



Lehigh Valley Public Telecommunications Corporation (“LVPTC”) BOARD OF DIRECTORS MEETING

Monday, January 29, 2024, at 1:00 p.m. Hybrid Meeting

DIRECTORS PRESENT:

Mr. Michael S. Keim, *Chair*
Mr. Luis E. Campos
Mr. Todd P. Donnelly
Ms. Elizabeth S. Duane
Mr. Timothy S. Fallon
Ms. Tinku Khanwalkar
Ms. Lucindalea B. McCarthy*
Mr. Imtiaz Patel*
Mr. Laks Srinivasan
Mr. David W. Willard*
Dr. Christopher S. Wolfel*
Ms. Susan C. Yee

STAFF PRESENT:

Ms. Julie Brinker
Mr. Stephen Budihas
Ms. Andrea Cummis
Mr. Yoni Greenbaum
Ms. Cari Kozicki
Ms. Jean S. Magilton
Mr. Art Troccoli
Ms. Tracey Werner
Mr. James Wieggers

**Via Zoom*

I. Welcome and Introductions

Ms. Yee called the meeting to order at 1:01 p.m. and noted there was a quorum. Ms. Yee introduced two new Board members: Mr. Imtiaz Patel and Dr. Christopher Wolfel.

II. Approval of Minutes

Ms. Yee asked for the minutes to be amended. Under the Finance Committee section, the wording of: “no use of the Line of Credit can be made without the approval of the Board Chair and Treasurer” be changed to: “Board Chair OR Treasurer”. Mr. Fallon made the motion to approve the amended minutes. Upon the second by Mr. Srinivasan, the motion carried, and the Board unanimously approved the minutes from November 2023.

III. Elections

Ms. Yee shared that today, the Board will be voting on Class 1 Directors, whose term will end on December 31, 2026:

- Class 1 Directors: January 2024 – December 2026:
 - Mr. Timothy S. Fallon
 - Mr. Imtiaz Patel
 - Ms. Tinku Khanwalkar, Esq.
 - Dr. Christopher Wolfel

Mr. Keim made a motion to elect the Class 1 Directors; Mr. Campos seconded the motion. The motion was unanimously carried, and the Board elected the Class 3 Directors.

This year will also have a change in the Board Officers.

- Proposed Slate of Officers – 2024
 - Chair: Mr. Michael S. Keim
 - Vice Chair: Mr. Laks Srinivasan
 - Treasurer: Mr. Luis E. Campos
 - Secretary: Ms. Tinku Khanwalkar, Esq.

Mr. Fallon made a motion to approve the Proposed Slate of Officers for the Board; Mr. Donnelly seconded the motion. The motion was unanimously carried, and the Board elected these officers.

As Ms. Yee exited as Board Chair, she thanked everyone and welcomed Mr. Keim as new Board Chair. Mr. Fallon thanked Ms. Yee, who had provided a lot of strong leadership in her role. Mr. Keim also thanked Ms. Yee and welcomed our new Board members. Mr. Keim said that an important goal in his role as Chair is to maintain the organization's investment fund. Mr. Keim told the Committee Chairs that he will be meeting with them shortly to look at their committee's future meeting schedules.

Mr. Fallon shared a presentation showing our new Board Committee Chairs:

- Executive Committee Chair: Mr. Michael S. Keim
- Audit and Risk Committee Chair: Ms. Tinku Khanwalkar, Esq.
- Finance Committee Chair: Mr. Luis E. Campos
- Corporate Governance and Nominating Committee Chair: Ms. Sue Yee
- Technology Committee Chair: Mr. Laks Srinivasan
- Investment Committee Chair: Mr. Michael S. Keim
- Community Cultivation and Engagement Committee Chair: Mr. Todd P. Donnelly
- Content and Education Committee Chair: Ms. Lucindalea B. McCarthy
- Community Advisory Board Committee Chair: Father James Greenfield.

IV. Content and Education Committee

Mr. Willard shared that Ms. McCarthy has taken over for Chair of the Content and Education Committee. Mr. Willard wanted to update the Board that there will be a new strategy to be developed for this committee in the new year.

