



Board of Directors Briefing Book

UNANIMOUS CONSENT DUE by 1/7/2025 6 p.m. ET

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**

**Thursday, January 2, 2025
Written Unanimous Consent
Please Respond by January 7, 2025 at 6:00 p.m. ET
Universal Service Administrative Company Offices
700 12th Street, N.W., Suite 900
Washington, D.C. 20005**

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

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

ACTION ITEM

Appointment of Nominating Committee Members

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 29, 2024 Board of Directors meeting, the Board approved the nominations of Sarah Freeman as the Committee Chair and two additional members. On December 26, 2024, the remaining two members of the Nominating Committee submitted their resignations from the Committee. For the Committee to complete the necessary assignment the two vacant positions must be filled.

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.¹ 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 Assistant Secretary); (ii) assisting the Audit, HCLI, RHC, and SL committees in

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

identifying Board members to serve as committee chair and vice chair for each committee; and (iii) assisting committees in filling at-large seats.²

Establishment of a Nominating Committee and Selection of Officers

The USAC Board Chair recommends that Sarah Freeman continue as the Nominating Committee Chair as appointed on October 29, 2024 and appoints **Indra Chalk** and **Kathy Wibberly** as members of the Nominating Committee.

New officer terms will begin when elected, which is presently planned to occur at the January 28, 2025, Board meeting. The current officers of the Corporation are as follows:

Officer Position	Incumbent
Chair	Ken Mason
Vice Chair	Julie Tritt Schell
Secretary	Olivia Wein
Treasurer	Dr. Joan Wade
Chief Executive Officer ³	Radha Sekar
Assistant Secretary	Erin Williams
Assistant Treasurer	Michelle Garber
USAC Staff ⁴	<ul style="list-style-type: none"> • Chris Beyerhelm – Vice President and Chief Administrative Officer • Stephen Butler – Vice President of Shared Services • Craig Davis – Vice President of Program Management, Schools and Libraries • Teleshia Delmar – Vice President of Audit and Assurance • Victor Gaither – Vice President of Program Management, High Cost • Michelle Garber – Vice President of Finance and Chief Financial Officer • Kyle Hutchinson – Vice President of Information Technology and Chief Information Officer • Tim O'Brien – Vice President of Program Management, Lifeline • Mark Sweeney – Vice President of Program Management, Rural Health Care • Erin Williams, Vice President and General Counsel, Assistant Secretary

² See Nominating Committee Charter, Section A.

³ The Chief Executive Officer (CEO) is elected to a term coincident with the term of the CEO's employment and is not elected annually.

⁴ The Board determined that each vice president shall be designated an officer of the corporation immediately upon his or her assumption of the duties of the position and shall serve as such until his or her employment in such position with USAC terminates for any reason or is removed by the Board or the CEO from such position; therefore, these positions are not elected annually. However, the positions of Assistant Secretary and Assistant Treasurer are elected annually.

Recommended USAC Board of Directors Action

APPROVAL OF THE FOLLOWING RESOLUTIONS:

RESOLVED, that the USAC Board of Directors revises the composition of the Nominating Committee and directs the Committee to recommend to the USAC Board of Directors at its January 28, 2025 meeting nominations for the elected USAC officer positions; and

RESOLVED FURTHER, that the USAC Board of Directors confirms the previous appointment of Sarah Freeman as Nominating Committee Chair and appoints **Indra Chalk** and **Dr. Kathy Wibberly** as members of the Nominating Committee; and

RESOLVED FURTHER, that the USAC Board of Directors directs each committee of the Board to bring to the Board, at the January 28, 2025 meeting, nominations for a chair and vice chair of each respective committee.