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SHLB Membership Committee Resolution 15-1

(approved September 9, 2015)

The SHLB Membership Committee formally recommends that the SHLB Board of Directors vote to adopt this revised membership dues structure. This model keeps all community anchor institutions and state broadband offices at an annual fee of \$500. The remaining SHLB members will pay based on type of organization and their revenues or operating budgets.

The SHLB Membership Committee formally recommends that the new dues structure be applied for new members joining after October 1, 2015.

The SHLB Membership Committee formally recommends that all current members have a one year grace period in which dues are the same as those paid in 2015. This will allow for current members to allocate necessary funds during 2016 for the 2017 budget. For 2017 dues, current SHLB members will pay dues that reflect the new dues structure.

Current Dues Schedule (below)		Proposed New Model (below)	ANNUAL EXPENSE BUDGET (categories 1-2) OR TOTAL CORPORATE REVENUES (category 3)				
			A	B	C	D	E
	CATEGORY	CATEGORY	\$0 - \$2,499,999	\$2,500,000 - \$24,999,999	\$25,000,000 - \$99,999,999	\$100,000,000 - \$999,999,999	\$1 Billion and more
1	Telehealth Networks (\$1000)	1	Not-For-Profit State, Regional, or National Association/Department Representing CAIs	500	1,000	2,000	3,000
2	Professional BB Service Firms & Non-Profit BB Provider (\$2500)	2	Not-For-Profit Connectivity Provider or Research & Education Network/Telehealth (Service Provider)	500	2,000	3,000	5,000
3	Corporate (\$5000)	3	For-Profit Corporation (any, including consultants)	500	2,500	5,000	7,500
							10,000

All Anchor Institutions & State BB Offices- \$500

SHLB Membership Committee Report to the Board

September 2015

Committee Members: Susannah Spellman (Chair), Denise Atkinson-Shorey, Andrea Castrovillari, Bob Collie, Lil Kellogg, Emily Olson, Angela Seifer, Robert Shallet, Jennie Stapp, John Windhausen

The Membership Committee has bi-monthly conference calls. Minutes of these meetings are available by request.

Process of Development for the SHLB Membership Model

Goals of Membership Model Review and Development Process:
Straightforward, manageable, and long-lasting SHLB Dues structure

1. Committee met and analyzed the current model and discussed how a new dues structure was needed given diversity in members and their organizational sizes. Brainstormed some key ideas and elements of a new dues model, also discussed how other membership organizations assess dues.
2. Strawman model was designed and committee worked to customize the model to fit SHLB's needs.
3. Researched and assigned current SHLB members to the proposed membership categories based type of organization, i.e., CAI, association, and by operating expenses (non-profit) or revenue (for-profit).
 - a. Created a spreadsheet listing current members, including each organization's current dues, the proposed dues (with new model), and the changes (if any) of each members' dues to examine macro (overall dues revenues) and micro (organizations with significant dues increases)
 - b. Decided that all CAIs and State BB Offices would remain at \$500 no matter their annual expense budgets. This is largely due to the fact that their actual operating budgets would be very difficult to obtain as they are part of larger municipal or state-level budgets.
4. Examined the budget/revenue ranges of each of the categories and shifted them as necessary in order to reduce drastic dues increases for some current members.
 - a. Edited the ranges by expanding category B to \$24,999,999 and adjusted category C to start at \$25,000,000.
 - b. Created an additional revenue column for corporations given broad spectrum of for-profit member revenues, i.e., Sovereign vs. Google.
5. The Membership Committee agreed and approved the model and submit the following recommendations for the Board's considerations.



**RESOLUTION 15-2 TO APPROVE NOMINEES
ERIC BROWN AND R. CROSBY KEMPER III AS BOARD MEMBERS
(approved September 2, 2015)**

Resolved that the SHLB Board of Directors accepts the Governance Committee's nominations of Eric Brown and R. Crosby Kemper III and approves them as members of the Board of Directors.

(Bios attached)



[**Eric Brown**](#) is the President and CEO of the California Telehealth Network. Eric is an experienced manager in the telecommunications industry, a 15 year veteran of the cable television industry with a rare blend of senior level experience in cable network affiliate relations and experience in managing multiple broadband system marketing and operations.

Most recently Eric served as Executive Vice President of Affiliate Relations for Herring Broadcasting and for The Africa Channel, served as President of Western Division Operations for Charter Communications and President of the Minnesota Division of Time Warner Cable. He has extensive experience in consumer brand management with a variety of consumer product companies, including The Procter & Gamble Company, H.J. Heinz, and Bumble Bee Seafoods.

Brown served as past Chairman of the California Cable and Telecommunications Association (CCTA) and is a recipient of the prestigious National Cable & Telecommunications Association Vanguard Award for excellence in cable operations and the cable industry's CTAM Chairman's Award for excellence in cable marketing.

A graduate of the University of California at Los Angeles (UCLA) with a Bachelor's degree in Political Science, Eric is a four time All-American in track and field, and also played football at UCLA. He earned a Master's degree in Business Administration from the Darden School of Business Management at the University of Virginia, and has completed post-graduate work including the NAMIC Executive Leadership Development Program (ELDP) at the Anderson Graduate School of Management at UCLA, and the CTAMU Marketing Executive Education Program at the Harvard Business School.



R. Crosby Kemper III is the Director of the Kansas City Public Library and former CEO of UMB Financial Corporation. Educated at Pem-Day, Andover, Eton and Yale, he has taught English at Sichuan University in Chengdu, China, and been a bookseller in Grand Central Station in New York City. He is the editor of, and contributor to the *Winston Churchill: Resolution, Defiance, Magnanimity, Good Will* published by the University of Missouri Press.

In 2003-04, he chaired the Commission on the Future of Higher Education in Missouri for Governor Holden. He served on the board of the Thomas Jefferson Foundation which operates Monticello; and the boards of the Kansas City Symphony, Union Station and Lapham's Quarterly. He helped Marilyn Strauss found the Heart of America Shakespeare Festival and was its first Board Chair. He also founded and chaired the St. Louis Shakespeare Festival. He co-founded and is chairman of The Show-Me Institute, a libertarian public policy think tank for the state of Missouri.

In 2008, Crosby received the Difference Maker Award from The Urban League of Kansas City; and he and the Library received the Gold Medal for Libraries from the Institute for Museum and Library Services presented at the White House by former librarian, Laura Bush. In 2009 he was inducted into the Mid-America Education Hall of Fame by the Kansas City Kansas Community College Endowment Association.

In 2010 he was appointed to the Missouri Civil War Sesquicentennial Commission by Governor Jay Nixon, and received the William F. Yates Medallion for Distinguished Service from William Jewell College and the 2010 Harmony Humanitarian Hoffman Legacy Award. In 2012, he was an inaugural recipient of the Prime Time Champion Award issued by the Shepherd Center Central, and received the 2013 Public Administrator of the Year Award – Nonprofit by the Greater Kansas City Chapter of the American Society for Public Administration.



RESOLUTION 15-3 TO APPROVE CORPORATE DOCUMENTS

(approved September 2, 2015)

Resolved that the Board of Directors approves the following corporate documents as recommended by the Governance Committee:

- 1. SHLB Board Member Job Description**
- 2. Policies**
 - A. Conflict of Interest**
 - B. Document Retention**
 - C. Spending & Compensation**
 - D. Whistleblower**

In accordance with the Spending & Compensation Policy, the Board of Directors approves any Executive Committee member to serve as co-signer, with the Executive Director, of checks for more than \$25,000.

SHLB BOARD MEMBER JOB DESCRIPTION

The SHLB Board of Directors provides strategic and financial oversight of the organization, including:

- Articulating the mission and vision
- Determining strategic direction and focus
- Helping identify long-term goals
- Determining core programs and services
- Providing advice to the Executive Director
- Establishing policies
- Reviewing financial documents and setting the budget, ensuring the organization is financially stable
- Ensuring the organization secures the resources needed to accomplish its mission, vision & goals
- Hiring the Executive Director, setting the compensation for this role & ensuring effective performance
- Acting and speaking in the best interests of SHLB

Duties of Each Board Member:

Provide input & strategic oversight; participate:

- Attend (by phone or in person) at least 75% of SHLB Board meetings, held quarterly
- Serve on at least one SHLB committee
- Attend (by phone or in person) at least 75% of your committee meetings
- Complete committee assignments in a timely manner
- Prepare for Board and committee meetings and be ready to discuss the issues at hand
- Attend SHLB events whenever possible

Help SHLB grow:

- Ensure your organization pays its membership dues on time
- Recruit 1-2 new SHLB members each year
- Make introductions to potential sponsors/funders as appropriate
- Identify and make introductions to potential partners as appropriate
- Serve as an ambassador for SHLB in the community, including at local, state, and national levels

The Board of Directors should reflect the diversity of SHLB's membership. Board members serve for two-year terms, without compensation. SHLB may provide support for the travel costs for in-person Board meetings.

SHLB CONFLICT OF INTEREST POLICY

For Board of Directors, Officers & Employees

Article I – Purpose

1. The purpose of this Conflict of Interest Policy is to protect SHLB's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of a Director, officer, or staff member of SHLB or might result in a possible excess benefit transaction.
2. The policy is intended to supplement but not replace, any applicable District of Columbia or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. **Interested person:** Any SHLB director, officer, or employee who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial interest:** A person has financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which SHLB has a transaction or arrangement
 - b. A compensation agreement with SHLB or with any entity or individual with which SHLB has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which SHLB is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Note: A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists in accordance with this policy.

Article III – Compensation

1. SHLB may, from time to time, engage the professional services of a voting Board member if the individual is qualified to do the work and the compensation requested is reasonable.
2. A voting member of the Board who receives compensation directly or indirectly, from SHLB for services is precluded from voting on matters pertaining to that member's compensation. (Note that the overall budget for SHLB is a separate matter, and the Board member shall be able to vote on the overall budget.)

Article IV – Procedures

- 1. Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
- 2. Recusal of Self:** Any Director may recuse himself or herself at any time from involvement in any decision or discussion in which the Director believes he or she may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- 3. Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting or call while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

Article V – Handling Violations

- If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member the opportunity to explain the alleged failure to disclose.
- If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article VI – Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article VI – Annual Statements

- Each Director, officer, and employee shall annually sign a statement that affirms such person:
 - Has received a copy of the conflict of interest policy
 - Has read and understands the policy
 - Has agreed to comply with the policy, and
 - Understands SHLB is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

2. If at any time during the year, the information in the annual statement changes materially, the Director, officer, or employee shall disclose such changes and revise his or her annual disclosure form.

3. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking other such action as are necessary for effective oversight.

**SHLB ANNUAL CONFLICT OF INTEREST
DISCLOSURE FORM**

Name:

Date:

Position:

I affirm the following:

- I have received a copy of SHLB's Conflict of Interest Policy.
- I have read and understand the policy.
- I agree to comply with the policy.
- I understand that SHLB is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Disclosures:

a. Do you have a financial interest (current or potential) with SHLB, including a compensation arrangement, as defined in the Conflict of Interest Policy? Yes No

If yes, please describe it:

b. In the past, have you had a financial interest with SHLB, including a compensation agreement, as defined in the Conflict of Interest Policy? Yes No
If yes, please describe it, and when.

Signature

Date

SHLB DOCUMENT MANAGEMENT POLICY

Document Retention Schedule:

This policy outlines which documents (hard copy and/or online) the Schools, Health & Libraries Broadband (SHLB) Coalition shall retain, protect and when they are eligible for destruction. The Director of Operations will administer the SHLB document retention policy and has the authority to make modifications to the policy as needed to ensure compliance to local, state and federal laws.

Note: All members of SHLB have the right to inspect and copy all the documents listed in this policy according to the code of the District of Columbia § 29-413.02.

The following types of documents will be retained for the amount of time indicated below.

Corporate Records

Article of Incorporation	Permanent
Bylaws	Permanent
IRS Form 1023 to file for tax-exempt status	Permanent
IRS Letter of Determination granting tax exempt status	Permanent
Tax or employee identification number designation	Permanent
Board policies and resolutions	Permanent
Board meeting minutes	Permanent
BRA-25 Biennial report delivered to the Mayor according to code of DC § 29-102.11.	Permanent
Annual corporate filings	Permanent
State Sales Tax Exemption Letter	Permanent

Accounting and Finance:

Chart of Accounts	Permanent
Fiscal Policies and Procedures	Permanent

Audits	Permanent
Financial statements	Permanent
General Ledgers	Permanent
Check registers/books	7 years
Business expenses documents	7 years
Bank statements and deposit slips	7 years
Cancelled checks	7 years
Vendor invoices and contracts	7 years
Investment records (deposits, earnings, withdrawals)	7 years after sale of investment
Credit card receipts	3 years
Donation records of endowment funds and of significant restricted funds	Permanent

Tax Records:

IRS Form 990-Annual tax filing	Permanent
Payroll registers	Permanent
IRS Form 1099s- Filings of fees paid to professionals	7 years
Payroll tax withholdings	7 years
Earnings records	7 years
Payroll tax returns	7 years
W-2 statements	7 years

Personnel Records

Employee offer letter	Permanent
Employee Contracts	Permanent
Benefits descriptions per employee	Permanent

Pension records	Permanent
Employee applications and resumes	7 years after termination
Promotions, demotions, letter of reprimand, termination	7 years after termination
Job descriptions, performance goals	7 years after termination
Workers' Compensation records	5 years
Salary ranges per job description	5 years
I-9 Forms	5 years after termination
Time reports (if applicable)	5 years after termination
Volunteer records	3 years

Insurance Records

Directors and Officers Insurance policy	Permanent
Workers' Compensation Insurance policy	Permanent
General Liability Insurance policy	Permanent
Insurance claims applications	Permanent
Insurance disbursements / denials	Permanent
Property Lease Agreement and Insurance policy	Permanent

Funder & Donation Records

Grant application	7 years
Grant dispersal contract	Permanent
Report assessment forms	Permanent
Donor lists	7 years
Donor acknowledgements	7 years
Record of Contributions	Permanent

Terms of gifts	Permanent
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Management Plans and Procedures

Strategic Plans	7 years
Disaster Recovery Plan	7 years
Legal correspondence	Permanent
Warranties	7 years
Internal reports and plans (Staffing, programs, marketing, finance, fundraising and evaluation), miscellaneous	7 years
Inventories of products, materials, supplies	4 years

Document Protection and Destruction

Documents (hardcopy, online or all other media) will be stored in a protected environment for the duration of the Document Retention Schedule. Hardcopy of documents will be destroyed by shredding after they have been retained until the end of the Document Retention Schedule. Copies of computer documents will be permanently deleted according to the Document Retention Schedule.

Warning: All permitted document destruction shall be halted if the organization is being investigated by a governmental law enforcement agency, and routine destruction shall not be resumed without the written approval of legal counsel or the Executive Director.