V. Community Cultivation and Engagement Committee

Mr. Donnelly said that the Community Cultivation and Engagement Committee has been doing well. Ms. Brinker shared that the Good Neighbor Awards Committee has been set up. There is also a CEO Summit event on February 28, 2024, in which Board members are welcome to attend. Mr. Donnelly mentioned that he would like this committee to be more visible in the public eye, and to attend more community events.

VI. Technology Committee

Mr. Srinivasan stated that as Chair of the Technology Committee, he has begun a process at the organization to facilitate the digital world as being a main focus. The committee will begin to work on a transformation planning exercise. Ms. Khanwalkar asked if the company vision needs refinement, Mr. Srinivasan said that is part of the exercise.

VII. Corporate Governance and Nominating Committee

Ms. Yee thanked Ms. Musselman for her serving as prior Board Chair. Ms. Duane shared that not only were the Committee Charters revised, but the company bylaws were as well. Outside counsel had also reviewed the bylaws. Mr. Fallon also sent the bylaws to Board members ten days before this meeting, as was required.

Mr. Fallon made the motion to approve the bylaws; Ms. Yee seconded. The motion was carried, and the Board unanimously approved the updated bylaws.

VIII. Finance Committee

Mr. Fallon began the discussion by saying the Board needs to have an affirmation of our audit. Mr. Campos made the motion to approve the audit; Ms. Khanwalkar seconded. The motion was carried, and the Board unanimously approved the audit.

Mr. Troccoli shared his screen to show the reports that were presented in the most recent Finance Committee meeting, which was the previous Thursday.

IX. Investment Committee

Mr. Keim said that he believed that paying down the Line of Credit was a very decision; the organization is holding on with the investment value which is good news. The Investment Committee will be meeting next week on February 5.

X. Organizational Updates

Mr. Greenbaum shared a presentation showing the January metrics for *LehighValleyNews.com*:

- Page Views: 801,000
- Unique Visitors: 258,202
- Time on Site: 1:22
- Content Created: 267
- Registered Users: 1,244.
- Gender Distribution: Male 33.54%, Female 66.46%
- Age Distribution: Ages 55.64 at the highest percentage of 32.15%.

Mr. Greenbaum announced that the Real Estate section was going live.

Regarding PBS39, the marketing platform Bento will be discontinued and the new platform to be used is named Brightspot, which would integrate other platforms being used in the organization.

Mr. Greenbaum introduced the new Director of Marketing, Ms. Tracey Werner.

XI. Board Information

Mr. Fallon asked for a motion to reaffirm our Conflict of Interest and our Diversity policies. Ms. Khanwalker made the motion; Mr. Srinivasan seconded. The motion carried, and the Board unanimously reaffirmed both the Conflict of Interest and Diversity policies.

Mr. Fallon shared that four Board members have retired from the Board as of today. Mr. Fallon called for a single motion to approve the retirements of Ms. Elizabeth Duane, Mr. John Eureyecko, Ms. Jamie Musselman, and Mr. Gregory Paul. Mr. Keim made the motion; Ms. Yee seconded. The motion carried and the Board unanimously approved the retirement of Ms. Elizabeth Duane, Mr. John Eureyecko, Ms. Jamie Musselman, and Mr. Gregory Paul.

XII. Team Members

Since the last Board meeting in November 2023, there have been a few changes in the organization's team members.

- Ms. Laura Hamel, HR Director, has retired.
- Mr. Kit Fox, Membership Director, left the organization.
- Ms. Tracey Werner was hired as Marketing Director.
- Mr. Stephen Budihas was hired as HR Director.
- Mr. James Wieggers was hired as Vice President of Sales.

XIII. Old Business

No old business.

XIV. New Business

No new business.

XV. Public Comments

No public comments.

XVI. Adjournment

Mr. Keim made the motion to adjourn the Public Session, and Mr. Fallon seconded. The Board unanimously approved. The Public Session of the LVPTC Board meeting was adjourned at 2:36 p.m. The Board then met in Closed Session.

Minutes prepared by: Jean S. Magilton