



Executive Committee

Briefing Book

Thursday, January 25, 2018

11:00 a.m. - 12:30 p.m. Eastern Time

Universal Service Administrative Company Offices

700 12th Street NW, Suite 900

Washington, DC, 20005

**Universal Service Administrative Company
Executive Committee Quarterly Meeting
Agenda**

**Thursday, January 25, 2018
11:00 a.m. – 12:30 p.m. Eastern Time
USAC Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

<u>OPEN SESSION</u>		<i>Estimated Duration in Minutes</i>
Chair	a1. Consent Items (each available for discussion upon request): A. Approval of Executive Committee Meeting Minutes of October 19, 2017 and November 6, 2017. B. Approval of moving all <i>Executive Session</i> items into <i>Executive Session</i> .	5
Radha	a2. Miscellaneous: Solicit Ideas for April 2018 Agendas for the Board and Committee Meetings.	5

<u>EXECUTIVE SESSION</u>		<i>Estimated Duration in Minutes</i>
Mark	i1. Approval of USAC 2017 Annual Report to the FCC and Congress – Confidential – <i>Executive Session Recommended</i> . <i>Same as iBOD02cf</i>	5
Charlie	i2. Information on 2018 Annual USAC Common and Consolidated Budgets – Confidential – <i>Executive Session Recommended</i> . <i>Same as aBOD08cf</i>	20
Charlie Ernesto	i3. Business Update – Confidential – <i>Executive Session Recommended</i> . A. Contributors Business Update. B. OGC Update. C. Summary of January Quarterly Meetings.	30
Ernesto	i4. Discussion of FCC-USAC Executive Committee Quarterly Meeting – Confidential – <i>Executive Session</i> .	15

Next Scheduled USAC Executive Committee Meeting

**Thursday, April 19, 2018
11:00 a.m. – 12:30 a.m. Eastern Time
USAC Offices, Washington, D.C.**

**Universal Service Administrative Company
Executive Committee Meeting**

ACTION ITEM

Consent Items

Action Requested

The Executive Committee (Committee) is requested to approve the consent items listed below.

Discussion

The Committee is requested to approve the following items using the consent resolution below:

- A. Committee meeting minutes of October 19, 2017 and November 6, 2017 (*see Attachments A-1 and A-2*).
- B. Approval for discussing in *Executive Session* agenda items:
- (1) **i1.** – Information on USAC 2017 Annual Report to the FCC and Congress. USAC management recommends that this item be discussed in *Executive Session* because it involves *specific internal controls, and/or confidential company data*.
 - (2) **i2.** – Information on 2018 Annual USAC Common and Consolidated Budgets. USAC management recommends this item be discussed in *Executive Session* because it relates to USAC's *procurement strategy and contract administration*.
 - (3) **i3.** – Business Update.
 - **A.** Contributors Business Update. USAC management recommends that this report be discussed in *Executive Session* because it relates to *internal controls, and/or confidential company data, and may also include pre-decisional matters pending before the FCC. In addition, 47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.
 - **B.** OGC Update. USAC management recommends that this report be discussed in *Executive Session* because it involves *internal personnel matters and attorney/client privileged communications*.
 - (4) **i4** – Discussion of FCC-USAC Executive Committee Quarterly Meeting. USAC management recommends that this item be discussed in *Executive Session* because it may include *confidential company data, and pre-decisional matters pending before the FCC*.

Upon request of a Committee member any one or more of the above items are available for discussion by the Committee.

Recommended USAC Executive Committee Action

APPROVAL OF THE FOLLOWING RESOLUTION:

RESOLVED, that the USAC Board of Directors Executive Committee hereby approves (1) the Committee meeting minutes of October 19, 2017 and November 6, 2017 and (2) discussion in *Executive Session* of the items noted above.