SHLB SPENDING & COMPENSATION POLICY

It is the responsibility of the Executive Director and the Board to have an approved budget prior to the start of the fiscal year. The budget will be first drafted by the Executive Director and presented to the Executive Committee (acting as the Finance Committee) for approval. After the budget is approved by the Executive Committee, the Executive Committee will present the budget for approval by the Board of Directors. The fully approved budget gives the authority to the Executive Director, or any other officer or employee of the organization acting under the direction of the Executive Director, to operate within the budget based on the following.

1. The Executive Director shall be authorized to enter into any contract, lease, or execute and deliver any instrument in the name of or on behalf of the organization as specified as a line item within a Board-approved budget.
2. Executive Committee approval must be obtained for any unbudgeted expense of \$10,000 or more.
3. The Executive Director shall be authorized to sign and endorse all checks, drafts, or orders for payment of money as follows:
 - a. up to \$25,000, shall require the signature of the Executive Director
 - b. more than \$25,000 shall require the signature of the Executive Director and a member of the Executive Committee of the Board
4. A secondary staff member (such as the Director of Operations) designated by the Executive Director shall be authorized to sign checks up to \$2,500.

COMPENSATION

The Executive Director is hereby authorized to enter into employment agreements with employees or contracts with individuals. Base compensation will be determined based on market rates. The compensation of the Executive Director will be determined by the Board of Directors.

SHLB WHISTLEBLOWER POLICY

If any employee reasonably believes that some policy, practice, or activity of SHLB is in violation of law, a written complaint may be filed by that employee with the Executive Director. If the improper activity is being carried out by the Executive Director, the employee should report that activity to the SHLB Board Chair.

It is the intent of SHLB to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations.

An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of the Executive Director (or Board Chair if appropriate) and provides SHLB with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to employees that comply with this requirement. SHLB will not retaliate against an employee who, in good faith, has made a protest or raised a complaint against some practice of SHLB, or of another individual or entity with whom SHLB had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

SHLB will not retaliate against an employee who discloses or threatens to disclose to the Executive Director (or Board Chair, if appropriate) any activity, policy, or practice of SHLB that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this Policy.

I also verify that I have been provided with an opportunity to ask questions about the Policy.

Employee Signature and Date



Resolution 16-1: To Approve SHLB Affiliate Membership

(Adopted February 25, 2016)

The SHLB Membership Committee formally recommends that the SHLB Board of Directors vote to adopt the SHLB Affiliate membership offering. Affiliate membership will be offered at a 25% discount to Full membership dues and only be available to for-profit organizations. The following benefits will be offered to Affiliate members:

Benefits to be Offered to Affiliate Members-- Existing

- Logo on SHLB website (in rotating box on homepage)
- Listed as an Affiliate member on the “Membership” page of the SHLB website
- SHLB approved studies/white papers are eligible to be posted on SHLB website.
- Membership discounts to attend SHLB events.

Benefits to be Offered to Affiliate Members-- In Development

- Contact information for one person from the Affiliate member will be printed in the SHLB Membership Directory.

The SHLB Membership Committee recommends that any additional Affiliate membership benefits be subject to approval by SHLB Staff and Membership Committee and not be brought to the SHLB Board unless specifically requested by Membership Committee and/or SHLB Staff.

The SHLB Membership Committee recommends that Affiliate membership be available immediately.



be sent out with the online
the names of the candidates, SHLB staff sends a ballot out to all Full SHLB Members.

ballot. After they have collected
the names of the candidates, SHLB staff sends a ballot out to all Full SHLB Members.

Voting begins as soon as the ballot is sent and Full SHLB Members have two weeks from the date they receive the ballot to fill it out. Each have one vote per organization and they vote via an online ballot system. After the voting closes, the Nomination Committee will count the votes and announce the winner. After the vote, the winner becomes a Board Member Elect until the end of the year.

The Board Member Elect is invited to attend the fourth quarter Board meeting where he or she will be formally approved by the Board of Directors. The Board Member Elect has no voting rights until the first quarter meeting of the following calendar year when their term begins.



Resolution 16-4:
Amendment of SHLB Bylaws Articles 3.2 and 3.11
(Adopted September 15, 2016)

Current articles states:

Article 3.2 “Number and Tenure. The Board shall be composed of no fewer than five (5) Directors. The number of Directors may be changed from time to time but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of two years, or until he or she dies, resigns or is removed by a majority vote of the Directors in office under Section 2.10 of this Article. Terms of Board members may be staggered so that one half of the Board members are chosen each year. Board members may not serve more than 2 consecutive terms (4 years).”

Article 3.12 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns or is removed, a Director so elected shall hold office until his/her successor is elected.

Proposed changes:

- Increase the duration of a Director’s full term from two years to three years.
- Board members’ two consecutive terms limit will increase from four to six years (or more if partial terms are not included).
- Clarify that vacancies do not reset the duration of terms - so effectively, filling a vacancy is only counted as a partial term, not a full term.

Reasoning:

- To manage the number of board seats becoming vacant at the same time.
- To increase continuity and leverage current Directors’ dedication to the SHLB board and mission.
- Longer terms will open additional opportunities for participation by members - with members electing one Board Director each year, ultimately resulting in a total of three elected Board Directors.

Once adopted amended articles will state:

Article 3.2 Number and Tenure. The Board shall be composed of no fewer than five (5) Directors. The number of Directors may be changed from time to time but no decrease in the

number of Directors shall have the effect of shortening the term of any incumbent Director. A Director shall hold office for a term of three years, or until he or she dies, resigns or is removed by a majority vote of the Directors in office under Section 3.11 of this Article. Terms of Directors may be staggered so that some of the Directors are chosen each year. Directors may not serve more than two consecutive full terms.

Article 3.12 Vacancies. Any vacancy occurring on the Board may be filled by the vote of a majority of the remaining Directors. Unless he/she dies, resigns or is removed, a Director so appointed shall hold office until the vacant term expires and is subsequently filled.



Resolution 16-5:
Amendment of SHLB Bylaws Articles 3.10 and 3.13
(Adopted September 15, 2016)

Current articles states:

Article 3.10 Resignation. Any Director may resign at any time by delivering written notice to the **President** at the registered office of the Corporation.

Article 3.13 Presumption of Assent. Any Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the **President of the meeting** before the adjournment thereof, or unless he/she forwards such dissent by registered mail or by electronic mail to the **President of the Corporation** immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

Proposed changes:

- Article 3.10 Exchange “President” with “Executive Director”.
- Article 3.13 Exchange “President of the meeting” with “Chairperson”.
- Article 3.13 Exchange “President of the Corporation” with “Executive Director”.

Reasoning:

- To clarify the ambiguity of the articles caused by using the term President for both the Chairperson of the Board and the Executive Director of the Corporation.

Once adopted amended articles will state:

Article 3.10 Resignation. Any Director may resign at any time by delivering written notice to the **Executive Director**.

Article 3.13 Presumption of Assent. Any Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent is entered in the minutes of the meeting, or unless he/she files his/her written dissent to such action with the person acting as the **Chairperson of the Board** before the adjournment thereof, or unless he/she forwards such dissent by registered mail or by electronic mail to the **Executive Director of the Corporation (hereby known as the Executive Director)** immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.



Resolution 16-6
Amendment of SHLB Bylaws Article 9. Executive Committee
(Adopted September 15, 2016)

Current articles states:

Article 9. Number, Tenure, and Qualifications. The Board, by a majority vote of the Board members in office, may elect from its members an Executive Committee, which will assist in preparing and implementing Corporation policies and programs. The Executive Committee can assist the Executive Director on issues that require immediate action. The number of members of the Executive Committee shall not be less than three (3), including the Chair of the Board of Directors if any. The members of the Executive Committee shall serve for one year or until they are reelected, or their successors are elected.

Proposed changes:

- To remove the election of board members to the Executive Committee
- To add that the Chair, Treasurer, and any other elected officers automatically comprise the Executive Committee
- To keep the immediate past Chair of the Board on the Executive Committee and involved in the Executive Committee activities.

Reasoning:

- The election of the Executive Committee members is unnecessary and is not a current SHLB practice.
- To align the bylaws with the current SHLB practice and policy.

Once adopted amended articles will state:

Article 9. Number, Tenure, and Qualifications. The Chairperson, Treasurer, the immediate past Chairperson and any other elected officers shall serve as the Executive Committee, which will assist the Executive Director in preparing and implementing Corporate policies and programs and on issues that require immediate action. The number of members of the Executive Committee shall not be less than three(3).



Resolution 16-7: Appointment of Sari Feldman as a Director

(Approved November 29, 2016)

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, Ms. Sari Feldman be and is hereby appointed as an additional director of the SHLB Coalition. Her first term will begin January 1st, 2017.

Biography:

Sari Feldman is Executive Director of Cuyahoga County Public Library (CCPL), a role she has held since 2003. CCPL has 27 branches that serve 47 communities in Northeast Ohio. Under Ms. Feldman's leadership, CCPL has received the highest overall score among America's largest metropolitan library systems in Library Journal's Index of Public Library Service for seven consecutive years (2010-2016); and earned the publication's prestigious five-star rating for eight consecutive years (2009-2016).

A member of the American Library Association (ALA) since 1990, Ms. Feldman has served as chair of the ALA Office for Literacy/Outreach Services Advisory Committee (2000-2003), and co-chair of the ALA Digital Content and Libraries Working Group tasked with advising the association regarding issues related to equitable access to digital content. In May of 2014 she was elected president of the ALA for the 2015-16 term. She is currently serving a term as ALA past-president.

Ms. Feldman has previously served on the Public Library Association's (PLA) Every Child Ready to Read (2007-2008) and Pre-School Literacy (2001-2005) task forces. She was elected president of the PLA, a division of the ALA, for the 2009-10 term. Ms. Feldman is the recipient of the 2013 PLA Charlie Robinson Award, which recognizes innovative library leadership.

Prior to joining Cuyahoga County Public Library, Ms. Feldman served as Deputy Director of the Cleveland Public Library. She received a Bachelor of Arts degree in English from State University of New York at Binghamton and a Master's in Library Science degree from the University of Wisconsin, Madison. Since 1984, she has served as an adjunct faculty member at Syracuse University's School of Information Studies, teaching graduate courses in library management, reference services, policy and grant writing. In 1995, Sari was honored with Syracuse University's Vice President's Award for Teacher of the Year.

Ms. Feldman's professional affiliations include the ALA, PLA, Beta Phi Mu and the Ohio Library Council. She has advocated for public libraries throughout the U.S. and internationally, and has written widely for professional publications.



Resolution 16-8: Appointment of 2017 Officers

(Adopted November 29, 2016)

RESOLVED, that the following persons are elected to the office(s) indicated next to their names to serve for the 2017 one year term, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition, to take their respective office(s) starting January 1st, 2017.

Chairman: Crosby Kemper III

Vice Chairman: Robert Collie

Treasurer: Jen Leasure

Secretary: Denise Atkinson-Shorey

RESOLVED FURTHER, that the officers of this organization have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.



Resolution 17-1
Audit Committee Recommends Wegner CPA

The SHLB Coalition Audit Committee formally recommends that the firm Wegner CPAs be contracted to perform an audit of SHLB's 2016 financials. The firm's proposal is below.

SCHOOLS, HEALTH AND LIBRARIES
BROADBAND COALITION (HEREAFTER
SHLB COALITION)

Proposal for Audit and Tax Review Services

For the year ending December 31, 2016

glenn.miller@wegnercpas.com



November 16, 2016

Ms. Emily L. Olson, Director of Operations
Schools, Health & Libraries Broadband Coalition
1250 Connecticut Ave NW, Suite 200
Washington, DC 20036

Dear Emily,

Thank you for the opportunity to submit a proposal for performing audit and tax review services for the SHLB Coalition.

Why should you choose Wegner CPAs? We put you first. Our value-added services support you in making sound decisions and getting the most out of the work we do for you. From managing financial risk to improving performance and operational effectiveness, we provide you with the information you need to achieve your mission. Our determination to guide you well helps you overcome the challenges you face and presents you with opportunities. At Wegner CPAs, serving tax-exempt organizations is our passion. We currently serve several hundred tax-exempt organizations and most of our tax-exempt clients are similar in size to the SHLB Coalition and our dedicated team of experienced professionals specializes in providing audit services for organizations of your size. Also, our audit team is experienced in auditing organizations funded by the Gates Foundation along with organizations with significant conference and membership fee revenue.

We look forward to working with the SHLB Coalition. Please contact us if you have any questions or need further information.

Very truly yours,

Glenn Miller, CPA, CGMA
Partner

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EXECUTIVE SUMMARY



OVERVIEW

By partnering with Wegner CPAs, you will have access to a team of experts who are not only informed and up-to-date with current issues unique to your industry, but are also dedicated to providing you with the knowledge and tools you need to continue your work making a difference in our communities. Wegner CPAs would value the privilege of working with the SHLB Coalition. We feel that our organizations would be a great fit to partner with each other. We are devoted to customer service, have strong technical expertise, and offer affordable fees. At Wegner CPAs, we are dedicated to building relationships with our clients and encourage regular communication without a fear of "costly surprises."

Based on our review of your most recent financial statements, we believe that we have a solid understanding of your mission and financial reporting needs.

CUSTOMER SERVICE

Guiding You Beyond the Numbers is the number one reason we come to work each day at Wegner CPAs. Wegner CPAs' relationship-based approach ensures that year after year, you will see familiar faces on your audit team. This continuity is mutually beneficial to both Wegner CPAs and our clients. We invite the Board to participate throughout the audit process to help make sure they are well informed and to assure your questions are answered in a timely manner. At the beginning of the audit, we will provide you with an itemized list of audit schedules and other documents to be prepared by your personnel. We will have an exit conference with Management at the conclusion of the audit, and will present the audit report to the finance committee and the Board of Directors.

We encourage our clients to consult with our professionals as necessary. Accordingly, we offer quarterly meetings to discuss aspects of your organization and accounting matters at no additional charge. We also do not charge for telephone calls and related follow-up consultation for matters requiring less than 60 minutes of staff time. We believe providing brief consultation and having more regular contact can benefit your organization as well as prepare for any issues prior to the annual audit.

TECHNICAL EXPERTISE

Our firm provides audit services to hundreds of tax-exempt organizations in over 20 states. We specialize in working with small to mid-size nonprofit organizations, and have built our business model around serving this population of nonprofit organizations. Although we typically work with smaller groups, we have the resources and experience of firms that serve much larger organizations. We are familiar with the challenges faced by our clients from the Board of Directors', management's and funding sources' perspectives. We believe that an integral part of our role is to help our clients communicate effectively with all of their stakeholders. Accurate and understandable financial reporting is a core element of communication for tax-exempt and for-profit organizations.

Our firm utilizes fully trained and competent staff for all our engagements. Our firm consists of 116 total staff, with 51 being members of our nonprofit audit team.

