

Southern Tier Network  
Governance Committee  
April 10, 2014  
MINUTES

Members Present: Howard Zingler, Carl Hayden, Marcia Weber  
Interested Party Present: Steven Manning, Joe Starks

The meeting was called to order at 9:00 AM by Chair Marcia Weber.

- 1) On a motion duly made (Zingler/Hayden) and carried, the committee approved the minutes of the February 2014 meeting.
- 2) Board Evaluation Results – the committee reviewed the results of the board’s summary evaluation and decided to focus on the evaluation of the CEO. The committee asked the CEO to establish objectives for himself, the accountant and the COO. The evaluation of these objectives will be reviewed by the committee on an annual basis, and recommendations will be made to the board.
- 3) Acronym List – the acronym list was reviewed. The committee added more acronyms to the list and suggested that the list be included with the board minutes each month.
- 4) ECC Professional Service Agreement – after discussion, the governance committee decided to recommend that the board instruct its attorney to discuss the proposed agreement with ECC’s attorney, including mutual indemnification language. It was suggested that if there is failure to agree on a dispute, arbitration would be utilized. Once the attorneys establish mutual agreement, the document will be brought to the board for approval.

On a motion duly made (Hayden/Zingler) and carried, the meeting was adjourned at 9:55 AM.

Submitted by Marcia Weber