

**MInutes**

WiredWest Board of Directors and Executive Committee Meeting

Online

Wednesday, June 23, 2021, 6:30 pm

Attending: Doug McNally, Sheila Litchfield, Jim Drawe, Jeff Piemont, Don Hall, MaryEllen Kennedy, Kent Lew, David Dvore, Art Schwenger

Guests: James Gambon (Burke & Associates – auditor)

Called to order at: 6:33 pm

**Approval of the warrant by Executive Committee**

Moved: Kent

Seconded: MaryEllen

Kent observes the warrant is a mess due to Westfield’s billing. Jim replied that Jessica is questioning some charges and it will be trued up after she hears from Westfield. Jim forwarded a note Jessica sent to WCF questioning the charges. Sheila asked about how delegates can review the invoices for their town before the meeting – they are available on the drop box.

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| --- | --- |
| **Name** | **Vote** |
| Doug | Y |
| David | Y |
| Kent | Y |
| MaryEllen | Y |

Warrant is approved

**Approval of Minutes**

 May 19, 2021

Moved: Jeff Piemont moved to approve minutes with his minor amendments

Seconded: Kent

Result: Approved unanimously as amended

 May 26, 2021

Moved: Doug

Seconded: Kent

The names of who moved and seconded the motion were added.

Result: Approved unanimously as amended.

**Report from the Executive Director**

Jessica will be tracking the credits for EBBP & Lifeline to make sure we are being reimbursed. Jim is pushing back to MBI on delays in solving the redundancy issue. Doug reports several towns are asking their Selectboards to write to legislators about this. They will also be asking Westfield if they could use some of the town-town fiber connections to create redundant ring topologies. Doug thinks some MLP managers are participating in calls with Tom Flaherty & MBI, so WW should be included. TF told Jim there are no developments to report yet. Jim is continuing (TF – new WCF Operations Manager) to ask for the agreed reporting. Jim had an initial meeting with TF. Jim hasn’t set up meetings on the new contract. Jim asked for their financials: his analysis suggests they will be losing money, so will not be willing to lower prices much. We’ll use Asplundh through WCF for tree trimming as long as the price is reasonable. Jeff asked about tree work for drops. Windsor recommended local tree service to homeowners, the towns only pay for tree work along the roads. John Leary told Jim WCF have completed the backup NOC, but there are no details.

**Warrant approval change**

Vote to authorize the chair to sign warrants that have been reviewed by members of the executive committee. The Commonwealth allows a board to let 1 person sign if the warrant has been approved by the board verbally.

Moved: Kent made a motion that the Board of Directors authorize the Chairman of the Board of Directors to sign on behalf of the Board after receiving input from the members, effective immediately.

Seconded: MaryEllen

Result: Passes unanimously

Delegates who need corrections should communicate to Jim, he would make changes and redistribute. The delegate would confirm the fix directly to Jim.

[Jim notes that, when we must meet in person, we should pay mileage for attendees.]

**Future meeting formats**  5 minutes

Not everyone favors virtual meetings. We may be meeting less frequently in the future.

**Nomination of officers for FY22** 15 minutes

The current officers were nominated:

Chair: Doug McNally

Vice-chair: David Dvore

Clerk: MaryEllen Kennedy

**Auditing – discussion and approval** 20 minutes

Discussion: James Gambon discussed his company and his background. He proposed limited work for each town. Kent pointed out that determining the excess revenue to be distributed to the towns only needs to be done once for WW and presented to the board, not also calculated for each town. Doug – what is the question that will be answered for the towns? The ‘Agreed on Procedures’ documents sent by Jim detailed what they will examine, including making sure the town allocations are correct, the towns received the payment, and advice on the depreciation reserve. Jim Drawe thinks the MLPs should be checked at least to ensure that things are set up correctly and may not be needed frequently after. Doug feels we should have advice/auditing of how the MLP distributes money. Jeff feels that is not WW business, the MLP should be responsible. The MLPs can choose to use their service for additional auditing. Jim Gambon – they can do the calculation of the excess revenue and allocation at the WW level, and feel this should be done annually. Doug would like an audit showing that the revenue received by the MLP was correct and used appropriately. Sheila feels the independent review is critical. Jeff wants to make sure that the WW financial review includes the excess revenue calculations. Jim – WW will pick up the bill for the towns’ audits. The cost quoted for WW audit is $12,000, the work proposed for the towns is $1,750. Kent notes that the town MLPs are ‘skinny’ so there’s little to examine. Jim Gambon says he will also be examining procedures such as handling bills from WCF. JG – we could discuss work in the town MLPs after the WW audit.

Moved: Doug moves that we accept the proposal to do the WW audit, with the cost corrected to $1,000/month

Seconded: Jeff

Doug – Y

Jeff - Y

MaryEllen – Y

Kent – Y

Sheila – Y

David - Y

Result: Approved unanimously

**Hut monitoring**

Passed over – no update

**Backhaul resilience**

Passed over – waiting for report from MBI and WCF

**Finance Report**

Review of budget for FY22

Jim sent the budget to delegates on Monday, June 21.

**Town updates**

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

**Confirm next BoD meetings**

July 21 6:30pm

August 18 6:30pm

Future - every 3rd Wednesday at 6:30pm

**Adjourn 8:40 pm**

Art moved

David seconded