We are also members of [CPAmerica International](#), one of the largest associations of CPA firms in the United States. Through our affiliation, we have instant access to the expertise and resources of more than 2,500 professionals across America. Wegner CPAs offers clients unique access to national and international markets through our membership in CPAmerica, an association of independent accounting firms that maintain the highest practice standards. CPAmerica is a member of Crowe Horwath International, providing our firm access to more than 160 independent accounting and advisory services firms in more than 100 countries worldwide. As a client of our firm, you truly receive the best of both worlds: the personal attention and sincere concern of a local firm and the knowledge and resources of an international association.

AFFORDABLE FEES

Our audit procedures are designed to be efficient and provide a basis for our audit opinion. As a result, we are able to provide you with affordable, yet robust service. We honor our fixed fee commitments and only request additional fees in situations where significant additional work is performed and agreed to in advance.

QUICKBOOKS® CONSULTATION

Our firm also specializes in providing training and consultation for our nonprofit clients using QuickBooks®. We are pleased to offer a no-cost [QuickBooks® Help Desk](#) to answer questions you may have associated with QuickBooks® and related accounting questions.



FIRM PROFILE



FIRM BACKGROUND

Wegner CPAs is about people – our clients, our employees, our community. Our professionals guide individuals, businesses and nonprofits with personal service, education, and knowledge. We listen, research, advise, and implement solutions to guide you on a path to succeed in today's complex economic environment. With offices located in Wisconsin, New York, and Washington DC, Wegner CPAs is in its 67th year as a full-service certified public accounting and consulting firm. We are licensed to perform audits in Maryland, Washington DC and Virginia. Our staff of over 100 professionals is organized into two departments: assurance services and tax and business services. This structure allows our staff to specialize and develop expertise to best advise our clients about issues that affect their organizations. This structure also helps ensure that our clients have access to multiple professionals to address their needs. Our assurance services department currently includes fifty-one staff, comprised of four partners, thirteen managers, eleven supervisors, and twenty-three senior and staff accountants.

Our staff turnover in our audit department has been less than 3% over the past several years. This is significantly below the industry average!

The single most important factor in our firm's success over the past 60+ years has been our uncompromising commitment to the highest standards of quality and professionalism. Providing quality service to our clients is our primary objective. We have developed review procedures and communications that ensure the highest standards of performance.

QUALITY CONTROL

The experts at Wegner CPAs have developed and implemented a Quality Control Document that addresses the five elements of quality control as defined by the American Institute of Certified Public Accountants (AICPA).

- Independence, Integrity, and Objectivity
- Personnel Management
- Client and Engagement Acceptance and Continuance
- Engagement Performance
- Monitoring

Additionally, Wegner CPAs is a member of the AICPA's Private Companies Practice Section. Membership in this section requires that the firm periodically contract to have an unrelated certified public accounting firm perform a "peer review" of its system quality control. Our most recent unmodified peer review report is included in the Appendix section.

ASSURANCE SERVICES TO TAX-EXEMPT ORGANIZATIONS

Wegner CPAs is committed to serving tax-exempt and governmental organizations. Most of our professionals specialize in providing assurance services to such organizations.

Our audits are performed in accordance with generally accepted auditing standards developed by the AICPA as well as other professional standards specified by governmental funding sources or state laws, as applicable.

A risk-based approach to our audit services is used incorporating Statements on Auditing Standards. The approach assesses the risk of material misstatement in your financial statements and designs our tests to reduce the risk below tolerable error. We will perform tests of the internal control system where it is deemed an efficient audit approach to obtain audit evidence about material account and transaction classes. Exceptions noted when applying analytic audit procedures to such accounts could then also result in expanding our audit procedures. The compliance testing that we perform provides a basis for our conclusions about your internal control and compliance over financial reporting as well as our opinion on your overall compliance with Federal regulations.

Our clients receive far more than an auditor's report. We are trained to evaluate internal controls and the adequacy of accounting records. Our professionals are also skilled in developing suggestions for improving the efficiency and usefulness of client accounting and financial reporting activities. Our audit engagements include an exit conference with management, a management letter with recommendations for improvement, and a presentation to the organization's finance committee and/or Board of Directors. Our management letters focus primarily on internal control issues and other organizational processes. Throughout the audit, we strive to make helpful suggestions to staff that are not always reiterated in a letter.

We believe that tax-exempt organizations should operate in many ways like commercial businesses to survive and prosper in a competitive environment. We strive to help our clients understand that financial reporting systems should be developed to ensure efficiency and effectiveness of operations, and focus on meeting the needs of those who use and rely on financial information.

Our professionals are experienced in working with tax-exempt organizations and are capable of providing our clients with expertise to assist them in problem solving. We assist our clients with various projects that include developing and refining cost allocation plans, cash projection models, and complying with Federal regulations.

Our clients include foundations, advocacy organizations, elderly housing programs, community action programs, voluntary health and welfare agencies, educational institutions, residential facilities, and a variety of other human service agencies. We also serve trade and business associations, religious organizations, and governmental entities. Over 90% of Wegner CPAs' audit clients are tax-exempt organizations.

IRS FORM 990 PREPARATION SERVICES TO TAX-EXEMPT ORGANIZATIONS

Wegner CPAs understands the IRS Form 990 is the face of your organization and filing it is not just a requirement, it is an opportunity to showcase your organization. Your Form 990 needs to be prepared accurately and filed on time to avoid stiff penalties – including possible loss of state registration and tax-exempt status. In addition, a poorly prepared Form 990 can result in a weakened public image and crippling loss of donations, grants and membership.

Our experts will ensure your Form 990 reflects the effort and care that drives your mission. Our team of dedicated staff members works solely on 990s year-round. We specialize in helping tax-exempt organizations submit 990s that are both free of errors and show that your organization is professionally operated and worthy of continued support.

It is our goal to keep our clients informed about all relevant deadlines. Our highly trained staff monitors state requirements and the need for additional filings to make sure nothing gets missed. Every client is provided with [best-practice policies and procedures](#) to guide them. Our experts make it a policy to advise organizations about ways to use the Form 990 as a marketing tool for showcasing achievement. Our clients also benefit from improved ratings on websites like Charity Navigator and GuideStar, if applicable.

NO-COST BOARD AND STAFF TRAININGS

Wegner CPAs provides technical training on various subjects by offering free Board and staff trainings. Topics we regularly provide trainings on include:

- How to Read and Understand Nonprofit Financial Statements
- Developing Investment Policies
- Developing Financial Management Systems That Work
- Budgeting for Non-Profit Organizations
- Cost Allocation and Allowable Cost Principles
- Mergers: Thinking the Unthinkable
- Financial Responsibilities of Board Members
- Accounting for Contributions and Special Events
- Strategies to Navigate through a Financial Storm
- Managing Cash flow for Non-Profits
- Benchmarking for Non-Profits
- Protecting your Organization Against Fraud
- Effective Audit Committees
- Governance and the Regulatory Environment

OTHER SERVICES TO TAX-EXEMPT ORGANIZATIONS

Compliance and Financial Reporting

- Financial audits
- Compliance audits
- Budgeting and forecasting

Accounting and Tax Services

- Financial statements preparation
- Fixed assets and depreciation schedules
- Account reconciliation assistance
- Employee benefits and payroll
- Preparation of state and federal payroll tax returns
- Representation before the IRS or state authorities
- Tax compliance
- Tax exemption application
- Unrelated business income tax planning

Business Consulting

- Strategic planning
- Financial management
- Operational needs assessment

Information Technology

- Not-for-profit accounting and database systems
- Accounting software consulting including QuickBooks®, Peachtree/Sage 50®, and Intacct



PROFESSIONAL PROFILES



ENGAGEMENT STAFFING

At Wegner CPAs, we make it a priority to maintain consistency regarding the professional staff assigned to audit engagements. This continuity is mutually beneficial to both Wegner CPAs and our clients. We are able to retain our staff by providing a comfortable working atmosphere and opportunities to grow and contribute, and by making strategic choices regarding the organizations we seek to attract as clients.

Our engagement staffing philosophy of using experienced staff ensures that each organization will benefit from the expertise of our auditors who are trained specifically in tax-exempt organizations. We have found this maximizes the efficiency of the engagement and increases the overall quality of the services provided.

Our staff structure uses experienced personnel for much of the work performed. For your engagement Glenn Miller, a partner, will be assigned as the relationship manager and will participate in the planning, fieldwork, and review phases of the engagement including presentation to your finance committee and/or Board. Kris Roug, CPA will be the in-charge auditor.

CONTINUING EDUCATION

Wegner CPAs strongly believes in training and educating our staff on issues faced by tax-exempt and for-profit organizations, as well as updates to our professional standards. While we are required to have 40 hours of continuing education, we consistently strive for at least 60 hours for each member of our assurance department.

GLENN MILLER, CPA, CGMA, MANAGING PARTNER

As Managing Partner at Wegner CPAs, Glenn has more than twenty years' experience performing financial statement audits and tax consultation for non-profit organizations. In addition to performing audits, Glenn regularly provides management consulting to organizations on topics such as executive compensation, budgeting, investment policies, and internal control systems. Glenn's diverse non-profit client base allows him to not only communicate ideas to clients in a particular industry, but to share systems, operations and successes of his clients from a variety of business settings and industries.

Glenn is dedicated to helping clients implement control systems and strategies that protect the organization, its people and its assets, preventing problems in the future. In more than seventeen years, Glenn has gained extensive experience providing specialized services to non-profit clients, including:

- Value-added financial services such as cash projection models, establishing investment and financial policies, internal control systems and accounting system development for start-up non-profit organizations
- Fraud analysis and investigations
- Human resource and employee selection services
- Client representation during Internal Revenue Service audits
- Identifying strategies for clients to reduce the cost of annual audits
- Assisting clients in developing strategies to expand organization membership bases



Glenn's Expertise

Nonprofits | Fraud Analysis

P 703 519 0990

glenn.miller@wegnercpas.com

www.linkedin.com/in/glennmillercpa

Certifications

- Certified Public Accountant
- Chartered Global Management Accountant

Professional and Community Involvement

- American Institute of Certified Public Accountants (AICPA)
- Wisconsin Institute of Certified Public Accountants (WICPA)
- Virginia Society of CPAs
- Greater Washington Society of CPAs
- Association of Certified Fraud Examiners
- UMPSCARE Charities (the official charity of the Major League Baseball umpires), Treasurer

Education

- Bachelor of Business Administration, Accounting; University of Wisconsin – Madison

KRIS ROUG, CPA, SUPERVISOR

Kris is a supervisor in Wegner CPAs' Assurance department. Prior to joining Wegner CPAs, Kris worked in the accounting department at Epic Systems. Since joining Wegner Kris has worked as the audit staff performing tax return preparation, and financial statement audits for a number of different not-for-profit organizations. Kris has also worked on for-profit engagements, specifically cooperatives, and therefore has knowledge and experience working with a variety of organizations. Kris annually attends continuing professional education seminars on accounting, auditing, and tax and specializes in not-for-profit organizations.

Career Accomplishments

- Experienced in financial audits of many different types of organizations
- Experienced in compliance audits, including Uniform Guidance, Government Auditing Standards, and State of Wisconsin Department of Health Services Audit Guide

Education, Certifications, and Memberships

- Bachelor of Business Administration, Accounting Major and Entrepreneurship, University of Wisconsin-Madison
- Certified Public Accountant
- Member, Wisconsin Institute of Certified Public Accountants (WICPA)



REFERENCES



Wegner CPAs provides assurance and tax services to the following tax-exempt organizations that may be contacted for a reference:

Organization	Contact	Phone/Email
WiscNet	Heidi Gentner, Director of Business Operations	608.442.6761 heidi.genthner@wiscnet.net

WiscNet is a membership organization that provides research and education networking services to public and private higher education, K12 school districts, libraries, municipalities, and hospitals. WiscNet connects people and strategies to solve common technology challenges, and to develop innovative solutions in support of educational, research, and community service missions.

Washington Internship Institute	Julie Froom, Senior Vice President of Operations	202.833.85803 julie@wiidc.org
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The mission of the Washington Internship Institute is to foster students' intellectual, personal, and professional development through individually tailored, quality internships and challenging academic coursework that take full advantage of the opportunities available in the nation's capital and reflect the best practices of experiential learning and liberal education.



APPROACH



PLANNING

We tailor our audit approach to each client. This includes involving you in the planning of the engagement so that we understand your needs and expectations.

We will begin the audit by working with you to determine a timeline for the completion of the engagement by all of your internal and external deadlines. Together we will plan the timing of the audit to ensure that the disruption to your work environment is minimized.

We will provide you with a list of audit schedules and other documents to be prepared by SHLB Coalition personnel, and discuss these items with you to help ensure clarity.

We will incorporate technology by using electronic workpapers wherever possible, but we encourage our clients to provide information through methods most convenient for them.

Our team also has significant experience working with virtual organizations, and this experience should translate into a smooth audit experience for both your team and ours.

INTERNAL CONTROL EVALUATION

Adequate internal control is the foundation for safeguarding resources and ensuring accurate and reliable accounting data. Our audit approach includes analyzing the internal controls you have in place to assess whether financial practices and procedures are in line with management's expectations. We evaluate the design of these controls and determine their effectiveness by testing transaction cycles, performing observations, and inquiring of management and staff. Recommendations for improvements are discussed with you and included in a management letter or exit conference, and our workpapers are available to you upon request.

FINANCIAL AUDITING AND REPORTING

We will use the information gathered during the planning phase, combined with the results of our internal control analysis and analytic procedures, to determine the extent of our audit procedures.

Our audit procedures are designed to be efficient and provide a basis for our opinion on the financial statements. Any audit adjustments that we propose will be discussed with you, even when considered immaterial to the financial statements. We will discuss the results of the audit with you and provide you with a draft of the auditor's report and management letter (if applicable) prior to issuing the final documents. This approach promotes an open line of communication and reduces misunderstandings.



SPECIFICATIONS AND FEES



SCOPE AND DELIVERY SCHEDULE

We will audit the financial statements for the SHLB Coalition. In addition, we will review IRS Form 990 for the SHLB Coalition.

We will conduct fieldwork at a mutually agreed upon time in 2017. Our scheduling of audit fieldwork can be flexible to limit disruption of your operations. We will participate in an exit conference with you and other individuals at your request. We will have drafts available for review shortly after the conclusion of our fieldwork, and prior to your April 15, 2017 deadline.

We will provide as many bound copies of the audited financial statements as needed, and will present the audit to the Finance Committee and/or Board upon request at no additional cost.

INDEPENDENCE

Our professionals are required to regularly provide us with disclosure of relationships that may constitute a conflict of interest and impair our independence. We are independent of the SHLB Coalition as defined by generally accepted auditing standards. We further promise that if your organization engages us to provide assurance services, we will provide you with written notice of relationships that arise that may constitute a conflict of interest.

