



*Solutions for the Future*

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## **Regular Scheduled Board of Directors Meeting**

Tuesday, October 15, 2019

Nushagak Cooperative Board Room, 7:00 p.m.

### **MINUTES**

**Call to Order:** Board President, Peter Andrew called the Regular Scheduled Board of Directors Meeting to order on Tuesday, October 15, 2019 in the Nushagak Cooperative Board Room. The time was 7:03 p.m.

**Directors Present:**

***(Quorum Established)***

Peter Andrew, President	Annie Fritze, Secretary
Henry Strub, Vice-President	Wanda Wahl, Director
Steve Noonkesser, Treasurer	Todd Radenbaugh, Director
Chris Napoli, Director	Sue Flensburg, Director (phone)

**Directors Absent:**

Bruce Baltar, Director

**Staff Present:**

Robert Himschoot, CEO/GM (phone)  
Bob Armstrong, Electric Operations Manager  
Trung Vo, Telecom Operations Manager  
Angie Venua, Senior Accountant  
Gayla Powers, Human Resource Generalist

**Guests:** Josh Bullock

**Approval of Agenda:** Chris Napoli motioned and Steve Noonkesser seconded the motion to approve the October 15, 2019 Regular Scheduled Board Meeting agenda with the addition of an executive session. The motion carried 8-0.

**Approval of Minutes:** Chris Napoli motioned and Steve Noonkesser seconded the motion to approve the September 17, 2019 Regular Scheduled Board Meeting Minutes. The motion carried 8-0.

**Reports:**

A. Bob Himschoot – Submitted a written report.

B. Angie Venua – Submitted a handout report.

C. Angela Thames – Submitted a written report.

D. Bobby Armstrong – Submitted a written report.

E. Trung Vo – Submitted a written report.

Steve Noonkesser asked for an update on the 3 towers being built for the microwave project. Mr. Vo stated that the tower at Levelock is built and the foundation for the building is in and the steel is down and ready for the construction of the building. The Mountain top is close as the tower foundation is almost done along with most of the tank foundations and the building foundations. The tower crew is going to start hanging antennas on the CO tower and put the radio in the CO this week.

**Introduction of Guests and Member Comments:**

Josh Bullock – Wanted to thank whoever was responsible for the communication and updates being posting on Facebook and the website. He asked if the members would be notified when they would be able to switch back to cable modem from DSL modem once the cable plant upgrade is complete. Mr. Vo stated that yes they would be. Mr. Bullock stated that he would like to see the answers to questions posed during the meeting be added to the minutes and asked if members can get board packets on the website. The board acknowledged that the board packets are not posted but members are allowed to come in and listen to the minutes if they would like. Mr. Bullock stated that he would like to see verbiage be put on the website to inform members that if they would like additional information please call and request. Wanda Wahl asked that this be tabled until the process of the board policy implementation is complete.

**Safety Moments:**

**Discussion/Review:**

A. General Board Discussion–Todd Radenbaugh wants Nushagak board to send representatives from Nushagak to the POLARIS meeting which is a social ecological study of communities in Alaska. The board agreed that this would be important and Bobby Armstrong and Trung Vo from staff should be present as well as some board members yet to be determined. This meeting will be in February. Prior to the meeting staff and board will get together to strategize and plan a presentation for the meeting. Mr. Strub asked that board member Wanda Wahl be part of this meeting as well.

- B. General CEO Discussion – Mr. Himschoot asked the budget committee set dates in November and December for the meetings. The committee will shore up the dates with each other.

Andrew Lehman, Board Attorney for Nushagak Cooperative was on the phone and discussed with the board the implementation of board policies and what type of policies could be included and the importance of the policy. The board will review suggested drafts and possibly meeting in February or March.

**Action Items:**

- A. **Steve Noonkesser motioned and Henry Strub seconded the motion to add Resolutions 2019-25 through 2019-28 to the agenda. The motion carried 8-0.**
- B. **Resolution 2019-29** Approve PATRONAGE CAPITAL- EARLY RETIREMENT OF ESTATES.  
Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve Resolutions 2019-29. The motion carried 8-0.
- C. **Resolution 2019-30** Approve PATRONAGE CAPITAL- EARLY RETIREMENT OF ESTATES.  
Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve Resolutions 2019-30 through 2019-30. The motion carried 8-0.
- D. **Resolution 2019-25** Refund of Federal Communications Excise Tax.  
Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve Resolutions 2019-25. The motion carried 8-0.
- E. **Resolution 2019-26** Refund of Federal Communications Excise Tax.  
Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve Resolutions 2019-26. The motion carried 8-0.
- F. **Resolution 2019-27** Refund of Federal Communications Excise Tax.  
Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve Resolutions 2019-27. The motion carried 8-0.
- G. **Resolution 2019-28** Refund of Federal Communications Excise Tax.  
Steve Noonkesser motioned and Wanda Wahl seconded the motion to approve Resolutions 2019-28. The motion carried 8-0.

**Director Items:**

Wanda Wahl motioned to move into executive session and Steve Noonkesser seconded the motion. The time was 8:00 pm. The motion carried 8-0  
**AS 10.25.175 Board Meeting Open: Exceptions: Remedy-(C1)** matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the public entity.

**Motion:** Todd Radenbaugh motioned and Steve Noonkesser seconded the motion to move out of Executive Session. The time was 8:15 pm. The motion carried 8-0.

**Future Board Items-** None

**Unfinished Business-** None

**Future Meetings & Conference Dates:**

APA Manager's Forum, Juneau, AK January 28, 2020  
ATA Winter Conference, Maui, HI, January 18-20, 2020  
APA Legislative Conference, Juneau, AK January 29-30, 2020

**Adjournment-** Steve Noonkesser motioned and Todd Radenbaugh seconded the motion to adjourn the October 15, 2019 Regular Scheduled Board of Directors Meeting at 8:16 p.m. The motion carried 8-0.

**Respectfully Submitted By:**

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Gayla Powers, Human Resource Generalist 011/19/2019  
Date

**Approved By:**

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Annie Fritze, Secretary Date