



# Board of Directors Briefing Book

**UNANIMOUS CONSENT DUE by 12/30/2024 6 p.m. ET**

Monday, December 23, 2024

Available for Public Use

Universal Service Administrative Company

700 12th Street NW, Suite 900

Washington, DC, 20005

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

<p><b>Monday, December 23, 2024</b> <b>Written Unanimous Consent</b> <b>Please Respond by December 30, 2024 at 6:00 p.m. ET</b> <b>Universal Service Administrative Company Offices 700</b> <b>12<sup>th</sup> Street, N.W., Suite 900</b> <b>Washington, D.C. 20005</b></p>
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<b><u>LEAD</u></b>	<b><u>Open Session</u></b> <i>Available for Public Use</i>
Chair	<b>a1.</b> 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 eight 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.<sup>1</sup>

In a Public Notice released December 19, 2024 (**DA-24-1274**), FCC Chairwoman Rosenworcel selected eight 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.

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<sup>1</sup> USAC By-laws, Article II, § 4.

Name	Representing	Automatic Programmatic Committee Appt.	Term End: 12/31
Dalhover, Brian	Representative for interexchange carriers with annual operating revenues of \$3 billion or less		2026
Freeman, Sarah	Representative for state telecommunications regulators	Rural Health Care High Cost & Low Income	2027
Green, Anisa	Representative for interexchange carriers with annual operating revenues of more than \$3 billion		2027
Kettwich, Dan	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	2027
Mason, Kenneth	Representative for incumbent local exchange carriers (non-Bell Operating Companies) with more than \$40 million in annual revenues		2027
Schell, Julie Tritt	Representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission's rules	Schools & Libraries	2025 <sup>2</sup>
Schuler, David	Representative for schools that are eligible to receive discounts pursuant to section 54.501 of the Commission's rules	Schools & Libraries	2027
Wein, Oliva	Representative for information service providers		2027

**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:<sup>3</sup>

- Brain Dalhover for a term expiring on December 31, 2026;
- Sarah Freeman for a term expiring on December 31, 2027;
- Anisa Green. for a term expiring on December 31, 2027;
- Dan Kettwich for a term expiring on December 31, 2027;

<sup>2</sup> See Public Notice DA-24-1272. This position has a one-year term expiring on December 31, 2025. It completes the three-year term currently served by Dr. Daniel A. Domenech, who resigned from the position effective December 31, 2024.

<sup>3</sup> 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.

- Kenneth Mason for a term expiring on December 31, 2027;
- Julie Tritt Schell for a term expiring on December 31, 2025;
- David Schuler for a term expiring on December 31, 2027; and
- Olivia Wein, for a term expiring on December 31, 2027.

**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 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 and David Schuler are hereby appointed to the Schools & Libraries Committee;
- Sarah Freeman is hereby appointed to the High Cost & Low Income Committee; and
- Sarah Freeman and Dan Kettwich are hereby appointed to the Rural Health Care Committee.