Wegner CPAs affirms that the firm does not discriminate against any individual of race, religion, sex, color, age, handicap or national origin, and that these shall not be a factor in consideration for employment, selection of training, promotion, transfer, recruitment, rates of pay, or other forms of compensation, demotion, or separation.

AICPA PROFESSIONAL STANDARDS AND CONFIDENTIALITY

Wegner CPAs is committed to exceeding professional requirements for continuing education and ensuring that we have the technical expertise to perform audit engagements. Please refer to the discussion of Quality Control in the Firm Profile section of this proposal and to our most recent unmodified peer review report in the Appendix section.

We agree to keep the information related to the audit in strict confidence. We consider this confidence a core component of the professional services that we provide, as well as of our professional standards.

CONSULTATION

We encourage our clients to consult with our professionals as necessary. We do not charge for telephone calls and email correspondence where consultation or research requires less than 60 minutes of staff time. We believe that periodic consultations benefit your organization and help us to anticipate issues prior to the annual audit. In addition, we offer quarterly consultations at no charge to discuss relevant changes in your organization, changes in accounting or auditing standards, and changes in regulatory requirements that may impact the organization.

FEES

Account reconciliations and schedules are an integral component of cost containment. Our fee assumes that all account reconciliations have been performed and the agreed upon requested schedules have been prepared prior to fieldwork.

Our proposed fee for audit services for the year ending December 31, 2016 is \$6,600. Our budgeted total hours for the audit engagement is 58. This is the sum of partner, manager and supervisor time on the engagement.

Our proposed fee to review your IRS Form 990 and provide any needed consultation is \$250 and assumes 1 hour of manager time and 1 hour of supervisor time.

Assuming that there is not a significant change to the operations, complexity and staffing of the SHLB Coalition, our proposed fees for the years ending December 31, 2017 and 2018 would not increase by more than 3% annually.

We reserve the right to renegotiate our fees if the SHLB Coalition experiences significant changes in its activities, accounting department turnover, deterioration in the condition of the accounting records, significant change in the accounting software, significant changes in the levels of funding, or to comply with significant new accounting or auditing pronouncements, which are not contemplated at this time. Please note that such changes are rarely made and that we pride ourselves in honoring our quoted fees

STANDARD BILLING RATES

Our standard billing rates for audit and tax services by level of staff are presented below.

Partner	\$250/hour
Manager	\$150/hour
Supervisor	\$100/hour



APPENDIX



SYSTEM REVIEW REPORT

November 13, 2015

To the Partners of Wegner CPAs, LLP
and the Peer Review Committee of
the Wisconsin Institute of Certified Public Accountants

We have reviewed the system of quality control for the accounting and auditing practice of Wegner CPAs, LLP (the Firm) in effect for the year ended March 31, 2015. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants. As part of our peer review, we considered reviews by regulatory entities, if applicable, in determining the nature and extent of our procedures. The Firm is responsible for designing a system of quality control and complying with it to provide the Firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the Firm's compliance therewith based on our review. The nature, objectives, scope, limitations of, and the procedures performed in a System Review are described in the standards at www.aicpa.org/prsummary.

As required by the standards, engagements selected for review included engagements performed under *Government Auditing Standards* and audits of employee benefit plans.

In our opinion, the system of quality control for the accounting and auditing practice of Wegner CPAs, LLP in effect for the year ended March 31, 2015 has been suitably designed and complied with to provide the Firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. Wegner CPAs, LLP has received a peer review rating of *pass*.

VonLehman & Company Inc.



Resolution 17-2
SHLB Membership Committee Recommends New Dues Structure

(Approved June 1, 2017)

The SHLB Membership Committee formally recommends that the SHLB Board of Directors vote to adopt this revised membership dues structure. This model seeks to promote more anchor membership while increasing SHLB's revenue from membership dues. Accordingly, the new dues structure lowers some anchor institution dues and changes the flat rate to a scalable rate based on revenue. In addition, it raises corporate dues and disaggregates some dues categories. It also increases the affiliate discount to 50% to encourage more corporations to join and introduces a new category for State, County, and Municipal Governments, which were not mentioned explicitly in any of the previous categories.

The SHLB Membership Committee formally recommends that the new dues structure be applied for new members joining after July 1, 2017.

The SHLB Membership Committee formally recommends that all current members have a one year grace period to adopt the new dues structure. This will allow for current members to allocate necessary funds for their 2019 budget. Therefore, SHLB members who joined before July 1, 2017 will pay dues that reflect the previous dues structure in 2018. Current SHLB members will then adopt the new proposed dues structure January 1, 2019.

PREVIOUS DUES STRUCTURE

Category		Annual Expense Budget (categories 1-3) Total Corporate Revenues (category 4-5)				
		\$0 - \$2,499,999	\$2,500,000 - \$24,999,999	\$25,000,000 - \$99,999,999	\$100,000,000 - \$999,999,999	\$1 BILLION +
1	FULL MEMBERS					
1	ANCHOR INSTITUTIONS Incl. State, Regional, and Local CAIs; State broadband offices	\$500	\$500	\$500	\$500	\$1000
2	ASSOCIATIONS Incl. Non-Profit State, Regional, or National Associations, Public Interest Groups and Foundations	\$500	\$1,000	\$2,000	\$3,000	\$5,000
3	NON-PROFIT BROADBAND SERVICE PROVIDERS and STATE CONSORTIA Incl. R&E Networks, Telehealth, Other non-profit broadband service providers	\$500	\$2,000	\$3,000	\$5,000	\$7,500
4	FOR-PROFIT CORPORATIONS Incl. Consultants	\$500	\$2,500	\$5,000	\$7,500	\$10,000
5	AFFILIATE MEMBERS					
5	FOR-PROFIT CORPORATIONS ONLY 25% discount	\$375	\$1,875	\$3,750	\$5,625	\$7,500

New Member dues are pro-rated by fiscal quarter.

PROPOSED NEW DUES STRUCTURE

ANNUAL EXPENSE BUDGET (CATEGORIES A-D) or TOTAL CORPORATE REVENUES (CATEGORIES E-F)											
	1 \$0 - \$249,999	2 \$250,000 - \$499,999	3 \$500,000 - \$999,999	4 \$1 M - \$4,999,999	5 \$5 M - \$24,999,999	6 \$25 M - \$49,999,999	7 \$50 M - \$99,999,999	8 \$100 M - \$999,999,999	9 \$500 M - \$999,999,999	10 \$1 B +	
FULL MEMBERS											
A	ANCHORS State, Regional, Local Schools, Libraries, Clinics, etc.	\$100	\$250	\$375	\$500	\$750	\$1,000	\$1,250	\$1,500	\$2,000	\$3,500
B	MUNICIPAL AND STATE BROADBAND OFFICES	\$100	\$250	\$375	\$500	\$750	\$1,000	\$1,250	\$1,500	\$2,000	\$3,500
C	ASSOCIATIONS Non-Profit State, Regional, or National Associations, Public Interest Groups, Foundations, etc	\$175	\$350	\$500	\$750	\$1,250	\$2,000	\$3,000	\$4,000	\$5,000	\$7,000
D	NON-PROFIT BROADBAND SERVICE PROVIDERS R&E Networks, Telehealth, etc	\$375	\$750	\$1,500	\$2,500	\$3,500	\$4,500	\$5,500	\$6,550	\$7,500	\$10,000
E	FOR-PROFIT Consultants, Corporations, etc.	\$500	\$1,000	\$2,000	\$3,000	\$5,000	\$7,500	\$10,000	\$12,500	\$15,000	\$20,000
AFFILIATE MEMBERS											
F	AFFILIATES For-Profit Corporations Only 50% Discount	\$250	\$500	\$1,000	\$1,500	\$2,500	\$3,750	\$5,000	\$6,250	\$7,500	\$10,000

Dues renew on day member joined



Resolution 17-3: Appointment of Directors to the SHLB Board

(Approved September 14, 2017)

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, the following people are hereby appointed as directors of the SHLB Coalition. Their first term will begin January 1, 2018 and conclude December 31, 2020.

- Paula Boyd
- Rachelle Chong
- Rebecca Manna
- Jane Patterson
- Tracy Weeks



Resolution 17-4: Appointment of 2018 Officers

(Approved November 3, 2017)

RESOLVED, that the following persons are elected to the offices indicated next to their names to serve for the 2018 one year term, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition, to take their respective offices starting January 1, 2018.

Chairman: Crosby Kemper III

Vice Chairman: Robert Collie

Treasurer: Elwood Downing

Secretary: Denise Atkinson-Shorey

RESOLVED FURTHER, that the officers of this organization have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.



Resolution 18-1: 2019 Board Appointments (Approved October 11, 2018)

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, the following people are hereby appointed as directors of the SHLB Coalition. Their term will begin January 1, 2019 and conclude December 31, 2021.

First Term Appointments

Cindy Aden

Washington State Librarian



Cindy Aden has focused on communication, strategic partnerships and information technology—particularly search, discovery and metadata—with opportunities for leadership and recognition within the library and publishing industries. She served on non-profit boards and committees to support library services, publishing standards, and information access. Ms. Aden has participated in numerous speaking and training engagements, about libraries, discovery, publishing, metadata and career development. Some career highlights include being

Amazon's first librarian, hired in 1998 to manage browse, categorization, cataloging—i.e. data quality and publisher relations. She earned the distinguished Career Award, University of Washington ISchool in 2002. Finally, Ms Aden was the president of the board, World Corps Association, a non-profit putting Internet kiosks in rural India, Mexico, Kenya and the Philippines, 2001-2005.

Tim Koxlien

Telequality Communications



Tim Koxlien is the Founder, President and Chief Executive Officer (CEO) of TeleQuality Communications. He manages all operations of the company and is continually focused on the operational improvements that benefit the TeleQuality customer base. Born and raised in rural Wisconsin, Tim is a leader on rural healthcare telecom issues and advocate for the deployment of broadband connectivity in rural America. Founded in 2006, TeleQuality Communications focuses exclusively on providing telecom and technology solutions for its healthcare partners across the U.S.

With 30 years of telecom experience, Tim's career began in 1986 with US West (CenturyLink). In 1991 he founded The Koxlien Group as a design and project management firm for US West and Ameritech, working closely with the Mayo Clinic and other providers, representing major telecom service companies. In 1999, Tim founded Rural Health TelecomSM, now a division of TeleQuality Communications.

Erik Heinrich

Ruckus Wireless



Erik Heinrich is the Director of Public Sector Sales at Ruckus Wireless and a frequent speaker at National SLED events sharing his thought leadership on public sector trends and innovative solutions. Erik brings over 20 years of experience working in IT Operations including companies like SONY Music and the Pacific Stock Exchange. Prior to joining Ruckus Wireless, Erik spent over seven years with the San Francisco Unified School District as IT Director and Interim Chief Technology Officer, modernizing the network infrastructure across all 150 locations supporting over 56,000 students and 6,000 employees. Erik remains committed to the support of Education through his membership in the California Educational Technology Professionals Association and serves as the technology Advisor to the Board for the Pacifica Education Foundation.

Dr. Ray Timothy

Utah Education and Telehealth Network



Dr. Ray Timothy currently serves as the CEO/Executive Director of the Utah Education and Telehealth Network (UETN). He comes to UETN with a vast K-12 educational background, having taught in Salt Lake, Granite, and Box Elder School Districts, and having served as an administrator at the elementary and secondary levels. Dr. Timothy has been the superintendent of schools for Millard and Park City School districts and served at the state level as the Deputy Superintendent for the Utah State Board of Education.

During his 40+ years of experience, Dr. Timothy has been at the forefront in embracing and promoting the use of technology in education. His experience has spanned the early years of pioneering some of the first integration of desktop computing in Utah classrooms up to the implementation of a model district wide 1:1 initiative. He continues to serve in various leadership positions as UETN remains actively engaged in support of Personalized Learning in Utah.

Dr. Timothy has served in multiple leadership roles and received numerous awards including: Utah State University Outstanding Alumni Administrator; Utah PTA Outstanding Administrative Educator of the Year; and the Utah Association of Elementary School Principals Human Resource Developer of the Year.

Second Term Appointments

R.Crosby Kemper III, Kansas City Public Library

Eric Brown, OCHIN



Resolution 18-2: Policy Decision-making within the SHLB Coalition

(Approved October 11, 2018)

The SHLB Membership Committee formally recommends that the SHLB Board of Directors vote to adopt this Policy Decision-making document. This document sets forth the SHLB Coalition's process for developing and resolving disputes concerning the Coalition's policy recommendations.

Background: The SHLB Coalition is first and foremost an advocacy organization. Our Mission is to advocate for open, affordable, high-quality broadband for anchor institutions and their communities. The Coalition takes a forward-looking approach that embraces new technologies and recommends policy changes that allow anchor institutions and their communities to benefit from technological, legal and policy developments.

The Coalition is also a membership organization; members indicate that they support the SHLB Mission when they apply to join the Coalition. We are neither a “think tank” (devoted to a particular philosophy) nor a trade association (that focuses only on the interests of its members), although we have elements of both.

SHLB's influence, and therefore benefit to our members, is generated through our action. As a diverse and growing Coalition, it is possible that policy disagreements among our members, or among members and staff, will occur. Disagreements require SHLB to balance our forward-looking mission with respect for the views of our members. SHLB cannot act only when there is unanimity amongst our members lest we become neutralized and ineffective. Nor should we advance a particular position or philosophy without considering alternative views and positions of our members, lest we risk losing or alienating members, which could have a number of negative effects on the organization. The following process is intended to ensure that SHLB continues to act proactively to the benefit of our members, anchor institutions, and communities.

Policy Process: The following guidelines outline the process to be used by the SHLB Coalition for developing and reaching decisions on policy recommendations, including situations where policy disagreements arise.

1. Policy issues may be brought up for consideration by any SHLB staff member or any SHLB member.
2. In developing policy recommendations, the SHLB Coalition Mission Statement shall be given paramount consideration. SHLB staff and members will work together to develop and review policy recommendations and evaluate whether the recommendation, if adopted, would advance the SHLB Mission.
3. When a policy question is brought up, SHLB staff and members will first try to achieve consensus. This will entail discussion on Policy Group phone calls, emails, research, edits to

drafts of pleadings and discussion on bi-weekly member policy calls. It is anticipated that most policy issues will be resolved through this consensus-based process.

4. In case of disagreement that cannot be resolved through the foregoing consensus-based process, the final decision on any policy position shall be made by the Executive Director, after consultation with the SHLB Board and the appropriate Policy Group chair(s). The Executive Director shall make the final decision based on the following guidelines:
 - a. First, does the policy recommendation advance SHLB's Mission to promote open, affordable, high-quality broadband for anchor institutions and their communities? If the proposed recommendation does not support the SHLB Mission, the recommendation shall not move forward.
 - b. Second, if the proposed recommendation would support the SHLB Mission, does the policy recommendation have the support of a substantial portion of SHLB members, and/or would the recommendation, if adopted, incur substantial opposition from SHLB members? To determine the amount of support or opposition, the Coalition does not anticipate conducting a vote of its members. Rather, the Executive Director, in his or her judgment, shall assess the level of support and/or opposition to the proposed position among the membership through informal means.
5. While the Executive Director has the discretion to make the final decision (after consultation with the Board and Policy Group Chair(s)), the Board shall have the responsibility to ensure that the Executive Director follows these guidelines as part of the Board's oversight responsibilities.



