

UG39 Minutes

Meeting called to order Wednesday, Sept 22nd 2021 at 3:03pm CDT
Information Technology building, 2218 University Ave SE, Minneapolis

Roll Call

- Number of Voting Members in Attendance: 19
- Number of Non-Voting Participants in Attendance: 0
- Number of Pending Connections in Attendance: 0
- Number of Guests in Attendance: 1
- Percentage of Voting Members in Attendance: 15%, quorum attained
- See roll call sheet for further information

Approval of Minutes

- Motion was made by Jay Hanke (SouthFront) to approve minutes from UG38, seconded by Dave (UofM), minutes were approved unanimously.

Financial Report

- YTD Billing: \$140,393.83 in port fees billed, compared to \$105,000 in 2020.
- Current Assets: \$284,507.77 in Anchor Bank, \$16,659.29 in Accounts Receivable, \$2,173.29 in Other
- Expenses: \$1260 in Accounting, \$54,715.50 in Equipment Maintenance, \$210.91 in Other
- Accounts Receivable: \$16,659.29 mostly attributed to delinquency by Google, Cloudflare, Metro Fibernet.
- Kayla is resigning as the MICE treasurer; but has generously offered to stay on until we find a replacement. The board is looking into hiring a new person or entity to perform the functions – mostly invoices, accounts receivable, and yearly filings.

Board of Directors Report

- New Members: Databank (13767), Midco (11232), PCH (42/3856), T-Mobile (21928)
- Pending Members: Datastream (54502)
- Disconnections: none

Tech Committee Report

- Wiktel offered help to the Tech Committee to choose ESXi servers that would be used for upgrading our route servers.

Ongoing Business

Reid talked to mid-level management of Cologix recently, they understand our situation and have a desire to renew MICE into a long term agreement for MICE's space and power at 511. We use most of one rack today. Jeremy commented that horizontal space is our largest constraint because of the large number of fibers landing on the main switch.

There was discussion about support for 400G interfaces and hardware upgrade paths more generally. Although a 24x400G card is available for our Arista core chassis, an upgrade would require the newest R3 fabric module – our current core has the R1 classic module. At our current use rate, we'll run out of 100G ports in roughly 14-16 months, and we don't have an extra chassis slot open to add additional line cards in any case. The group discussed our options for adding a bigger chassis, a second smaller chassis, or looking to another vendor. The group also talked about our hardware support agreements and other related matters.

We pass over 1T of traffic many evenings now.

Board of Governors Election

A motion was made by Dave@UofM to re-appoint Reid Fishler to the Board of Directors for the 2021-2024 term by acclamation, Jay@SouthFront seconded, and the motion passed unanimously.

New Business

Quorum: There is concern again that our current ByLaws set the quorum threshold at 10% and although we've had an increase in meeting attendance recently the number of new members has grown at a faster rate such that we often just barely make quorum. We've had trouble getting quorum in the past and so had trouble amending the ByLaws in the past to change the quorum, and there is concern we could be in that position again. There was considerable discussion around this topic, as well as how membership could initiate meetings independently of the board, feelings about individuals representing multiple entities, and concern about entities with nefarious intentions hijacking the governance process.

A motion made by Richard Laager (Wiktel), seconded by Frank Bulk (FiberNet) to amend section 1.11 of the bylaws to read as follows:

Members representing ten percent (10%) of the voting power of the membership interests entitled to vote at a meeting of the members, or at least ten (10) members, whichever is less, are a quorum for the transaction of business.

Discussion followed about getting a lawyer's opinion on the language and a motion to table the previous motion was made by Reid Fishler (HE), seconded by Richard Laager (Wiktel) and approved unanimously.

There was follow-on discussion about having the lawyers look at several items: quorum, director removal 2/3 language, and the bylaw's wholly owned subsidiary language (multiple votes for one person/entity.)

Our next meeting will be Wednesday March 16th at 2218 University Ave SE, Minneapolis MN

Meeting adjourned by unanimous consent at 17:25