have resources to manage assets, etc.

Bob Labrie – the proposed town agreement is a good way to get feedback on what they want from WW.

Kent – board discussion of town agreement should help to narrow in on what towns expect. Need to look beyond the contracts to see what is coming and we’ll need to handle.

Jeremy – right now, we need to discuss how to move forward with current resources. It will be over a year before we have revenue to hire someone. If Jim is willing to volunteer, we should accept that.

Doug – the EC would be structured differently based on whether there will be an ED, should consider that now.

Kimberly – agrees we need to be volunteer org for at least 18 months. Wants to know if current EC members would fill open roles.

Doug – thinks we should consider funding a person. Thinks towns should agree to fund some additional $ and not expect this will be free. Shutesbury may have customers in the spring, will need the operational support soon.

Steve – this is precipitated by losing Jim. If he is willing to be an unpaid advisor to help with current contracts, we should keep him. Washington has committed to the project as a part of WW, not sure if they can work alone. Hard to get TM approval, but might be able to take from MLP startup funds.

Alistair McMartin – town thinks salaries and office expenses missing from WW budget. Thinks ISP contract will be signed next year, not sure WW will be relevant. Concern that Jim is so critical, relying on one person is not good.

Jeremy – dependence on one person is a big risk. He wrote note to EC stating what he felt the EC should do: communication and contracts. Doesn’t see what the next action from EC will be once contracts are signed. He’s in favor of accepting Jim to work the contracts.

Jeremy moved that we accept Jim’s offer to be an advisor to the Board to finish the legal contracts at no charge. Doug seconded.

Bob – Jim has accepted motion of EC to act as advisor to EC. Steve – should be the Board. There will be a lot of work presenting the cpontracts to the town officials. Outreach should identify which towns are still in, and identify needs and objections.

Motion amended to *“To accept Jim Drawe’s offer of volunteer service as an advisor to the Board of Directors.”*

Doug seconded.

Art suggests the EC should identify what tasks it will take on that Jim was doing.

Alistair – concerned that we still have a dependency on one person.

Steve – we’re not dependent on 1 person. There’s a lot of experience in the Board.

Kimberly – Jim was quite independent, is he willing to bring decisions back to the Board?

Jeremy – he could report to the Board, but needs to work with EC.

Bob – EC has already approved him as advisor to EC.

Motion passed unanimously.

Kathy – the contracts can be used to educate the towns on all the tasks involved in operations.

Craig – there will be work for WW after contracts are signed.

Art – Board should decide what work we’ll need to do outside of Jim’s efforts and figure out how we will do it.

Kathy – asks Board to read the contracts and clarify what WW needs to be doing and how we will present to the towns.

Doug handed out paper asking members to fill out paper with WW positives and negatives to help clarify what we should be doing.

David – we need the EC to fill in until we can hire someone.

Doug – we can’t wait to hire someone until all towns are ready. Possibly structure a job which could be phased in gradually as towns come online.

Jeremy – not sure that job will grow as more towns come online.

Doug – there will be a lot of work for individual towns, so job will grow.

Kimberly – WW has cost and benefit. Plainfield is exploring other options, all with cost/benefit. The town can create a lean organization to support operations. Concern that the structure is difficult, with delegates who are not MLP Managers and don’t have authority. We must have a lean organization. Board members must be MLP Managers, at least during operations.

**EC:**

Jeremy nominated Doug McNally, David seconded.

Approved unanimously.

MaryEllen Kennedy to research terms of the EC members.

Bob asked us to post an EC meeting for next week, along with the Board meeting.

Kathy thinks we may need to meet more frequently. Doug agrees, perhaps 2 weeks after next meeting to share status, problems, experience.

**Vice Chair:**

**Vice Treasurer:**

**Confirm and Schedule next BoD meetings**

September 12

October (not set)

**Other business which could not be reasonably foreseen within 48 hours of meeting**

**Adjourn**

Art moved, Kimberly seconded – adjourned at 8:48 pm