Resolution 18-3: 2019 SHLB Board Officers
(Adopted December 14, 2018)

RESOLVED, that the following persons are to serve the offices indicated next to their names for the 2019 one-year term, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition. They are to take their respective offices starting January 1, 2019.

Chairman: Crosby Kemper, Kansas City Public Library
Vice Chairman: Eric Brown, California Telehealth Network
Treasurer: Elwood Downing, ELAE Enterprises
Secretary: Rachelle Chong, Law Office of Rachelle Chong

RESOLVED FURTHER, that the officers of this organization have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.

AMENDED RESOLUTION, should the Board Chairperson resign prior to end of his term, the Board hereby approves the Vice Chairperson immediately becoming the Chairperson. The Board will then immediately seek a new Vice Chairperson using its normal procedures to fill the empty seat as quickly as possible in order to maintain a full executive committee.



Resolution 18-4: 2019-2021 SHLB Strategic Plan

(Adopted December 14, 2018)

The SHLB Strategic Task Force formally recommends that the SHLB Board of Directors vote to adopt the following 2019-2021 Strategic Plan. This document sets forth the SHLB Coalition's strategic direction and goals for the next three years.

2019-2021 Strategic Plan

All text in red not visible to the public

The SHLB Coalition believes that anchor institutions play a vitally important role in making broadband accessible to all Americans. Our primary goal is to bring open, affordable, high-quality broadband to anchor institutions and their communities across the country. In advocating for the interests of anchor institutions in broadband policy proceedings, we seek to solve the “digital divide” and address the “homework gap.” This three-year Strategic Plan describes how the Coalition plans to strengthen the organization to achieve these goals and better serve our members. We welcome your input and your support.

INTRODUCTION AND MISSION

The Schools, Health & Libraries Broadband (SHLB) Coalition is a non-profit, 501(c)3 organization that has a wide range of members from across the United States and is headquartered in Washington, D.C. SHLB’s mission is *“for every anchor institution in the country to have affordable, high-quality broadband that serves the needs of the institution and is open and accessible by the surrounding community.”*

SHLB is a mission-driven, member-supported advocacy organization that works with federal, state, and local policy-makers, anchor institutions, and the broadband industry to promote programs and policies to achieve our mission. We convene regular conference calls with our members, conduct research, develop policy proposals, file comments in regulatory proceedings, and meet with government policy-makers to advance our ideas.

SHLB takes a forward-looking approach that embraces new technologies and incentivizes investment in both wired and wireless networks, especially in rural markets. The organization is “provider-neutral” and supports competition from a variety of commercial and non-profit

broadband providers so that anchor institutions have several options when choosing their broadband services. We believe that broadband networks deployed to anchors should be open to interconnection so that they can be used as platforms (“gateways”) to connect surrounding homes and businesses.

SHLB ACCOMPLISHMENTS (2014-2018)

Policy Accomplishments

The SHLB Coalition has had a substantial impact on several broadband policy issues over the past three years and we seek to build upon that success in the coming years. Select accomplishments include:

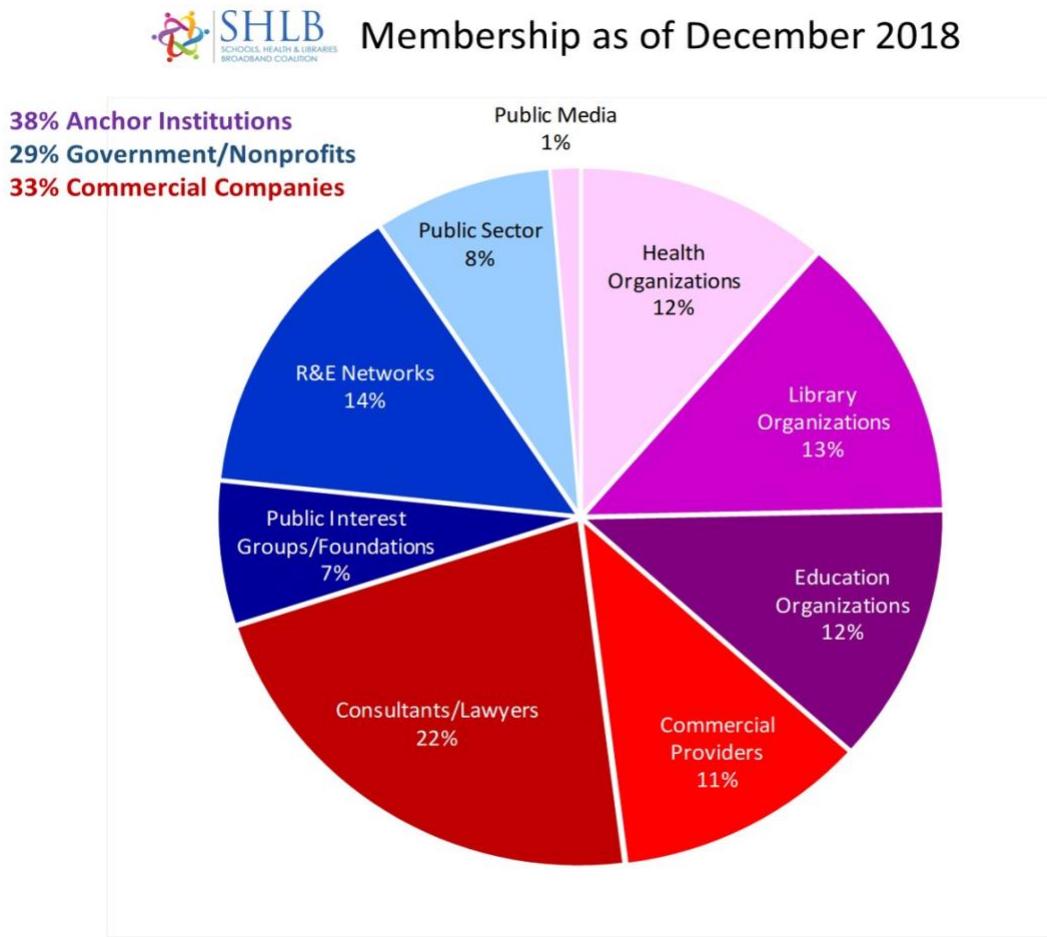
- SHLB filed an [Emergency Petition for Rulemaking](#) and led the advocacy effort to convince the FCC to increase funding for the Rural Health Care (RHC) program by \$171 million (Summer 2018).
- SHLB initiated the effort to convince the FCC to launch a proceeding to issue new wireless Educational Broadband Service licenses in rural markets. (Summer 2018)
- The SHLB Coalition filed [comments](#) with NTIA urging it to map the broadband available to anchor institutions. (Summer 2018)
- SHLB helped to save hundreds of E-rate applications from being denied. The FCC instructed USAC not to deny any E-rate applications over confusion resulting from the drop-down menu thanks in part to [SHLB's letter](#) on the application difficulties. (Spring 2018)
- The SHLB Coalition developed and published a [study](#) estimating the costs of connecting all remaining anchor institutions to fiber at \$13 and \$19 Billion. (January 2018)
- SHLB participated in the “[Beyond the Walls](#)” grant program that funded five libraries to deliver wireless broadband to their communities using TV White Spaces. (Spring 2017)
- The SHLB Coalition published “[Connecting Anchors: A Broadband Action Plan](#)”, a series of 11 papers recommending broadband policies to promote investment to anchor institutions. (Summer 2016)
- The SHLB Coalition strongly supported changes in the E-rate rules to promote the build-out of fiber optic networks to serve schools and libraries. Two-thirds of E-rate fiber applications were approved in FY 2017. (2015-2017)

The SHLB Coalition anticipates that it will continue to work on E-rate reform, Rural Health Care program, EBS licensing, TV White Spaces and other unlicensed spectrum, Congressional broadband infrastructure funding, and broadband mapping in the next three years.

Membership Growth and Membership Engagement

Membership is vital to the SHLB Coalition’s growth and effectiveness. We currently have about 150 member organizations and onboard an average of about four new members a month. SHLB seeks to keep a balanced membership that reflects the diversity of the broadband ecosystem, including anchor institutions, non-profit broadband providers, commercial companies, public

interest groups, state broadband officials, consultants, and many others. Anchor institutions make up 38% of our members, other non-profit and government organizations make up 29%, and commercial companies and consultants make up the remaining 33% of our members. SHLB seeks to break down silos, cross traditional boundaries and enable members to become part of a greater community. The diversity of SHLB's membership is shown by the following pie chart:



SHLB works hard to offer benefits of value to its members. SHLB provides a forum for broadband advocacy where members share best practices, network with colleagues, and get updates on regulatory and legislative changes that impact their work. SHLB Members participate in bi-weekly policy calls, have advocacy input on SHLB's filings, speak at SHLB events, and have the opportunity to learn from other members. These efforts have been successful. In a 2018 membership survey, **89% of members reported that they see SHLB as valuable or more valuable than other advocacy membership organizations.**

In 2016, SHLB revised its dues structure to help SHLB generate more revenue from companies and make membership more attractive to anchor institutions. In 2017, SHLB was proud to launch its new Member Portal, providing access to archived webinars, resource libraries, recordings of policy calls with policymakers, and inside policy information.

Events

SHLB generally holds two events per year - an Annual Conference and a smaller symposium. Every year staff works hard to ensure that each conference and symposium has quality speakers that cover all the important broadband policy issues that matter to our members and to the country's anchor institutions. Our events include half day workshops that allow attendees access to key policy-makers, compelling plenary speakers or break-out panels, and numerous networking events. The 2017 Annual Conference attendance increased by 33% and had more table-top exhibits than ever before. SHLB's Annual Conference has earned a modest profit the past two years and we plan to continue to expand the Annual Conference in the future.

Governance

SHLB added six new Board members in 2018 and is planning to add an additional five Board members in 2019, which means that almost the entire Board will be replaced over a two year period. This large turnover in Board membership (largely due to six-year term limits) has been a key transition point. We have been extremely pleased with the number of nominees who were excited and honored to be asked to join the SHLB Board.

SHLB's Financial Forecast

The SHLB Coalition's financial future is uncertain. The generous three-year grant from the Gates Foundation expires at the end of 2018, and that funding will need to be replaced. As of this writing, the SHLB Coalition has made great progress in recruiting new members (growing from 50 to 150 members in the past two years), but our membership dues revenue is falling somewhat short of our goals. The SHLB Coalition will need to sharpen its focus on membership growth, foundation funding, corporate sponsorships, and event revenues as its four primary sources of financial support in the next year or two.

The Strategic Planning Task Force reviewed several different funding scenarios from 2019 through 2021. Under the more cautious scenario, SHLB's revenues will grow slowly and SHLB will not become self-sustaining until the year 2021 (which means we will have to find additional funding for 2019 and 2020 just to stay in operation). Under the more optimistic scenario, SHLB will become self-sustaining in 2019 and will be able to add one additional staff member in 2020 and 2021.

The discussion that follows assumes that SHLB's revenues will grow at the more optimistic level, but SHLB's first priority must be to develop sufficient revenues to maintain its existing level of operations. If SHLB has to cut back on its existing activities, there is a risk that members will find less value in maintaining their membership and the organization may spiral downward.

SHLB Board and staff will have to prioritize its work to make sure that sufficient attention is paid to fundraising to support existing operations before adding additional responsibilities.

Membership Services and Surveys

Since 2016, SHLB conducts an annual membership survey. The survey is a consistent and reliable source of membership feedback. It allows staff to inquire about the effectiveness of current membership benefits and what benefits SHLB should offer. The Strategic Planning Task Force used the 2018 membership survey to gather insight into the strengths and weaknesses of the organization as well as how the members envision SHLB over the next three years.

SHLB's VISION OF THE FUTURE

SHLB is uniquely situated to play an increasingly important role over broadband policy in the future. SHLB is a non-partisan, fact-based advocate that promotes broadband investment by both commercial companies and non-profit organizations such as research and education networks, telehealth networks and municipalities. Ideally, SHLB combines the best elements of a “think tank” that develops well-researched policy recommendations, with a strong membership base that provides real-world experience and political support to implement its recommendations.

At the same time, we recognize that SHLB is growing but is still small (only three staff). SHLB is now in its “teenage” years and needs to develop the financial resources to become a self-sufficient “adult.” While it is important for SHLB to have a vision of the future, we must also be certain that we focus on the “nuts and bolts” of membership and operations that are essential to providing the foundation for growth. In other words, this vision should not create expectations that outstrip our limited resources.

Over the next three years, SHLB's actions will be guided by three strategic goals that will act as *pillars* to guide the organization's internal vision and external direction.

- **SHLB will strengthen its organizational capacity and deepen its access to financial resources so that it becomes fully self-sustaining and can grow.**
- **SHLB will expand its policy and press operations so that it is widely recognized as a national leader for community anchor institutions on broadband policy issues.**
- **SHLB will enhance its membership engagement to become the premier membership organization serving the needs of anchor institutions on broadband issues.**

HOW WE WILL GET THERE

Pillar One - Organizational Capacity and Sustainability

The SHLB Coalition seeks to add additional staff and consultants to bolster its research capabilities, strengthen its advocacy and increase its effectiveness with Federal and state policy-makers. SHLB also seeks to develop additional financial resources -- from membership dues, Conference revenues, grants and other fund-raising efforts -- to become fully self-sustaining and develop reserve funding.

- A. Member Recruitment - Grow SHLB membership to 300 to 350 members while maintaining sector diversity.
 - o Develop membership recruitment campaigns that target certain sector organizations such as broadband companies, state broadband offices, telehealth networks, education groups, etc.
 - o Develop a member referral program to encourage the membership's involvement in member recruitment
 - o Explore anchor scholarship fund where companies donate funding to cover anchor institutions' membership dues.
 - o Regularly evaluate the membership dues structure to ensure it fits both SHLB and its membership.
- B. Organizational Sustainability - Continue to build a solid organizational structure that will be sustainable post-Gates Foundation support.
 - o Build 6-month cash reserve.
 - o Develop a contingency plan if there is a shortfall of funding.
 - o Develop a succession plan if the Executive Director position becomes open.
 - o Maintain and update SHLB internal documentation site.
 - o Reassess 501(c)3 status and move organization to become a 501(c)4 or 501(c)6 as SHLB's policy roadmap and direction demands.
- C. Diversification of Revenue Streams - Pursue multiple revenue streams to ensure SHLB's sustainability and growth.
 - o Pursue funding opportunities such as corporate sponsorship packages, grassroots donation campaigns, social enterprise fund opportunities, etc.
 - o Research and apply for foundation grants.
 - o Convene a Fundraising Council to explore different revenue opportunities.
 - o Explore future fee-for-service opportunities to be approved by the board.

