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**Southern Tier Network, Inc.  
February 8, 2018  
Annual Meeting Minutes**

**ATTENDANCE**

Board Members: Alan Eusden; Carl Hayden; Dave Hopkins; Robert Lawton; Judy McIntosh; Mark Rogus; Tim O’Hearn; Jim Osborn; Marcia Weber; Howard Zingler

Excused: Jack Wheeler; Steve Wilber

CEO: Steven Manning

Guests: Joe Starks and Andy Lukasiewicz - ECC Technologies

**CALL TO ORDER** – The meeting was called to order at 10:05 AM by chair Marcia Weber in the STC conference room.

1. **APPROVAL OF THE MINUTES** – On a motion duly made (O’Hearn/Rogus) and carried, the minutes of the January 11, 2018 meeting were approved.

**2. ANNUAL MEETING ITEMS**

- a) **Election of Officers – Chair, Vice Chair, Secretary, and Treasurer** – the governance committee recommends re-electing for fiscal year 2018 the following officers: Marcia Weber, Chair; Timothy O’Hearn, Vice Chair; Jack Wheeler, Secretary; Mark Rogus, Treasurer. On a motion duly made (Hayden/McIntosh) and carried, the board approved the slate of officers as presented.
- b) **Board Performance Evaluation: Review and Discussion of 2016 and 2017 Results** –The board reviewed and discussed the summary results comparing 2016 and 2017 “Board Performance Evaluation” surveys. The CEO was asked to invite board members to a meeting whose purpose is to review/discuss the results, with recommendations for the governance committee. A summary report of results/accomplishments was also requested. The 2018 Board Performance Report summary will be included in the March 31, 2018 PARIS submission.
- c) **ABO Fiduciary Duties and Responsibilities Acknowledgement** – the annual ABO Fiduciary Duties and Responsibilities Acknowledgement form was distributed, with a request for board members to read, sign, and return.

**3. GOVERNANCE COMMITTEE REPORT**

- a) **STN Mission Statement Review** - the board reviewed and discussed the Mission Statement with updated 2018 – 2020 objectives. Board members were asked to send modifications or additions to the CEO by 02/24/18. Once received, they will be

compiled and forwarded to the governance committee for review. The board requested that a set of 2018 actions/milestones be developed to associate with the Mission Statement objectives.

- b) **Election of Board Members** – the governance committee recommends re-election of Dave Hopkins, Jim Osborn, and Mark Rogus to another three-year term. On a motion duly made (O’Hearn/McIntosh) and carried, Hopkins, Osborn, Rogus were re-elected to the board.
- c) **Board Member Vacancy Update** – the board chair updated the board on possible new board members. Next steps and actions were discussed, with follow-up action to be taken by the board chair.

#### 4. **FINANCE COMMITTEE**

- a) **Committee Performance Survey** – the finance chair reported to the board the results of the inaugural “committee performance survey” that was administered in December 2017. Recommendations by and for the committee: identify agenda topics associated with each month’s prescheduled meeting; extend an open invitation to all board members to attend audit and finance committee meetings; review performance against objectives; develop a ten year cash flow forecast.

The finance committee chair reported the committee is requesting another board member be assigned to or volunteer for the audit/finance committee. All interested directors should contact committee chair (Mark Rogus).

#### 5. **ECC REPORT**

On a motion duly made (Hayden/Eusden) and carried, the board entered **executive session** for the purpose of discussing contractual and customer-specific information.

On a motion duly made (McIntosh/Rogus) and carried, the board came out of **executive session** with **no action** being taken.

#### 6. **OTHER**

- a. **Next Board Meeting** – The next meeting will be held on Thursday, March 8, 2018.

**ADJOURN** – On a motion duly made (Rogus/Hayden) and carried, the meeting adjourned at noon.

Respectfully submitted,  
Susan M. Cratsley, Recording Secretary