



Board of Directors Briefing Book

Monday, December 18, 2023

Unanimous Written Consent

Please Reply by 5:00 p.m. December 22, 2023.

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**

**Monday, December 18, 2023
Written Unanimous Consent
Please Respond by December 22, 2023 at 5:00 p.m. ET
Universal Service Administrative Company Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

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|--------------------|---|
| <u>LEAD</u> | <u>Open Session</u> <i>Available for Public Use</i> |
| Chair | a1. Election of Members to the USAC Board of Directors and Appointment of Members to Programmatic Committees |

**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's 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 appointment 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 14, 2023 (DA 23-1160), FCC Chairwoman Rosenworcel selected six 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 six directors, where applicable.

¹ USAC By-laws, Article II, § 4.

| Name | Representing | Automatic Programmatic Committee Appt. | Term End: 12/31 |
|-------------------------------|--|--|-----------------|
| Kara Semmler | Representative for incumbent local exchange carriers (non-Bell Operating Companies) with \$40 million or less in annual revenue; | High Cost & Low Income | 2026 |
| Katharine Hsu Wibberly, Ph.D. | 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 | 2026 |
| Joan H. Wade, Ed.D. | Representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission’s rules | Schools & Libraries | 2026 |
| Angela Siefer | Representative for low-income consumers | High Cost & Low Income | 2026 |
| Sheba Chacko | Representative for competitive local exchange carriers | High Cost & Low Income | 2026 |
| Mona L Thompson | Representative for Tribal communities | Schools & Libraries | 2026 |

The Commission did not receive any nominations for the director representing interexchange carriers with annual operating revenues of \$3 billion or less. Therefore, pursuant to section 54.703(c) of the Commission’s rules and USAC Bylaws, the incumbent in that position, Michael Skrivan, will continue to serve on the Board of Directors until a replacement is selected. The Commission will seek nominations for this position in 2024.²

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, 2024:³

- Kara Semmler for a term expiring on December 31, 2026;
- Katharine Hsu Wibberly, Ph.D. for a term expiring on December 31, 2026;
- Joan H. Wade Ed.D. for a term expiring on December 31, 2026;
- Angela Siefer for a term expiring on December 31, 2026;
- Sheba Chacko for a term expiring on December 31, 2026; and
- Mona L Thompson for a term expiring on December 31, 2026;

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

² ⁴ See 47 CFR § 54.703, in which the Commission establishes USAC’s Board. See also USAC Bylaws, <https://www.usac.org/wp-content/uploads/about/documents/leadership/usacbylaws.pdf>.

³ Each 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.

Article II, § 7 of the USAC By-laws and the provisions of the Delaware General Corporation 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:

- Dr. Joan Wade and Mona Thompson are hereby appointed to the Schools & Libraries Committee;
- Angela Siefer, Kara Semmler, and Sheba Chacko are hereby appointed to the High Cost & Low Income Committee; and
- Dr. Katharine Hsu Wibberly is hereby appointed to the Rural Health Care Committee.