



# Board of Directors Meeting

## Briefing Book

Wednesday, November 19, 2025

Written Unanimous Consent

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**

Wednesday, November 19, 2025  
**Written Unanimous Consent**  
**Please Respond by Tuesday, November 25, 2025 at 5:00 p.m. ET**  
Universal Service Administrative Company Offices  
700 12<sup>th</sup> Street, N.W., Suite 900  
Washington, D.C. 20005

<b><u>LEAD</u></b>	<b><u>Open Session</u></b> <i>Available for Public Use</i>
–	<b>a1.</b> Appointment of Nominating Committee Members

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

**ACTION ITEM**

**Appointment of Nominating Committee Members**  
*Written Unanimous Consent*

**Action Requested**

The USAC Board of Directors (Board) is requested to revise the appointment of the Nominating Committee (Committee) consisting of members of the Board for the purpose of soliciting nominations and recommending to the Board a slate of candidates for each of USAC's corporate officer positions; assisting the Audit (AC), High Cost & Low Income (HCLI), Rural Health Care (RHC), and Schools & Libraries (SL) committees in identifying Board members to serve as committee chair and vice chair for each committee; and assisting committees in filling at-large seats. At the October 28, 2025 Board of Directors meeting, the Board approved the nominations of the three members and the Committee Chair, Indra Chalk. On November 7, 2025, Ms. Chalk submitted her resignation from the Board of Directors. Mr. Ken Mason, Board Chair, is requesting the Board consider Ms. Kara Semmler to fill the vacancy on the Committee and Dr. Kathy Wibberly to become the Committee Chair. Mr. Mason has approved voting on this matter by written unanimous consent. The Board is requested to respond by written consent by November 25, 2025 at 5:00 pm. ET.

**Function of the Nominating Committee**

USAC's bylaws require an annual election of officers to be held at the first quarterly meeting of the Board of Directors in any given year. The Nominating Committee of the USAC Board of Directors is appointed at the October Board meeting in anticipation of the January elections and appointments. At times, the Nominating Committee is appointed and called upon to meet off-cycle, as needed, to ensure key positions are filled.

At the October 25, 2016 meeting, the Board adopted a Nominating Committee Charter (Charter) to memorialize the Board's ongoing practice of appointing a Nominating Committee to assume certain responsibilities associated with the annual elections. As prescribed in the Charter, members of the Nominating Committee, including a Nominating Committee Chair, are appointed annually by the Chair of the Board, and each member shall hold office until their resignations, removal by the Board, or until their successors are duly appointed by the Chair of the Board.<sup>1</sup> The Board appoints a Nominating Committee to assume the responsibility of: (i) soliciting nominations and recommending to the Board a slate of candidates for each of USAC's corporate officer positions (i.e., Board Chair, Vice Chair, Treasurer, Secretary, Assistant Treasurer, and

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<sup>1</sup> See Universal Service Administrative Company Nominating Committee Charter, Section B (Reaffirmed January 31, 2023) (Nominating Committee Charter).

Assistant Secretary); (ii) assisting the Audit, HCLI, RHC, and SL committees in identifying Board members to serve as committee chair and vice chair for each committee; and (iii) assisting committees in filling at-large seats.<sup>2</sup>

### **Establishment of a Nominating Committee and Selection of Officers**

The USAC Board Chair nominates Dr. Kathy Wibberly to continue as a member of the Nominating Committee and become the Committee Chair, and appoints Kara Semmler as members of the Nominating Committee.

### **Recommended USAC Board of Directors Action**

APPROVAL OF THE FOLLOWING RESOLUTIONS:

**RESOLVED**, that the USAC Board of Directors confirms the previous appointment of **Kathy Wibberly** as a member of the Nominating Committee and confirms her position as the Committee Chair, and appoints **Kara Semmler** as the third member of the Nominating Committee.

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<sup>2</sup> See Nominating Committee Charter, Section A.