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
Washington, D.C. 20005

EXECUTIVE COMMITTEE MEETING
Thursday, October 19, 2017

(DRAFT) MINUTES¹

The quarterly meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC's offices in Washington, D.C. on Thursday, October 19, 2017. Dr. Brian Talbott, Chair of the Committee, called the meeting to order at 11:08 a.m. Eastern Time with a quorum of five of the eight Committee members present:

Brisé, Ronald – Treasurer – *by telephone*
Gillan, Joe – Chair of Audit Committee – *by telephone*
Lubin, Joel – Vice Chair, USAC Board – *by telephone*
Robinson, Vickie – Acting Chief Executive Officer, General Counsel and Assistant Secretary
Talbott, Dr. Brian – Chair, USAC Board – *by telephone*

Members of the Committee not present:

Domenech, Dr. Daniel
Jacobs, Ellis – Secretary
Wibberly, Dr. Kathy

Other Board members and officers of the corporation present:

Bocher, Bob – Member of the Board – *by telephone*
Davis, Craig – Vice President of Schools & Libraries
Garber, Michelle – Vice President of Lifeline
Gaither, Victor – Vice President of High Cost
Lee, Karen – Vice President of Rural Health Care
Mason, Ken – Member of the Board – *by telephone*
Salvator, Charles – Vice President of Finance, Chief Financial Officer and Assistant Treasurer
Scott, Wayne – Vice President of Internal Audit
Wein, Olivia – Member of the Board – *by telephone*

¹ Draft resolutions were presented to the Committee prior to the Committee meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language where necessary or to correct grammatical or spelling errors.

Others present:

<u>NAME</u>	<u>COMPANY</u>
Beckford, Ernesto	USAC
Nuzzo, Patsy	USAC
Schreiber, Johnnay	USAC

OPEN SESSION

a1. Consent Items. Dr. Talbott presented this item to the Committee.

- A. Approval of Executive Committee Meeting Minutes of July 20, 2017 and September 11, 2017.
- B. Approval for discussing in *Executive Session* agenda items:
 - (1) **i1** – Information on Preliminary Annual USAC Common and Consolidated Budgets. USAC management recommends that this matter be discussed in *Executive Session* because this matter relates to USAC’s *procurement strategy and contract administration*.
 - (2) **i2** – Business Update. USAC management recommends that this matter be discussed in *Executive Session* because this matter *includes pre-decisional matters pending before the FCC, and may also include discussion of personnel matters and attorney/client privileged communications*. In addition, *47 C.F.R. § 54.711(b) requires USAC to keep all data obtained from contributors confidential*.
 - (3) **i3** – Personnel Matter and Discussion of FCC-USAC Executive Committee Quarterly Meeting. Consistent with USAC’s long-standing practice and to preserve privacy, USAC management recommends this item be discussed in *Executive Session*. This matter is also subject to *attorney/client privilege*.

On a motion duly made and seconded, and after discussion, the Committee adopted the following resolution:

RESOLVED, that the USAC Board of Directors Executive Committee hereby approves the Committee meeting minutes of July 20, 2017 and September 11, 2017 and discussion in *Executive Session* of the items noted above.

a2. Solicit Ideas for January 2018 Board & Committee Meetings. Ms. Robinson noted that any additional ideas, beyond the elections and board orientation for the January meetings should be sent to her attention by the end of November.

At 11:12 a.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential items noted above.

EXECUTIVE SESSION

- i1. Information on Preliminary Annual USAC Common and Consolidated Budgets.** Mr. Salvator presented this item for discussion.
- i2. Business Update.** Ms. Robinson and Mr. Salvator presented these items to the Board for discussion.
- Contributors and Providers Business Update.
 - Overview of July Quarterly Meetings.

At 12:14 p.m. Eastern Time, the meeting continued in *Executive Session* with only members of the Board, officers and counsel present.

- i3. Personnel Matter and Discussion of FCC-USAC Executive Committee Quarterly Meeting.** Ms. Robinson and Mr. Beckford presented an update on personnel matter.

