

**Minutes**

WiredWest Board of Directors Meeting

Cummington Community House

33 Main Street, Cummington MA 01026

Wednesday, October 3, 2018, 7:00 pm

**Welcome and Introductions**

Called to order at 7:00 pm

**Approval of Minutes**

 September 12, 2018 – passed over, not sent to delegates

**Financial update** 10 minutes

Bob Labrie did not have time to do formal update.

Balance 30 September: $22,777 after 2 payments to Duncan & Allen - $850 remaining

Dues received from Shutesbury

Jim updated financial projection sheet with latest info from Smartsheet & towns. Expects receipts for FY19 will be net $84,000, so expects $100,000 net revenue for this FY. Kent found discrepancies in the length of the distribution network, most towns may not have information on the length of fiber for network extensions.

**Report from the Chair**  5 minutes

EC meetings working on documents for Board’s approval, we will ask for approval for some tonight.

**Board elects new EC officers**

Chair: Doug Windsor

Nominated by: David Dvore

Seconded by: Jeremy Dunn

Result: unanimous

Vice Chair: David Dvore

Nominated by: Steve Nelson

Seconded by: MaryEllen Kennedy second – unamimous

Result: unanimous

Treasurer: Bob Labrie

Nominated by: Jeremy Dunn

Seconded by: David Dvore

Result: unanimous

Clerk – MaryEllen Kennedy

Nominated by: Kathy Soule-Regine

Seconded by: Bob Labrie

Result: unanimous

**First reading of bylaws changes** 15 minutes

Hardcopy of Nov 2018 version distributed. Jim Draw read the changes and noting any updates needed.

Concern about allowing some MLPs who are not ready to sign a contract to continue with the cooperative. Jim will craft some language to create a separate membership category. Termination removed because we can’t terminate someone who signed a contract, but we will need to have a penalty for MLPs which don’t remit fees.

**Vote to approve Executive Director employment contract**

Employment contract for Jim Drawe handed out. There were some questions about the costs of insurance, source of payments and additional expenses during this fiscal year. Major upcoming costs are legal. The documents needed are RFPs and contracts for accounting and auditors, legal costs not expected to be as high as previous years. No non-compete clause: Jim Draw promises not to compete with WiredWest for the term of this contract and we can include such a clause in future contract.

*Moved:* BL moves to accept the contract as amended

*Second:* Rob Heller

*Result:* unanimous, with Brenda Arbib abstaining

**Vote to approve WiredWest Contract with WG+E**

*Moved:* David Dvore

*Second:* Robert Heller

*Result:* unanimous approval. Doug McNally signed the contract as Chair.

Doug observed that we’ll need to explain the difference between the lower prices of the WGE contract and WW prices. WW includes the insurance/maintenance/licensing which towns will have to pay themselves.

Finish review of Town Contract with WW - passed over

**Town updates**

**Other Director Input** 10 minutes

**Confirm and Schedule next BoD meetings** 5 minutes

October 17 [limit to bylaws, financials and town contract]

November 7

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

**Adjourn** 9:30 pm