



Lancaster County Broadband Authority
Minutes of Board Meeting
February 17, 2021

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1. Call to Order: Cassie Thompson called the meeting to order at 4:30 p.m. in the conference room of the County Administration Building. Cassie Thompson, Kevin Bean, Cherie Kiser, Dr. Gary Silverman, Michele Craddock, and Dr. Robert Westbrook were present. Don Gill, James Cornwell, Esq., and Charlotte Silverman attended as guests.

2. Election of Chair, Vice Chair, and Officers. Dr. Bob Westbrook asked for Don Gill to preside over the election. Michele Craddock objected on the grounds that Don Gill has no position with the Authority and the Authority's governing documents do not contemplate for someone who is not a member of the board to preside over a meeting. Michele made a motion for the Chair to preside over the election as provided in the bylaws. Cassie Thompson seconded the motion. Counsel Cornwell explained that because the Chair and Dr. Silverman had nominated themselves for the position of Chair it was good practice and consistent with that of the Board of Supervisors practice to permit Don G. Gill, County Administrator to preside over the election of the Chair. The members voted on the motion. Cassie Thompson and Michele Craddock voted in favor of the motion; and Kevin Bean, Cherie Kiser, and Dr. Gary Silverman voted in opposition to the motion. The majority of the members denied the motion.

Don Gill proceeded to preside over the election.

Cassie Thompson nominated herself to remain as Chair. Dr. Gary Silverman nominated himself as Chair. Don Gill called on the members to vote on the nomination of Cassie Thompson as Chair. Michele Craddock, Cherie Kiser, and Cassie Thompson voted in favor of Cassie Thompson for the position of Chair; and Dr. Gary Silverman and Kevin Bean voted against Cassie Thompson for the position of Chair. The majority of the members voted in favor of Cassie Thompson as Chair.

Cassie Thompson, as Chair, presided over the continuation of the Annual Meeting.

Michele Craddock nominated Cherie Kiser as Vice Chair. The members made no other nominations for the position. Don Gill called on the members to vote on the nomination. Cherie Kiser abstained. Michele Craddock, Cassie Thompson, Dr. Gary Silverman and Kevin Bean voted in favor of Cherie Kiser as Vice Chair.

Cassie Thompson nominated Michele Craddock to remain as Secretary. The members made no other nominations for the position. Cassie Thompson called on the members to vote on the

nomination. Michele Craddock abstained. Cherie Kiser, Cassie Thompson, Dr. Gary Silverman and Kevin Bean voted in favor of Michele Craddock as Secretary.

Cassie Thompson nominated Kevin Bean to remain as Treasurer. The members made no other nominations for the position. Cassie Thompson called on the members to vote on the nomination. Kevin Bean abstained. Cherie Kiser, Cassie Thompson, Dr. Gary Silverman and Michele Craddock voted in favor of Kevin Bean as Treasurer.

Cassie Thompson nominated Dr. Gary Silverman as Director of Finance and Grants and as the Authority's Representative to the Northern Neck Broadband Authority. The members made no other nominations for the positions. Cassie Thompson called on the members to vote on the nomination. Dr. Gary Silverman abstained. Cherie Kiser, Cassie Thompson, Kevin Bean and Michele Craddock voted in favor of Dr. Gary Silverman as Director of Finance and Grants and as the Authority's Representative to the Northern Neck Broadband Authority.

3. Approval of Minutes: Minutes of the January 6, 2021, January 20, 2021, and February 3, 2021 meetings were approved, with modifications suggested earlier by email, by a unanimous vote of the members.

4. Discussions:

- a. Cherie Kiser presented and reviewed the proposed LCBA Policy for Remote Participation she drafted with the input of James Cornwell. The members discussed the policy requirements and the laws that govern public meetings. They also discussed whether the policy should be included in an amendment to the bylaws or adopted as a policy. The members concluded that it is appropriate to adopt the policy because it may need to be changed periodically due to potential changes in the law and Covid-19 issues. The members voted unanimously to approve the LCBA Policy for Remote Participation.
- b. Michele Craddock reviewed issues she had identified with the bylaws and presented them to the members for discussion. The bylaws sections 6.4, 7.1, 10.1, and 11.1 each contained requirements for unanimous voting. The members thought it was more appropriate for these provisions to contain majority voting requirements due to the potential for deadlock, and it is more appropriate for a public body to vote by a majority. The members also discussed bylaw sections 6.4, 7.3, and 10.1, which are somewhat inconsistent with the Virginia Wireless Services Authority Act and should be revised.

The members unanimously voted in favor of Michele Craddock revising the bylaws in accordance with the discussion and to present the revised bylaws at the next meeting for potential approval.

- c. **Closed Session:** At 5:15 p.m., we entered a closed session under VA Code 2.2-3711.9 to discuss contractual matters. The closed meeting concluded at 5:45 p.m., and each member certified that only contractual matters were discussed and that no action was taken.

- d. Dr. Gary Silverman provided an update on RUS. Dr. Silverman reported that a decision on the grant application is expected to be made on or about March 16, 2021. RUS has the funds available to fund all “second chance” grant applications, such as ours. Dr. Silverman explained our contractual relationship with BTS as a project manager with respect to the RUS application. Cherie Kiser asked for a copy of the contract relating to the RUS grant, which Dr. Silverman or Cassie Thompson will circulate.
- e. Cassie Thompson reported that Jimmie Carter, member of the Economic Advisory Committee, volunteered to consult with the Authority. The members welcomed his generous offer.
- f. Cassie Thompson led a discussion about the position of executive director, including the job description, advertising of the position, and a procedure for interviewing the position. The members agreed the advertisement should be placed in appropriate publications such as trade journals, the Virginia Association of Counties, VML, LCBA web site, and wisp turns to FISP FB page. Additionally, we should consider potential referrals as well. Cherie Kiser suggested qualified candidates could be interviewed initially by a few members of the Authority and then by the entire board. Michele made a motion to approve Cassie Thompson to advertise for the position. Cherie Kiser seconded the motion. The members approved the motion by a unanimous vote.

4. Schedule next meeting and Recess: The meeting recessed to the call of the Chair at 7:00 p.m. The next regular meeting will be held on March 3rd at 4:30 p.m.

Respectfully submitted,



Secretary