

**Minutes**

WiredWest Board of Directors Meeting

Online

Wednesday, January 17, 2024, 6:30 pm

**Attending:** Sheila Litchfield, Bob Gross, Doug McNally, Don Hall, Jim Drawe, MaryEllen Kennedy, Kent Lew, David Gordon, Bob Labrie, Simon Zelazo, Kathy Soule-Regine

**Guests:**

**Called to order at:** 6:33 pm

**Approval of Warrant #14**

Moved: Kent moved to approve the warrant in the amount of $141,633.60

Seconded: Sheila

Discussion:

|  |  |
| --- | --- |
| **Member Town** | **Vote** |
| Becket | Y |
| Heath | Y |
| New Salem | Y |
| Rowe | Y |
| Washington | Y |
| Windsor | Y |

Result: approved unanimously

**Approval of Minutes**

January 3, 2024

Moved: Kent

Seconded: Sheila

Discussion:

|  |  |
| --- | --- |
| **Member Town** | **Vote** |
| Becket | A |
| Heath | Y |
| New Salem | Y |
| Rowe | Y |
| Washington | Y |
| Windsor | Y |

Result: approved

**Executive Session**

To approve minutes of previous Executive Session

Moved: Doug moved to go to Executive Session to approve minutes related to the contract.

Seconded: MaryEllen

Discussion:

|  |  |
| --- | --- |
| **Member Town** | **Vote** |
| Becket | Y |
| Heath | Y |
| New Salem | Y |
| Rowe | Y |
| Washington | Y |
| Windsor | Y |

Result: approved unanimously

Return 6:44 pm

**Fire alarm testing**

Vote on whether the group wants this testing by Cebula. Heath FD had several questions: would they be warned, would they need to reset something? Kent felt it may be a standard consumer alarm, wonders how they test. It’s still not clear how the tests will happen and if they are cost-effective. Jim will get details from Cebula. Vote deferred until we have more information.

**Succession plan for WiredWest**

Doug asks should we have a backup administrator in case Jim wants to take extended time off? Kent wonders if we need to pre-designate a backup since we have governance in place. If there’s need for a backup, the board could then designate a backup. Jim – the only thing which needs his signature is the monthly maintenance bill from WCF and possibly the auditor contract. Bob Labrie was asked about a succession plan in the application for a line of credit. Kent - a board meeting to identify a backup director could be done within a short time. Bob L. can sign checks (Doug can too) but may be the only one who can do electronic transfers (with Jessica). Sheila reminds us the 48 hour posting is waived in an emergency situation. Bob L. suggested that the board can take over. Bob G. likes Bob L’s wording and thinks it should be in the bylaws. Jim will add to bylaws.

**MLP Manager Compensation**

Are member MLP Managers currently paid? What is a reasonable salary for the job?

Kathy asked for this to be on the agenda. Speaking of succession, there should be reasonable compensation to be able to attract replacements in the future. New Salem has a stipend for our ML Board; this is an elected position and she feels it is taken more seriously if people are paid. Jim reminds us that a stipend is a salary and must be treated as such with withholding and proper notifications. Doug – the only board paid in Windsor is the Selectboard. He would be uncomfortable asking for a salary. Sheila – maybe we should do a survey. Heath MLP Manager had a job description, approved by the SelectBoard with a wage which is compensated at a level according to the description. The town had paid the salary, this is first year the ML Board will pay. She thinks it would be good to compare job descriptions. Kent – Washington ML Board is not compensated, MLP Manager is being compensated starting this FY, against the Enterprise account. Bob G. – Becket ML Board is the Selectboard. They have decided to compensate the MLP Manager. Simon – Rowe is similar to Heath. David was not paid until last year. Simon would like to be compensated if there is much work for him as assistant to the MLP Manager. Kathy notes that it’s important for succession planning, and there should be acknowledgement of the duties and their importance to the towns. Doug suggests the delegates report to Jim what their salary is (if any) and he can share as requested. Jim thinks the town of Cummington asked all the hill towns for their MLP Manager’s salary a couple of years ago; he will ask for the data. WiredWest could handle all our salaries and take them from the towns’ account. Sheila – also report to Jim if the Board is compensated and the MLP Manager job description.

**Discussion of the Operating Agreement**

Jim received feedback from David Gordon on the agreement, he is sharing the document and responding. Jim says that WW can pay for installations, and will apply the different town subsidies. Kent says we will need to account for the installation when calculating the net for excess revenue calculations. Doug proposes that WW handle all the installation payments and the town handle the subsidy. WiredWest does maintain all financial information per town as well as for WW. Keeping a separate P&L per town loses the town’s share of common expenses. Jim would like to have all our expenses on the WW books so the financial reporting could include all town expenses. Doug notes that capital expenses should be excepted. Sheila – the town accountant proposed charging Heath MLP for some portion of the accounting expense. Kent is in favor of building the value-added of the coop, possibly to increase membership. Kent thinks it might be a bit more complicated in determining excess revenue – Jim notes some items could be excluded before the calculations. Jim feels we should drop the planning item, he can’t get information from WCF for this. David G. would like to see language about financial planning. Kent feels we do need to plan for future technology-driven changes, helping managers ensure their reserves will be adequate – WCF should help with this. Doug – we may want to discuss town depreciation accounts. Jim – our ONTs are 1Gb, a mass replacement wouldn’t be done until there’s a need for 10gb service. Kent – we would need to update to 10Gb SFPs at some point, or our OLT may no longer be supported. Kent – WCF is testing new line cards for the OLTs which support 10Gb. Spares – WCF maintains spares for ONTs and OLTs, each cluster has purchased a spare RRR router (7250s) with 3 year service contract. Jim has found there is no market for the 7210s which have been replaced. The exclusivity clause should be rewritten to be more clear. The only confidential information we hold is customer data and Jim will update. Jim will make the changes and send to delegates before the second meeting in February. Send any additional comments/changes to him. The current contract expires on June 30. MaryEllen to add an agenda item for account practices to Feb 21st agenda.

**RRR update**

Chesterfield sent the Central Cluster agreement to Deidre to review – Jim sent the Northern one to her as an example.

New Salem is working on an IRU with Shutesbury

WCF will pick up fiber only if there’s more than 1,000 feet on a spool. We’ll need to dispose of additional fiber. Sheila – when they visited Heath, they said minimum was 500 feet. Jim is following up with Brian. Disposal – needs specialized equipment, can’t go to transfer station. Kent had little fiber left – left the empty spools in the transfer station and people took them.

**Finance Report**

We have more 1Gb customers and fewer 25Mb customers than planned – that’s good. Over budget for repairs due to a large storm. Also over on electronics repair – not sure why. The $27 customer charge will start in January. We’re over budget on expenses – mainly repairs. We are over budget on revenue, but net income is under budget though still a good amount.

Seasonal variation – phone service is declining. Internet customers are down, probably seasonal.

Jim questioned a few items in the billing. One for a fiber pulled up by the town grading the road; Kent thinks that was caused by a poor installation of UG fiber – minimum of 10-12 inches.

Bob L. submitted an application for a crime policy. This is instead of bonding individuals. He’s working on the line of credit with Greenfield Savings Bank and then will start with working with Fidelity.

Doug stated that the first meeting of next month will be just the warrant. All other discussions will be at the second monthly meeting. We could approve by email, but we often need to discuss the warrant.

**Town updates**

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

**Confirm next BoD meetings**

February 7, 6:30pm

February 21, 6:30pm

March 6, 6:30pm

Future – every 1st & 3rd Wednesday at 6:30pm

**Adjourn** 8:36pm

Kent moved, Bob G. seconded.