D. Increasing Staff Capacity - Align SHLB staff and infrastructure to enable successful implementation of the Strategic Plan.

- Prioritize and add new staff positions as funding allows. Future staff positions include federal and state advocate, membership manager, and administrative assistant.
- Increase the time spent by the Executive Director on fund-raising.
- Explore fellowship or intern programs.
- Offer staff development opportunities.

E. Strengthen the SHLB Board - Ensure that the SHLB Board is diverse and contains the skill set needed for SHLB to grow and thrive.

- SHLB should especially look for opportunities to add Board members with expertise in fund-raising and media relations.
- Explore creating a high-level Advisory Council consisting of former elected officials and policy-makers and industry titans.

Pillar Two - National Leader for Community Anchor Institutions

SHLB will position itself as the leading authority on community anchor institution broadband policy issues. SHLB will be widely recognized as an important voice and advocate for anchor institutions before the FCC, Congress, the Executive Branch and state and local authorities. The Coalition pursues a non-partisan, provider-neutral, data-driven approach that develops realistic and forward-looking policy solutions and embraces the benefits of new technologies.

Strategies and Key Tactics

A. Policy Recommendations - SHLB will seek to impact 3-5 federal and state policy proceedings per year. SHLB will

- Develop and publish an annual policy roadmap that highlights SHLB's focus and priorities for the year.
- Align SHLB policy group efforts around the policy roadmap.
- Engage in coalition-building and information-gathering to help SHLB members arrive at policy recommendations in each proceeding.
- File comments in appropriate proceedings and meet with policy-makers.

B. Research - Publish at least one report a year that best fits the needs of the broadband political environment at the time. Possible projects include gathering more accurate and more granular broadband mapping data, developing CAI state benchmarks, analyzing the pros and cons of using E-rate funding for Wifi on school buses, examining the impact of Rural Health Care funding on rural health providers, etc.

- Develop proper funding streams to ensure that all publications costs are covered.

- Create a public relations rollout strategy for every SHLB publication to ensure that each report is widely distributed and that SHLB receives proper recognition.

C. Relationship-building with Policymakers - Deepen and expand our relations with the FCC, Capitol Hill, and Executive Branch, and state and local officials (to the extent possible).

- Prioritize staff time on the Hill and the FCC to meet with Congressional and Senate staff so that they become familiar with SHLB's mission and to ensure that anchor institution broadband becomes important to policy-makers.
- SHLB Members and staff to be invited to testify at hearings on Capitol Hill and in other federal and state proceedings.
- Hold educational events around specific broadband issues. These events could be educational briefings for Congressional staffers where SHLB brings in members to offer their advice on a particular issue. It could also be a Hill Day where SHLB members and/or conference attendees gather on the Hill and/or at the FCC to speak with government leaders about issues that matter to them.

D. Press Relations - Increase SHLB mentions in the press so that SHLB is seen as the go-to expert and national leader on issues relating to CAI broadband policy matters.

- Develop annual communications campaign in alignment with the organization's policy goals.
- Create a SHLB Annual Champion Award that spotlights influential people in the CAI broadband policy field.
- Explore broader types of media beyond traditional trade press.
- Cultivate one-on-one relationships with press.
- Provide media training opportunities for the Executive Director.

E. Annual Conference - Building on the foundation of eight successful Annual Conferences, increase attendance each year, focus on diversity (especially from the health sector and universities) and develop an exceptional approach to sponsor and exhibitor engagement.

- Invite more provocative and high-level decision-makers as plenary speakers.
- Enhance our brand awareness strategy to ensure that the Annual Conference is seen as the premier conference for CAI broadband.
- Create an innovative showcase of exhibitors that highlight thought leaders of successful broadband developments, unique public-private partnerships, and provide useful knowledge to conference attendees in an informative, unique and exciting manner.
- Develop and grow a VIP track that offers strategic information and insight relevant to high-level broadband executives.
- Explore a scholarship funding mechanism for anchors who cannot afford to attend on their own.

F. Public Speaking - SHLB will continue to make 10-20 public speaking opportunities per year to increase SHLB's visibility, highlight SHLB members' successes and recruit new SHLB members.

- Explore having travel costs reimbursed.
- List Executive Director in a Speaker's Bureau.
- Ask SHLB Board members to speak on behalf of SHLB at state and local events.

Pillar Three - Membership Engagement

SHLB will work to increase the value of membership through professional development opportunities and strengthened interactions between SHLB staff and members and interactions between SHLB members themselves.

Strategies and Key Tactics

A. Track Membership Engagement - Using the new membership portal, develop a system to measure membership metrics and use outcomes to revise membership engagement strategies as needed.

- Conduct annual membership survey to track member satisfaction.
- Strengthen member on-boarding process and automation.
- Continue encouraging and measuring member participation in policy groups and committees.

B. Additional Membership Benefits - Provide relevant new services to our members to ensure member satisfaction and SHLB relevance.

- Strengthen the professional development resources SHLB currently has, such as its webinar series, file libraries, etc.
- Explore new professional development opportunities, such as certifications, training sessions (e.g. RHC training seminars) to enhance membership growth.
- Consider a tiered membership model.
- Develop additional benefits that members have shown an interest in such as legislative tracking and regular policy-maker calls.

C. State-Chapter Model - Explore a SHLB state-chapter model in a handful of states as trials to enhance SHLB's state advocacy and to recruit new members.

- Identify and validate membership services offered at the state level.
- Form an exploratory committee to determine feasibility and to develop financial models for self-sustainability.
- If feasibility is proven, work with membership and committee to select locations and organizational models.

D. Strengthen Policy Groups - Facilitate deeper conversations among our members and build a platform for collaboration and community through Policy Groups that contribute to the Full Member Policy Calls and inform our policy recommendations.

- Follow through on the process that has been identified to develop agendas, post call summaries and action steps on the Members portal.
- Regularize meetings for the E-rate, Rural Health Care, Infrastructure, and Spectrum groups and develop other groups as needed for new issues.

APPENDIX

Overview of the Strategic Planning Process

SHLB strategic planning process yielded a feasible strategic growth plan that builds on the last strategic plan's successes and moves the organization towards a model of financial sustainability.

The strategic planning was led by Don Means, former SHLB Board Chair, and Emily Olson, SHLB's Chief Operating Officer. Together they convened a strategic task force comprised of a mix of board and SHLB members. The task force met over a span of six months via conference calls before meeting for a two day in-person summit. During this time the task force created a "report card" to analyze SHLB's accomplishments pertaining to the organization's last strategic plan. The task force conducted a search process for a strategic planning facilitator and decided on Elizabeth Scott, President of Brighter Strategies. The task force provided Ms. Scott with feedback on the membership survey questions and answers to the questions that she asked board, staff and external stakeholders. Last, the task force updated SHLB's mission, value, and work statements.

On March 1 and 2, the strategic task force met in Sacramento, CA to hold a strategic planning in-person meeting. Ms. Scott facilitated the meeting and divided it into four sections.

- 1. Understanding the broader landscape.** During this segment, Ms. Scott presented her findings from the 170 survey responses, her calls with the board and staff members, and her discussions with 6 relevant outside SHLB stakeholder. Afterwards, the task force did an environmental scan to examine current conditions to determine how this affects SHLB's next three years.
- 2. Creating a compelling vision of the future.** Based on the context map, the task force members brainstormed what SHLB should look like in 2021. The purpose of this activity was to generate group alignment about the future direction of SHLB.
- 3. Agreeing on current realities.** During this section, John Windhausen presented SHLB's financial projections to set the foundation for the plan. Using this information, the task force conducted a SWOT analysis and identified key problem areas that the plan needed to address.

4. Creating strategies and developing success measures. Lastly, the task force used all of the above exercises to create “bold steps” that will guide SHLB’s future for the next three years. The task force agreed to examine these ideas in more detail and come up with some metrics for each of the ideas.

After the in-person meeting, a draft plan was prepared and circulated to the task force for comments and feedback. A revised draft was then presented to SHLB members at the members’ meeting at the SHLB Annual Conference in October 2018. Based on member feedback, SHLB staff presented a final strategic plan to the Board to approve in December 2018.

Strategic Task Force Members

Thank you to all of the members of the task force who donated their time to help SHLB prepare for the next three years of its future.

- Denise Atkinson-Shorey, e-Luminosity
- Rachelle Chong, The Lawfirm of Rachelle Chong
- Bob Collie, Parana River Group
- Cathy Cruzan, Funds for Learning
- Skyler Ditchfield and Phillip Deneef, GeoLinks
- Elwood Downing, ELAE Enterprises
- Adrienne Furniss, Benton Foundation
- Sean McLaughlin, Access Humboldt
- Don Means, Gigabit Library Network, Task Force Chair
- Emily Olson, SHLB, Staff Lead
- Amy Robinson, SHLB
- John Windhausen, SHLB



Resolution 19-1: Executive Succession Plan

Adopted March 22, 2019

The Governance Committee formally recommends that the SHLB Board of Directors votes to adopt the following Executive Succession Plan. This plan addresses SHLB's commitment to sustainability by ensuring continuous coverage of executive duties in the event the Executive Director position becomes vacant.

SHLB Executive Succession Plan

Introduction

SHLB is committed to sustaining a healthy and functioning organization. The Executive Director position is a vital element to SHLB's success. This plan reflects SHLB's Executive Succession Policy to ensure continuous coverage of executive duties, critical to the ongoing operations and SHLB's sustainability, by laying out different scenarios in which the Executive Director position becomes vacant. This plan ensures that the organization's leadership has adequate information and a strategy to effectively manage SHLB during an executive transition.

Plan Implementation

The Board of Directors authorizes the Board Chair to implement the terms of this succession plan in the event of the following types of absences: an unplanned short-term absence, a planned short-term absence, an unplanned permanent absence, and a departure defined absence.

The following steps will initiate this process:

- It is the responsibility of the Chief Operating Officer to immediately inform the Board Chair of an unplanned or emergency vacancy.
- It is the responsibility of the Executive Director to inform the Board of Directors of a short-term planned or permanent departure.
- After notification and as soon as possible, the Board Chair shall convene a meeting of the Executive Committee, including the Governance Committee Chair, to review and confirm the procedures prescribed in this plan and to implement or modify as needed.

Priority Functions of the Executive Director

The full Executive Director position description and the 2019-2021 Strategic Plan are attached to this plan. Among the duties listed in these documents, the following are considered to be key functions of the Executive Director and have a corresponding temporary staffing assignment.

The Board can change staffing assignments based on current staff capabilities and Board expertise. However, in the event, this plan is implemented and the assigned positions below are vacant or no longer available, the Executive Committee has the right to select other staff, board members or SHLB members to support each of the key functions.

Key Executive Director Duties	Temporary Staffing Assignments
Manage SHLB's programs and events	COO
Serve as the lead policy advisor	Board Policy Coordinator and Policy Group Chairs
Manage membership services and benefits	COO
Manage the organization's operations	COO
Ensure financial performance and viability	COO and Board Treasurer
Engage Board	Board Chair and COO
Be SHLB Spokesperson	Board Chair and COO

Succession Plan: Short-Term Planned and Short-Term Unplanned Departures

- Scenarios
 - A short-term planned absence is one in which it is expected that the Executive Director will return once the events causing the absence are resolved, such as a sabbatical.
 - A short-term unplanned departure is one that occurs unexpectedly and addresses absences associated with the Family and Medical Leave Act, bereavement leave, and jury duty (see SHLB employee handbook for details).
- Temporary Staffing Assignments to Address Vacancy
 - In the event of a short-term unplanned absence, the Board of Directors will review the temporary staffing assignments and have the authority to revise and reassign as needed.
 - The purpose of the temporary staff assignments is to ensure that SHLB business continues and that all key functions of the Executive Director will be handled until the Board can convene and implement the succession plan. No major policy position decisions or changes in SHLB operations and programs will occur during this time.
 - The Board will appoint a member of the Board to coordinate policy work. This position will work directly with SHLB policy group chairs.
- Appointing an Interim Executive Director
 - If the Executive Director departs for more than 30 days and no replacement will be or has yet been hired, the Board shall appoint an Interim Executive Director.

The Board shall follow these priorities when filling the Interim Executive Director position:

- The first position in line to be the Interim Executive Director is the COO.
- The second position in line is a current or previous Board Member, hired on a consulting basis.
- The third position in line would be a SHLB member, hired on a consulting basis.
- Authority and Restrictions of the Interim Executive Director
 - The Interim Executive Director shall have full authority for day-to-day decision making and independent action, just as the regular Executive Director would.
 - However, decisions shall be made in consultation with the Executive Committee regarding program changes, financial issues resulting in 10% budget fluctuations, and operations alterations. In addition, before any policy position decisions on behalf of the organization are made, the policy group chairs shall be consulted.
- Compensation
 - The Interim Executive Director compensation shall be determined by the Executive Committee taking into account the Interim Executive Director's length of service, experience, and expertise.
- Board Oversight and Support of the Interim Executive Director
 - The Interim Executive Director reports to the Board of Directors at Board meetings.
 - The Executive Committee will provide special support for the needs of the Interim Executive Director. They will convene for monthly reports.
- Communications Plan
 - Within 48 hours after an Interim Executive Director is appointed, the Board Chair and the Governance Chair shall meet with the Interim Executive Director and Communications Specialist to develop a communications plan including what kind of information will be shared and with whom.
 - As soon as possible, the Interim Executive Director shall implement the communications plan to announce SHLB's temporary leadership structure to members and key supporters.
 - The following chart identifies key supporters and the primary contact to facilitate communication.

