



Board of Directors

Briefing Book

Thursday, December 30, 2021

12:00 p.m. - 12:30 p.m. Eastern Time

Virtual Meeting - Available For Public Use

Universal Service Administrative Company

700 12th Street NW, Suite 900

Washington, D.C. 20005

**Universal Service Administrative Company
Board of Directors
Meeting Agenda**

<p>Thursday, December 30, 2021 12:00 p.m. –12:30 p.m. ET Virtual Meeting USAC Offices 700 12th Street, N.W., Suite 900 Washington, D.C. 20005</p>
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ACTION ITEMS <i>Open Session</i>		<i>Estimated Duration in Minutes</i>
Chair	a1. Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees	5

ACTION ITEMS <i>Executive Session Recommended – Confidential</i>		<i>Estimated Duration in Minutes</i>
Chris	a2. Consideration of a Contract Modification for Affordable Connectivity Program Call Center Services	5

**Universal Service Administrative Company
Board of Directors Meeting**

ACTION ITEM

**Election of Members to the USAC Board of Directors and
Appointment of Members to Programmatic Committees**

Action Requested

This action item addresses the election of seven members to the USAC Board of Directors (Board), pursuant to Federal Communications Commission (FCC) regulations and USAC's corporate By-laws, and to committees by virtue of the constituencies that such Board members represent.

Discussion

Article II, Section 4 of the USAC By-laws provides the following concerning nomination and election of Board members:

NOMINATION AND ELECTION OF BOARD MEMBERS. Nomination and selection of the Board (except for the Chief Executive Officer) shall be conducted and annual elections of successors to members whose terms are expiring shall be held pursuant to 47 C.F.R. § 54.703(c). Upon selection of the new director(s) by the FCC Chairperson, the Board will elect such director(s). In accordance with 47 C.F.R. § 54.703(d), if a Board member (other than the Chief Executive Officer) vacates his or her seat prior to the completion of his or her term, the Board will notify the FCC [Wireline Competition] Bureau Chief of such vacancy, and a successor will be chosen to serve the remaining term of the vacating director in accordance with the nomination and selection process in 47 C.F.R. § 54.703(c). The member selected by the FCC Chairperson to fill the vacated Board seat will be elected by the Board members.¹

In a Public Notice dated December 23, 2021 (DA 21-1640), FCC Chairwoman Rosenworcel selected seven Board members, as set forth in the Table below. FCC rules (47 C.F.R. § 54.705) and the USAC By-laws, Article II, automatically designate committee assignments for certain Board members by virtue of the constituency they represent. The Table below shows such automatic committee assignments for the seven directors, where applicable.

¹ USAC By-laws, Article II, § 4.

Name	Representing	Automatic Programmatic Committee Appt.	Term End - 12/31
Alan J. Buzacott	Representative for interexchange carriers with annual operating revenues of more than \$3 billion		2024
Brent Fontana	Representative for rural health care providers that are eligible to receive supported services pursuant to section 54.601 of the Commission's rules	Rural Health Care	2024
Sarah Freeman	Representative for state telecommunications regulators	High Cost & Low Income Rural Health Care	2024
Kenneth F. Mason	Representative for incumbent local exchange carriers (non-Bell Operating Companies) with more than \$40 million in annual revenues		2024
Julie Tritt Schell	Representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission's rules	Schools & Libraries	2024
Olivia Wein	Representative for information service providers		2024
Indra Sehdev Chalk	Representative for commercial mobile radio service providers	High Cost & Low Income	2022

RESOLVED, that the USAC Board of Directors, having received the selections from the Chairwoman of the FCC pursuant to 47 C.F.R. § 54.703(c)(3) and pursuant to Article II, § 4 of the USAC By-laws, hereby elects to the USAC Board of Directors effective January 1, 2022:²

- Alan J. Buzacott for a term expiring on December 31, 2024;
- Brent Fontana for a term expiring on December 31, 2024;
- Sarah Freeman for a term expiring on December 31, 2024;
- Kenneth F. Mason for a term expiring on December 31, 2024;
- Julie Tritt Schell for a term expiring on December 31, 2024;
- Olivia Wein for a term expiring on December 31, 2024; and
- Indra Sehdev Chalk for a term expiring on December 31, 2022;

RESOLVED FURTHER, that each of the aforementioned directors shall remain a director until: (i) such director's resignation, (ii) such director's removal pursuant to Article II, § 7 of the USAC By-laws and the provisions of the Delaware General Corporation

² Each is director is appointed for a three year term. See 47 C.F.R. § 54.703(d). In the event a director vacates his or her seat prior to the completion of the three year term, the chosen successor will serve the remaining term of the vacating director. See USAC By-laws, Article II, § 4.

Law, (iii) the election of a successor pursuant to Article II, § 4 of the USAC By-laws, or (iv) action by the stockholder of the corporation pursuant to Article I of the USAC By-laws; and

RESOLVED FURTHER, that consistent with 47 C.F.R. § 54.705 and the USAC By-laws, Article II, and by virtue of the constituency they represent:

- Julie Tritt Schell is hereby appointed to the Schools & Libraries Committee;
- Sarah Freeman and Indra Sehdev Chalk are hereby appointed to the High Cost & Low Income Committee; and
- Brent Fontana and Sarah Freeman are hereby appointed to the Rural Health Care Committee.