

REGULAR BOARD MEETING MINUTES
5 November 2019

A. CALL TO ORDER

1. The Regular Meeting of Bristol Bay Telephone Cooperative, Inc. Board of Directors was called to order by Board Vice President Wilton “Ray” Cottle at 6:00 pm.

B. ROLL CALL

1. Individuals attending the meeting at the King Salmon office included Directors Wilton “Ray” Cottle, Don Strand, Sharon Wilson, Courtney Hoiby, and Matt Niedermeyer. Directors Sandra “Sandy” Alvarez and Robert “Bobby” Larson attended via telephone conference. General Manager/CEO Jeff Fulton and Administrative Assistant Victoria Morrison were also present.

C. PREVIOUS MINUTES

1. Regular Board Meeting Minutes dated 1 October 2019. Courtney moved to approve the Regular Board Meeting Minutes. The motion was seconded by Sharon. Sandy motioned to amend the minutes to reflect Item I Section 1 to include the title of Resolution 2019-02 and reflect that the resolution was adopted not approved. Courtney moved to approve the minutes as so amended. The motion was seconded and **passed Unanimously.**
2. Special Board Meeting Minutes dated 9 October 2019. Don moved to approve the Special Board Meeting Minutes. The motion was seconded by Matt. **Motion passed Unanimously.**
3. Reorganizational Board Meeting Minutes dated 9 October 2019. Sandy moved to approve the Reorganizational Board Meeting Minutes. The motion was seconded by Sharon. **Motion passed Unanimously.**
4. Special Board Meeting Minutes dated 16 October 2019. Don moved to acknowledge the Special Board Meeting Minutes. The motion was seconded by Sharon. **Motion passed Unanimously.**

D. CORRESPONDENCE

1. Trouble Tickets, August. Short Discussion
 - i. Sandy commented that her DSL usage trouble ticket with GCI is usually 4 gigabits off every month from her observations.

E. MANAGER’S REPORT

1. Submitted with short discussion

F. ADDITIONS TO THE AGENDA

1. Courtney moved to add Executive Session Item 1 – Financial

G. AUDIENCE PARTICIPATION

1. None

H. OLD BUSINESS

1. None

I. NEW BUSINESS

1. Options for resolving the Board Candidates elections tie results from the 2019 Annual Meeting.
 - i. Ray stated he would like to have an election to let the members decide between himself and Mike Swain Jr. Ray recused himself due to a conflict of interest at 6:12 pm and Secretary / Treasurer Courtney took over the meeting.

- ii. **Jeff** stated that the Bylaws are not in accordance with Alaska State statutes. The prevailing opinion is the Board does not have the option of instating someone for the position, unless the position is vacant. Jeff recommended a coin flip. This is fair and the cleanest, quickest, and best for the Cooperative in general.
- iii. **Sandy** stated that the members might want to vote between the two candidates in a runoff election. Jeff stated that the bylaws do not address election ties and any way the Board goes could cause controversy. **Jeff** stated that he agrees with the Cooperative's Attorney that the State Law provides some precedents on to how to decide election ties. **Don** stated that the State Speaker of the House was elected by a coin toss and that the state law allows a coin toss as an option. The Cooperative's By-Laws say nothing about election administration. **Bobby** stated he would like a run-off election. **Sharon** asked if the Board votes on a coin flip will the term be for a year or just until the next election? **Jeff** stated that a coin flip would be for the entire full term. He also wanted to make everyone understand that a coin flip was not the Cooperative Attorney's first choice. The attorney recommended a run-off election. **Jeff** continued to recommend the coin flip.
- iv. **Don** made the motion to decide by a coin flip who will fill the Director's position, Ray or Mike, for the remainder of the full three-year term, and that coin flip be as soon as possible. **Matt** seconded the motion.
 - Roll Call Vote:
Bobby - No, Sandy - No, Sharon - Yes, Don -Yes, Matt - Yes, Courtney - Yes. **Motion passed 4 to 2.**

Break at 6:34 p.m. Back from Break at 6:38 pm.

J. CHECK REGISTERS

1. Courtney moved to approve June and July Check Registers 1, 2, 3 and Bank of America Statements. Sharon seconds the motion. **Motion passed Unanimously.**
 - i. Sandy – BBTC Check Register Kings Flying for Sandy \$3300. This would be Annual Meeting flights for all the villages.

K. FINANCIAL STATEMENTS

1. September and October Cash Flow and Investment Statements were reviewed.

L. EXECUTIVE SESSION

1. Courtney moved to go into executive session to discuss matters of which the immediate knowledge of would have adverse financial implications to the Cooperative. Sharon seconded the motion. **Motion passed Unanimously.** GM/CEO Jeffrey Fulton was invited into Executive Session with the Board. The Board entered Executive Session at 6:50 pm and returned to regular meeting at 7:24 pm with no action taken.

M. DIRECTOR'S COMMENTS

1. Don- Do we need any action for holiday prime ribs for the Staff?
2. Matt – No comment.
3. Courtney- Appreciate Board Members having to make tough decision. Thanks Ray, for keeping your cool while going through a tough discussion.
4. Ray – I didn't like the way it went and may the best person win.
5. Bobby – No Comment.
6. Sandy – There's a serious discrepancy in internet usage on daily detail and usage. She thinks all the people up here enjoyed the Annual Meeting and liked the gift cards.
7. Sharon- Ken's service on the Board should have some sort of recognition. Looking forward to the next meeting to see who is filling the seat. Thanks Jeff, for doing a good job. Glad to see Victoria here. Nice to see new company employees at the annual

meeting. Sad to see Peggy retire. She was a great employee.

N. ADJOURNMENT

1. Don motioned to adjourn the meeting at 7:31 pm and was seconded by Courtney. **Motion passed Unanimously.**

APPROVED BY _____

SEAL