Key Supporters	Communication POC	Timeline
Full Board	Board Chair	Within 24 hours
SHLB Staff	COO	Within 24 hours
SHLB Members	COO	Within 2 to 3 days

Major Donors	Board Chair and COO	Within 2 to 3 days
Public	COO	Within 1 week

Succession Plan- Unplanned Permanent Departure and Departure Defined

- Scenarios
 - An unplanned permanent absence is one in which it is determined that the Executive Director will not be returning to the position or is terminated based on the SHLB's termination policy in its employee handbook. In these scenarios, the Interim Executive Director will serve until the Search Committee and the Board hire a new Executive Director.
 - A departure defined plan is one in which the Executive Director informs the Board of his or her departure. In this scenario, the departing Executive Director will serve as the head of the organization until the new Executive Director is hired. The departing Executive Director will also participate in the transition process according to the transition plan.
- Executive Director Search and Selection Process
 - As soon as the Board determines that the Executive Director is leaving or is not returning, the Board will convene to begin the Executive Director search.
 - During the initial meeting the Board will:
 - Review the Executive Director job description, thinking about the emerging trends and future direction of SHLB.
 - Determine whether to use an Executive Search firm or advertise the position themselves.
 - Decide the selection timeline.
 - Select members of the search committee. The Board Chair and the Governance Committee Chair will serve on the search committee. Other committee members could be selected from policy group chairs, other Board members, and SHLB members.
 - During subsequent meetings the Board will:
 - Work with the search committee on the appropriate compensation package.
 - Hold interviews with the Search Committee's candidates.
 - Select the new Executive Director and communicate the new hire to SHLB staff, members, key stakeholders, and the public.
 - The Search Committee
 - The Search Committee will be small (around 5 to 7 members) and able to move quickly. It will handle the majority of the work associated with the Executive search. The committee will:
 - Post the advertisement or work with the Executive search firm.
 - Review incoming applications and select candidates to interview

- Conduct reference checks on candidates the committee will present to the Board.
 - Coordinate interviews with the Board
 - Recommend, for approval by the Board, a compensation package that will be offered to the candidate selected.
 - Design and provide an orientation for the new Executive Director.
- Role of the Departing Executive Director (if applicable)
 - The Governance Committee will determine the level of involvement of the outgoing Executive Director in the transition process of the new Executive Director.
 - If possible, the departed Executive Director should be accessible on a consulting basis as needed. During that time the departing Director will fully support the new hire and will:
 - Work with the staff to train the new Executive Director about SHLB's policy and procedures.
 - Introduce the new Executive Director to key funders, policy relationships, etc.

Approval and Maintenance of Record

- Plan Approval
 - This succession plan shall be approved initially by the Board of Directors.
 - Thereafter, annually, the Governance Committee shall review the plan and recommend amendments as needed.

Resolution 19-2: 2020 Board Appointees

(Approved October 17, 2019)

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, the following people are hereby appointed as directors of the SHLB Coalition. Their term will begin January 1, 2020 and conclude December 31, 2022.

Doug Casey

Connecticut Commission for Educational Technology



As Executive Director for the CT State Commission for Educational Technology (CET), Doug designs and manages strategic plans that ensure the successful integration of technology in Connecticut schools, libraries, universities, and towns. The CET oversees statewide programs such as its flagship research and education broadband network, the CEN. Doug's prior experience includes managing technology and security for a network of magnet schools that are helping to close the achievement gap between urban and suburban learners. He began his career as a middle school English teacher and brings a diversity of experience to every challenge — from managing online publications for the Smithsonian Institution to systems engineering for the U.S. House of Representatives and national security agencies. He holds a BA from the College of William & Mary, MA from Georgetown University, and MS from George Washington University. Outside of work, Doug enjoys time with family, mission work, and triathlons.

Elwood Downing

ELAE Enterprises, LLC



Elwood Downing has served as an executive, strategic leader for over 15 years, providing strategic leadership, technical consulting, and service engagement to organizations including public universities, private colleges, community colleges, K-12 organizations, research organizations, government, healthcare, and nonprofit organizations. Most recently, he served as the vice president for business development and community networks for Merit Network. Elwood has had tremendous success over the years and has served as a key contributor to the achievements of the organizations he's worked with. Elwood helped lead the communication and outreach effort for two ARRA NTIA/BTOP-funded projects that included more than 2,300 miles of fiber-optic network infrastructure, which was used to help create the K-12

Michigan statewide education network. Additionally, he has led efforts for SHLB membership growth and helps communities build networks, share resources, and promote economic development.

Elwood received his Bachelor of Arts in business administration, with a specialization in business information systems from Eastern Michigan University. Elwood has also served as Merit's liaison to the Merit Advisory Council, and as a member of the Internet2 U.S. UCAN Advisory Committee.

Larry Irving

Irving Group on behalf of ENA



Larry Irving is the President and CEO of the Irving Group, a consulting firm providing strategic advice and assistance to international telecommunications and information technology companies, investors, philanthropies and nonprofit organizations. From September 2009 to July 2011, Larry served as vice president for global government affairs for the Hewlett-Packard Company, the world's largest technology company. Prior to founding the Irving Group in 1999, Larry served for almost seven years as Assistant Secretary of Commerce for Communications and Information and Administrator of the National Telecommunications and Information Administration (NTIA), where he was a principal advisor to the president, vice president and secretary of commerce on domestic and international telecommunications and information technology issues. Larry was one of the principal architects and advocates of the

Clinton Administration's telecommunications and Internet policies, and was a point person in the Clinton Administration's successful efforts to reform the United States telecommunications law, resulting in passage of the most sweeping change in America's telecom policy framework in 60 years. Larry is widely credited with coining the term "digital divide," and sparking global interest in the issue. In large part due to his work to promote policies and develop programs to ensure access to advanced telecommunications and information technologies, Larry was named one of the fifty most influential persons in the 'Year of the Internet' by Newsweek Magazine.



Resolution 19-3: 2020 SHLB Board Officers

(Approved December 12, 2019)

RESOLVED, that the following persons are to serve the offices indicated next to their names for the 2020 one-year term, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition. They are to take their respective offices starting January 1, 2020.

Chairman: Eric Brown, Washoe County, NV

Vice Chairman: Rachelle Chong, Law Office of Rachelle Chong

Treasurer: Elwood Downing, ELAE Enterprises

Secretary: Debra Kriete, SECA

RESOLVED FURTHER, that the officers of this organization have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.



Resolution 20-2: Operating Reserve Policy

(Approved February 21, 2020)

RESOLVED: That the SHLB Coalition adopts the following policies for creating and administering a dedicated operating reserve fund to promote the long-term stability and future success of the Coalition.

PURPOSE

The purpose of the Operating Reserve Policy for the SHLB Coalition is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses. The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. The Operating Reserve Policy will be implemented in concert with the other governance and financial policies of SHLB and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans.

DEFINITION AND GOALS

The Operating Reserve Fund is defined as a designated fund set aside by action of the Board of Directors. SHLB's goal is to have an Operating Reserve Fund that is equal to six months of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, office, travel, program, and ongoing professional services.

ACCOUNTING FOR RESERVES

The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating Reserve. The Fund will be funded and available in cash or cash equivalent funds. Operating Reserves will be commingled with general cash in the savings account of the organization. The SHLB staff is not permitted to access funds in the Operating Reserve without specific approval from the Board of Directors in advance. The SHLB accountant will inform SHLB staff if the savings account amount is drawn down near the amount of the Operating Reserve Fund to ensure that the Operating Reserve funds are not unintentionally used.

FUNDING OF RESERVE

The Operating Reserve Fund will be funded with surplus unrestricted operating funds or other funds. The Board of Directors may from time to time direct that a specific amount of revenue be set aside for Operating Reserves. Examples may include one-time gifts or bequests, special grants, or special appeals. The amount of the funding allocated to the Dedicated Operating

Reserve is calculated each year in early February, after approval of the annual budget, the closing of the previous year's accounting, and the first-month collection of SHLB membership dues. SHLB staff recommends the amount to the Board for its approval.

USE OF RESERVES

Use of the Operating Reserves requires three steps:

1. Identification of appropriate use of reserve funds.

The Executive Director and Chief Operating Officer and Treasurer will identify the need to access the reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

2. Authority to use operating reserves.

The Executive Director will submit a request to use Reserves to the Board of Directors. The request will include the analysis and determination of the use of funds and plans for replenishment. SHLB's goal is to replenish the funds used within twelve months to restore the Reserve Fund to the target minimum amount. If the use of Reserves will take longer than 12 months to replenish, the request will be scrutinized more carefully. The Board of Directors will approve or modify the request and authorize transfer from the fund.

3. Reporting and monitoring.

The Chief Operating Officer and accountant are responsible for ensuring that the Reserve Funds are maintained and used only as described in this Policy. The Executive Director and Chief Operating Officer will provide regular reports to the Board of Directors of progress to restore the Fund to the target minimum amount.

REVIEW OF POLICY

This Policy will be reviewed every three years, at minimum, by the Board Treasurer and SHLB staff, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended to the Board of Directors.



Resolution 20-3: 2021 Board Appointments

Approved October 15

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, the following people are hereby appointed as directors of the SHLB Coalition. Their term will begin January 1, 2021 and conclude December 31, 2023.

First Term Appointments

Cathy Cruzan

Funds for Learning



Cathy Cruzan serves as the President of Funds For Learning specializing in E-rate consultancy for schools, libraries and state consortiums. Cathy began her work assisting schools and libraries in 2000 and has continued to do so for 20 years. Her work through Funds For Learning supports broadband connectivity at anchor institutions serving students and library patrons at over 12,000 sites across the United States. Cathy is an E-rate subject matter expert who provides regulatory training to schools and libraries regarding high-speed broadband and other technology-related initiatives. As President of Funds For Learning, Cathy oversees the collection of E-rate data used to assess the efficacy of the program and provides a wealth of information to state consortia groups, schools, libraries and stakeholders participating in the E-rate program. Cathy holds a B.A. from the University of Central Oklahoma, a M.S. in Management from Southern Nazarene University and a Master of Public Administration from the University of Oklahoma.

Karen Goff

West Virginia Library Association



Karen Goff is the Executive Director of the West Virginia Library Commission. Previous positions at the Commission include Director of Reference, Director of Library Services, and Director of Library Development. The Library Commission has a long-term commitment to providing and supporting technology in the state's

public libraries. Special projects she has coordinated include the relocation of the WVLC Reference collection from a small suburban office building to a multimillion dollar facility in the Capitol Complex and development and presentation of workshops on various topics including reference skills, trustee responsibilities, mysteries of the Library Commission Administrative Rule, and online database searching. She is an active member of COSLA (Chief Officers of State Library Agencies) and WVLA (West Virginia Library Association). She has served WVLA in several capacities including President and currently, perpetual member of the Legislative and Constitution and Bylaw committees. A firm believer in the community and civic roles of libraries, she has served on the board of the West Virginia Center for Civic Life for many years. She earned her Master of Library Science at the University of Pittsburgh.

Kim Klupenger

OCHIN



Kim has over 30 years of experience in healthcare, IT, and operations. Her telecommunications experience started in 2009 with the initial founding of Oregon Health Network for which upon receiving \$22m from the RHCPP program, she and her team completed 267 implementations of scalable broadband to hospitals, clinics and community colleges. In 2013, Kim merged OHN with OCHIN, a non-profit organization providing hosted EMR and

technical support services to FQHC's, and since then has been largely responsible for growing the organization from \$22m annually to \$96m in 2020. In 2016 OCHIN acquired California Telehealth Network thereby growing OCHIN's telehealth membership to just under 500 organizations. CTN also is the TRC (Telehealth Resource Center) for the state of California, leveraging HRSA funding to support telehealth technical assistance. Kim is currently the CXO for OCHIN and President of CTN and is the executive sponsor for all broadband and telehealth services for the organization in addition to membership and revenue growth and account management. She sits on the Epic Connect Advisory Board and the senior executive team at OCHIN.

Angela Siefer

National Digital Inclusion Alliance



Angela Siefer is the Executive Director of the National Digital Inclusion Alliance. Angela has been working in the field we now call digital inclusion since 1997. From physically setting up computer labs in underserved areas and managing local digital

inclusion programs to consulting for the US. Department of Commerce and testifying before Congress, Angela develops national strategies and solutions from the ground up. In 2015, Angela helped found the National Digital Inclusion Alliance, a unified voice for home broadband access, public broadband access, personal devices and local technology training and support programs. Government Technology Magazine named Angela one of their Top 25 Doers, Dreams, and Drivers of 2019.

Second Term Appointments

Paula Boyd, Microsoft Corporation

Rachelle Chong, Law Offices of Rachelle Chong

Deb Kriete, SECA



Resolution 20-4: 2021 SHLB Board Officers

Approved December 16, 2020

RESOLVED, that the following persons are to serve the offices indicated next to their names for the 2021 one-year term, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition. They are to take their respective offices starting January 1, 2021.

Chairwoman: Rachelle Chong, Law Office of Rachelle Chong

Vice Chairwoman: Cindy Aden, University of Washington iSchool

Treasurer: Elwood Downing, ELAE Enterprises

Secretary: Debra Kriete, SECA

RESOLVED FURTHER, that the officers have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.



Resolution 21-1: Membership Approval Resolution

RESOLVED, that Resolution 16-2 approved on February 25, 2016, at a SHLB board meeting is hereby rescinded. The Board hereby resolves that the SHLB staff shall process membership applications consistent with the SHLB by-laws, which call for the Board of Directors to make the final decision on membership applications.



Resolution 21-2: Appointment of Julia Fallon as a Director of the SHLB Board

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, Julia Fallon is hereby appointed as a director of the SHLB Coalition. She fills Doug Casey vacant seat and will serve out the remainder of his board term.



Biography:

Julia Fallon is the Executive Director of the State Educational Technology Directors Association (SETDA), where she works with U.S. state and territorial digital learning leaders to empower the education community to leverage technology for learning, teaching, and school operations. Involved with learning technologies since 1989, her professional interest lies in making the case for public school systems wherein educators are able to optimize technology-rich learning environments to equitably engage the learners who fill their classrooms.

Prior to joining SETDA as the executive director in 2021, Julia worked for Washington state's K-12 education agency, the Office of Superintendent of Public Instruction (OSPI) as the Title II, Part A Program Lead, where she provided operational leadership and oversight of the federal program designed to improve the quality of instruction and administration. In her previous role as the state's Technology Integration Program Manager, she streamlined strategic planning for districts, championed robust professional learning programming for educators, and advocated for smart, flexible network policies. Representing Washington, she was a longtime SETDA state member and had been instrumental in the leadership of the organization as a member of the Board of Directors serving in various board positions including board chairman.

Julia holds a master's degree in educational technology from Pepperdine University and a bachelor's degree in business education from New York University. She was the 2019 recipient of the SETDA State Leader of the Year award, and was also a recipient of the International Society for Technology in Education (ISTE) Making IT Happen and the Northwest Council for Computer Education (NCCE) President's awards.



Resolution 21-3: 2022 Board Appointments

Approved October 28, 2021

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, the following people are hereby appointed as directors of the SHLB Coalition. Their second term will begin January 1, 2022 and conclude December 31, 2024.

Cindy Aden, The Information School at the University of Washington

Erik Heinrich, CommScope

Melissa Slawson, GeoLink



Resolution 21-4: 2022 SHLB Board Officers

Approved December 15, 2021

RESOLVED, that the following persons are to serve the offices indicated next to their names for the 2022 one-year term, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition. They are to take their respective offices starting January 1, 2022.

Chairwoman: Rachelle Chong, Law Office of Rachelle Chong

Vice Chairwoman: Cindy Aden, University of Washington iSchool

Treasurer: Elwood Downing, ELAE Enterprises

Secretary: Debra Kriete, State E-rate Coordinators' Alliance (SECA)

RESOLVED FURTHER, that the officers have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.



Resolution 22-1: Amendment of SHLB Overhead Policy When Seeking Financial Support

RESOLVED to rescind Resolution 20-1 and adopt Resolution 22-1 as the new SHLB overhead policy.