At 12:22 p.m. Eastern Time, on a motion duly made and seconded, the Committee adjourned from *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee discussed items i1, i2 and i3. On a motion duly made and seconded, the Committee adjourned at 12:23 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary

UNIVERSAL SERVICE ADMINISTRATIVE COMPANY
700 12th Street, N.W., Suite 900
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EXECUTIVE COMMITTEE MEETING
Monday, November 6, 2017

(DRAFT) MINUTES¹

A meeting of the USAC Board of Directors (Board) Executive Committee (Committee) was held at USAC’s offices in Washington, D.C. on Monday, November 6, 2017. Dr. Brian Talbott, Chair of the Committee, called the meeting to order at 12:02 p.m. Eastern Time with a quorum of six of the eight Committee members present. Ms. Robinson recused herself from this meeting.

- Domenech, Dr. Dan – *by telephone*
- Gillan, Joe – *by telephone*
- Jacobs, Ellis – Secretary – *by telephone*
- Lubin, Joel – Vice Chair
- Talbott, Dr. Brian – Chair – *by telephone*
- Wibberly, Dr. Kathy – *by telephone*

Members of the Committee not present:

- Brisé, Ronald – Treasurer
- Robinson, Vickie – Acting Chief Executive Officer, General Counsel and Assistant Secretary

Other Board members and officers of the corporation present:

- Bocher, Bob – Member of the Board – *by telephone*
- Buzacott, Alan – Member of the Board – *by telephone*
- Choroser, Beth – Member of the Board
- Feiss, Geoff – Member of the Board – *by telephone*
- Gerst, Matthew – Member of the Board – *by telephone*
- Kinser, Cynthia – Member of the Board – *by telephone*
- Mason, Ken – Member of the Board – *by telephone*
- Tinic, Atilla – Member of the Board – *by telephone*

Others present:

<u>NAME</u>	<u>COMPANY</u>
Beckford, Ernesto	USAC
Modecki, Richard	Odgers Berndtson

¹ Draft resolutions were presented to the Committee prior to the Committee meeting. Where appropriate, non-substantive changes have been made to the resolutions set forth herein to clarify language where necessary or to correct grammatical or spelling errors.

NAME

Nuzzo, Patsy

Tomlin, Nicole

Wilkinson, Derek

COMPANY

USAC

USAC

Odgers Berndtson

OPEN SESSION

- a1. Consideration of Candidates for USAC Chief Executive Officer.** Dr. Talbott presented this item for consideration.

On a motion duly made and seconded and after discussion, the Committee adopted the following resolution:

RESOLVED, that in accordance with the approved criteria and procedures for conducting USAC Board of directors (Board) and committee business in *Executive Session*, Mr. Ernesto Beckford, Senior Director and Deputy General Counsel, recommended that discussion of this *personnel matter* occur in *Executive Session*.

At 12:03 p.m. Eastern Time, on a motion duly made and seconded, the Committee moved into *Executive Session* for the purpose of discussing the confidential item noted above.

EXECUTIVE SESSION

- a1. Consideration of Candidates for USAC Chief Executive Officer.** Dr. Talbott and Mr. Lubin introduced this item to the Committee for consideration and Mr. Wilkinson, Partner at Odgers Berndtson, provided a high-level synopsis of the entire applicant pool, reviewed each of those selected as the smaller pool of candidates, and responded to questions from participants about each applicant.

On a motion duly made and seconded and after discussion the Committee adopted the following resolution:

RESOLVED, that the USAC Board of Directors Executive Committee hereby selects the individuals identified by the Committee during discussion be interviewed by the Board for the USAC Chief Executive Officer position.

At 1:04 p.m. Eastern Time, the Committee moved out of *Executive Session* and immediately reconvened in *Open Session*, at which time Dr. Talbott reported that in *Executive Session*, the Committee took action on item a1.

On a motion duly made and seconded, the Committee adjourned at 1:04 p.m. Eastern Time.

/s/ Ellis Jacobs
Secretary