Current policy states:

That the overhead rate is determined at the beginning of the fiscal year using the information from the previous year's end-of-year profit and loss statement. The overhead is calculated by taking the G&A expenses, adding the G&A salaries and fringe, and dividing it by the total expenses.

Proposed changes:

That the overhead rate is determined by using the information from the current year's budget.

Once adopted, the resolution will state:

That the overhead rate is determined by using the information from the current year's budget. The overhead is calculated by taking the G&A expenses, adding the G&A salaries and fringe, and dividing that sum by the total expenses.

$$\text{Formula: } \frac{\text{G\&A} + \text{G\&A Salaries and Fringe}}{\text{Total Expenses}}$$

The overhead rate is calculated by the accountant and chief operating officer and approved by the executive director. The overhead rate is presented as a percentage. It is updated annually and reported to the Board at the first Board Meeting of the year. Discussion of the annual overhead rate will be reflected in the Board Meeting minutes. SHLB will refer to this overhead rate when seeking financial support.



Resolution 22-2: Appointment of Lauren Moore as a Director of the SHLB Board

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, Lauren Moore is hereby appointed as a director of the SHLB Coalition. She fills Karen Goff's vacant seat and will serve out the remainder of her board term.



Biography:

Lauren Moore has served in various leadership positions at public libraries and library systems throughout her career. As the Assistant Commissioner for Libraries and New York State (NYS) Librarian at the New York State Education Department, she leads the operations of the NYS Library and its statewide services, including the Regent Joseph E. Bowman Research Library, the New York State Talking Book and Braille Library, and the Division of Library Development. She has oversight

responsibility for a \$13 million operating budget, 100 employees, over 20 million collection items, and more than \$100 million in state and federal aid to libraries.

Prior to her current role, she served as the executive director of the Pioneer Library System where she led the development of 42 small and rural libraries in Ontario, Wayne, Wyoming, and Livingston Counties by coordinating shared services. She previously served as the assistant director of the Pioneer Library System and the deputy director of the Southern Tier Library System. She has also served in leadership positions for various library professional organizations as well as for local, regional, and statewide community service groups, including the New York State Complete Count Commission that was created to help direct the State's efforts in the 2020 Census.

Lauren earned her Master of Library and Information Sciences degree from the University of Pittsburgh. She also holds a Bachelor of Arts degree in English from Rutgers University.



Resolution 22-4: 2023 SHLB Board Officers

RESOLVED, that the following persons are to serve the offices indicated next to their names for a term of two years, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of the SHLB Coalition. They are to take their respective offices starting January 1, 2023.

Chair: Cindy Aden, University of Washington iSchool

Vice Chair: Phil Neufeld, Fresno Unified School District

Treasurer: Cathy Cruzan, Funds for Learning

Secretary: Melissa Slawson, GeoLinks

RESOLVED FURTHER, that the officers have reviewed the job descriptions associated with his or her position and agree to carry out the specified responsibilities and duties.



Resolution 23-1: 2023 SHLB Board Officers Election Process

Adopted by the SHLB Board at the February 15, 2023 SHLB Board meeting.

RESOLVED, that Article 4 of the SHLB Coalition by-laws are amended to read as follows:

ARTICLE 4. OFFICERS

4.1 Number. The officers of the SHLB Coalition shall be a Chairperson, Vice-Chairperson, Secretary and a Treasurer, each of whom shall be elected by a majority of the Board Directors in office. Other officers as may be deemed necessary may be elected or appointed by the Board; such officers and assistant officers to hold office for such period have such authority and perform such duties as may be provided by resolutions of the Board. Any two or more offices may be held by the same person, except the offices of Chairperson, Vice Chairperson, and Treasurer.

4.2. Election and Term of Office. The term of office for any officer position is two years, and officers may stand for election for subsequent terms, until their service on the Board is completed. The Board will vote every two years, in the first meeting of the new year, for new officers needed to fill empty positions. The exception is for the Board Chairperson position, which will be assumed by the standing Vice Chairperson. In the absence of a Vice Chairperson, the Board Chairperson's position will be subject to election by the Board.

4.3 Resignation. Any officer may resign at any time by delivering written notice to the Chairperson, the Treasurer, or the Board.

4.4 Removal. Any officer or agent elected or appointed by the Board may be removed by a vote of a majority of the Board Directors in office whenever in their judgment the best interests of the SHLB Coalition would be served thereby, but

such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board for the unexpired portion of the term.

4.6 Chairperson. The Chairperson shall be an officer of the SHLB Coalition, shall oversee all of the assets, business and affairs of the SHLB Coalition. The Chairperson shall set the agenda of Board meetings and shall preside over all Board meetings unless he/she designates another Board member to preside. The Chairperson shall supervise the process of selecting and reviewing the performance of the Executive Director by the Board.

4.7 Vice-Chairperson. The Vice-Chairperson will be an officer of the Corporation, assisting the Chairperson in the leadership of the organization, and such other duties as from time to time may be assigned by the Chair or by the Board. The Vice Chairperson will assume the role of Chairperson when the Chairperson is unavailable or if the Chairperson's term is completed.

4.8 Secretary. The Secretary will be an officer of the SHLB Coalition, and shall oversee the production of minutes, the maintenance of the By-Laws and policies and such other duties as from time to time may be assigned by the Chair or by the Board.

4.9 Treasurer. The Treasurer shall be an officer of the SHLB Coalition, shall oversee the financial operations of the SHLB Coalition and shall supervise the staff's administration of such financial operations. If required by the Board, the Treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

4.10 Salary and Expenses. The officers may receive compensation for their services as adopted by resolution of the Board. Officers may be reimbursed for their expenses of service to the SHLB Coalition. No loans shall be made by the SHLB Coalition to its officers.



Resolution 23-2: Appointment of Kathryn O'Connor as a Director of the SHLB Board

The SHLB Coalition Board of Directors took the following official action without a meeting pursuant to Section 3.17 of the Bylaws and pursuant to Board Resolution 16-3:

BE IT THEREFORE RESOLVED, Kathryn O'Connor (Kitty) shall become a Director of the SHLB Board effective immediately upon adoption of this Resolution through December 31, 2025.

Biography



Kitty O'Connor serves as ENA by Zayo's General Counsel and is a strategic leader for legal and regulatory initiatives across the company. She advocates for ENA as an active participant in the E-rate and Rural Health Care programs at the Federal Communications Commission. Kitty's dedicated work and expertise with USAC and the FCC has helped navigate complex appeals and approvals; resulting in the successful funding for key technology programs for customers such as school districts and healthcare institutions across the nation. Kitty is licensed to practice in the District of Columbia and Tennessee. She is a member of the following associations: The American Bar Association; the Federal Communications Bar Association; The Tennessee Bar Association; and trained as a Rule 31 Mediator. Prior to ENA, Kitty worked at Samsung North America in California and New Jersey on the Strategic Planning Team and at Caesars Entertainment in Las Vegas on the Government Relations and Corporate Responsibility Team.

the Federal Communications Bar Association; The Tennessee Bar Association; and trained as a Rule 31 Mediator. Prior to ENA, Kitty worked at Samsung North America in California and New Jersey on the Strategic Planning Team and at Caesars Entertainment in Las Vegas on the Government Relations and Corporate Responsibility Team.

Resolution 23-3: Board Members by Appointment and Election (Updates Resolution 16-3)

The SHLB Board of Directors hereby adopts this resolution as recommended by the SHLB Governance Committee to replace Resolution 16-3 regarding the election and appointment of individuals to the SHLB Board of Directors.

Board Member by Appointment

The Governance Committee will meet in the spring of each year and use a matrix of Board attributes to identify a targeted list of appointees for open Board seats the following year. At the second quarter Board Meeting the Board will discuss and revise the list of potential appointees as presented by the Governance Committee.

After the second quarter Board Meeting, the Board of Directors and the Executive Director will actively recruit from the approved list of targeted appointees. During this process the Executive Director will keep the Governance and Executive Committees apprised of the recruitment process.

At the third quarter Board Meeting, the Governance Committee will formally present the slate of appointees to the Board for vote. After the vote, the potential appointees become "Board Members Elect" until the beginning of the next calendar year when their first term as a Board member will begin.

All Board Members Elect will be invited to attend the fourth quarter Board meeting as observers and for orientation but will not have any voting rights until seated as a Board Member at the first Board meeting of the following year.

Board Member by Election

Each year two Board seats are open to SHLB members by election. One seat must be for a staff member of an anchor institution. A person can run for the Board seat if his or her organization is a SHLB member in good standing. A member in good standing is from a member organization that has been a SHLB member for at least one year and that has no outstanding dues payments. The elected Board seats will have the same terms and responsibilities as appointed board seats. As all members, an elected Board member will serve no more than the maximum number of years as stated in the SHLB By-Laws.

The election takes place every year between the third and fourth quarter Board meetings. SHLB members who are interested in running for the elected seat must either be nominated or endorsed by at least one other SHLB member. Candidates must send SHLB staff a biography to be sent out with the online ballot. After they have collected the names of the candidates, SHLB staff sends a ballot out to all full SHLB members.



Voting begins as soon as the ballot is sent, and full SHLB members have two weeks from the date they receive the ballot to fill it out. Each member can complete one voter ballot per organization. Members vote via an online ballot system and can vote for two people on the slate. After the voting closes, the Governance Committee will count the votes and announce the two candidates with the highest numbers of votes. After the vote, the winners become "Board Members Elect" until the end of the year.

The Board Members Elect are invited to attend the fourth quarter Board meeting where they will be formally approved by the Board of Directors. The Board Members Elect have no voting rights until the first quarter meeting of the following calendar year when their terms begin.



Resolution 24-1: Board Officers Slate

RESOLVED that pursuant to the provisions of the Schools, Health & Libraries Broadband (SHLB) Coalition's Bylaws, the following people are hereby appointed as officers of the SHLB Coalition Board of Directors. Their two-year term will begin January 1, 2025 and conclude December 31, 2026.

1. Board Chair
 - a. Phil Neufeld
 - b. Stepping into Chair role from Vice Chair role per bylaws
2. Board Vice Chair:
 - a. Lauren Moore
3. Board Secretary
 - a. Beverly Sutherland
4. Board Treasurer
 - a. Cathay Cruzan
 - b. Serving a second term in this role

Philip Neufeld



Philip Neufeld has served in technology and board leadership roles in healthcare, agriculture, and economic development. He left private industry to work for Fresno State with more than 25,000 students, and then joined Fresno Unified School District (USD), with 72,000 students. Phil's leadership roles in education include core infrastructure, enterprise services, co-leading a personalized learning initiative with over 1,000 teachers, and co-leading a global learning analytics collaborative facilitated by Microsoft. To support modern learning in and beyond the classroom, Philip recently rolled out dark fiber rings for the WAN and private LTE to support learning from home for Fresno USD students. He shapes educational ecosystems to better prepare and empower

students with knowledge, skills, dispositions, and agency to choose their #AsYetImagined futures. Philip received an M.B.A. and Ed. D. from California State University, Fresno.

Lauren Moore

Lauren Moore has served in various leadership positions at public libraries and library systems throughout her career. As the Assistant Commissioner for Libraries and New York State (NYS) Librarian at the New York State Education Department, she leads the operations of the NYS Library and its statewide services, including the Regent Joseph E. Bowman Research Library, the New York State Talking Book and Braille Library, and the Division of Library Development. She has oversight responsibility for a \$13 million operating budget, 100 employees, over 20 million collection items, and more than \$100 million in state and federal aid to libraries.



Prior to her current role, she served as the executive director of the Pioneer Library System where she led the development of 42 small and rural libraries in Ontario, Wayne, Wyoming, and Livingston Counties by coordinating shared services. She previously served as the assistant director of the Pioneer Library System and the deputy director of the Southern Tier Library System. She has also served in leadership positions for various library professional organizations as well as for local, regional, and statewide community service groups, including the New York State Complete Count Commission that was created to help direct the State's efforts in the 2020 Census.

Lauren earned her Master of Library and Information Sciences degree from the University of Pittsburgh. She also holds a Bachelor of Arts degree in English from Rutgers University.

Beverly Sutherland

Beverly Sutherland is the President and CEO of EdTechnologyFunds, a consulting firm that provides E-rate program and technology infrastructure support to schools and libraries

nationwide. Ms. Sutherland is a member of the Board of Directors for Schools, Healthcare & Libraries Broadband Coalition (SHLB). SHLB is one of the leading national champions for open, affordable broadband for community anchor institutions.



EdTechnologyFunds has contributed to the statewide effort to connect CA libraries to the California Research and Education Network (CalREN). Prior founding EdTechnologyFunds, Beverly held senior level positions in Product Marketing at Lucent Technologies and software engineering at Hughes-JVC.

During her tenure at Lucent Technologies' Microelectronics Group from 1992 to 2000, Beverly led worldwide product launches for various modem chipsets and oversaw the integration of WiFi chipsets into laptop devices for several strategic accounts.

As a software engineer at Hughes-JVC, Beverly was responsible for the DSP and controller code development for HD projectors. Beverly was awarded a patent for contributions to the automatic correction of mis-converged of images in a video projection system during this time.

Beverly has previously served as President of the UC San Diego Chapter of the National Society of Black Engineers (NSBE) where she assisted in creating programs that promoted STEM education to local students.

Beverly received her Bachelor of Science from University of California, San Diego and an MBA from Rutgers University.

Cathay Cruzan

Cathy Cruzan is the President of Funds For Learning LLC, an E-rate consultancy and software services firm supporting schools, libraries and state consortiums. Her work through Funds For Learning enables broadband connectivity at anchor institutions serving students and library patrons at over 12,000 sites across the United States. As president, Cathy is also responsible for overseeing the firm's business activities, including sales, marketing, business development, finance and human resources. In managing the firm's core consulting business, she monitors and directs the ongoing development of the proprietary, web-based tools that the firm and its software-license holders use for federal regulatory compliance purposes. Cathy is an E-rate subject matter expert who provides regulatory training to schools and libraries regarding high-speed broadband and other

technology-related initiatives. Cathy mentored a PEACE THROUGH BUSINESS® student in 2018 and fell in love.





Resolution 25-1: Emeritus Appointment

Resolved, the Board establishes an advisory position titled *Emeritus Board Member* for a term beginning January 1, 2026, through December 31, 2026. The appointee shall have no voting rights or fiduciary duties of a director. The role is advisory only and subject to SHLB policies, including the Conflict-of-Interest Policy.

Further Resolved, the Board appoints John Windhausen to this role to provide counsel to the Chair, Executive Committee, and Executive Director on broadband policy, funding, partnerships, and strategic initiatives. The appointee shall have a standing invitation to attend Board meetings at the Chair's discretion, without voting rights.

Further Resolved, staff shall record this appointment in the minutes and obtain the appointee's signed Conflict-of-Interest Policy acknowledgement.