MATANUSKA TELECOM ASSOCIATION, INC.
BOARD GOVERNANCE POLICIES
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POLICY TYPE: EXECUTIVE LIMITATIONS **1.1**
POLICY TITLE: *GLOBAL EXECUTIVE CONSTRAINT*

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent or in violation of Matanuska Telecom Association, Inc.'s Bylaws, Board's Executive Limitations Policies, CEO Employment Contract, and/or commonly accepted business and professional ethics and practices.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Extend any contract that is contrary to MTA Bylaws.

2. Knowingly operate the company in violation of the express statements, spirit and intent of the Board's Executive Limitations Policies as interpreted by the CEO.

3. Cause or allow the provisions of his or her Employment Contract to be contravened with respect to provision of compensation and benefits.

Adopted: December 12, 2001
Amended: August 16, 2006
Amended: December 16, 2015
Amended: March 23, 2022

Matanuska Telecom Association, Incorporated CORPORATE SEAL 1953 Alaska

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: EXECUTIVE LIMITATIONS **1.2**
POLICY TITLE: *TREATMENT OF CONSUMERS*

With respect to interactions with consumers or those applying to be consumers, the CEO shall not cause or allow conditions that are unclear, unnecessarily intrusive, lack dignity, or are inconsistent with a superior, personalized customer experience.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Use application forms that elicit information for which there is no clear necessity.

2. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.

3. Operate facilities with inappropriate accessibility and privacy.

4. Permit consumers to be without a clear understanding of what may be expected and what may not be expected from the service offered.

5. Increase costs to a consumer by enrolling them in new non-mandated services/features without the prior consent of the consumer.

6. Operate without a process to investigate and resolve consumer complaints.

Adopted: December 12, 2001
Amended: August 6, 2003
Amended: November 14, 2007
Amended: October 15, 2008
Amended: August 13, 2009
Amended: August 21, 2013
Amended: August 14, 2019
Amended: April 12, 2023

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: EXECUTIVE LIMITATIONS **1.3**
POLICY TITLE: *TREATMENT OF STAFF*

With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions that are unfair, or undignified.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Operate without written personnel rules which: (a) clarify rules for staff, (b) provide for effective handling of grievances, and (c) protect against wrongful conditions, such as nepotism and grossly preferential treatment for personal reasons.

2. Fail to acquaint staff with the CEO's interpretation of their protections under this policy.

3. Fail to provide resources and access to training to enhance employee's skills and growth potential.

Adopted: December 12, 2001
Amended: May 15, 2024

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: EXECUTIVE LIMITATIONS **1.4**
POLICY TITLE: *FINANCIAL PLANNING/BUDGETING*

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

In addition, the CEO shall not fail to routinely (at least every five years) issue request for proposals for all major professional service contracts where three or more vendors are available, including:

- audit and tax services;
- advertising;
- merchant services;
- insurance;
- any other services that exceed $100,000 annually, excluding services that specifically support technology or infrastructure as ongoing vendor maintenance agreements, or are sole sourced.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not plan in a manner that:

1. Risks the organization incurring those situations or conditions described as unacceptable in the Board's policy relating to Financial Condition and Activities;

2. Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;

3. Budgets less for Board prerogatives during the year than is set forth in the Cost of Governance policy.

Adopted: December 12, 2001
Amended: February 21, 2017
Amended: August 14, 2019
Amended: February 19, 2025

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

With respect to the Company's actual, ongoing financial condition and activities, the CEO shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in the Ends policies.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to produce accurate and timely financial reports.

2. Fail to monitor the potential financial impact from proposed legal issues, legislative, and/or regulatory issues.

3. Fail to comply with loan covenants.

4. Fail to settle short- and/or long-term obligations in timely manner.

5. Fail to provide relevant MTA trend ratios and industry benchmarks, to include year-to-date comparisons of NPS (Net Promoter Score), BNPS (Brand Net Promoter Score) and 5-year historical comparison of membership count.

6. Allow Equity-to-Asset Ratio to fall below 40% without Board approval.

7. Fail to provide the Operating Income to Operating Revenue Ratio, or allow this ratio to fall below a minimum of 20% without board approval.

8. Fail to provide the Net Income to Operating Ratio, or allow this ratio to fall below a minimum of 1% without Board approval.

9. Purchase, mortgage or dispose of any strategic asset without Board approval (a strategic asset is an asset with a net book value of at least $1 million).

10. Fail to maintain a Quick Ratio (current cash + receivables + available line of credit / current liabilities) of not less than 130% without Board approval.

11. Fail to maintain cooperative status.

12. Fail to evaluate and appropriately respond to external audit findings.

13. Lease or contract for use of, or capacity on, a strategic asset in excess of total contract value of $5M or a term longer than 5 years without Board approval.

Adopted: December 12, 2001
Amended: September 10, 2003
Amended: October 19, 2006
Amended: June 3, 2015
Amended: July 11, 2018
Amended: Sept. 11, 2019
Amended: March 17, 2021
Amended: February 24, 2022
Amended: August 16, 2023
Amended: February 19, 2025

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: EXECUTIVE LIMITATIONS **1.6**
POLICY TITLE: *EMERGENCY CEO SUCCESSION*

In order to protect the Board from sudden or unexpected loss of CEO services, the CEO shall have no fewer than two other executives familiar with Board and CEO issues and processes.

Further, the CEO shall not fail to at least annually provide the Board with a confidential emergency succession plan that: (1) lists, in order of priority, at least two other executives who the CEO recommends to act as the interim CEO; and (2) explains the basis for the CEO's recommendation.

Adopted: December 12, 2001
Amended: November 11, 2009

Attested by: Kim E. Robinson
Chief Governance Officer of MTA Board

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POLICY TYPE: EXECUTIVE LIMITATIONS **1.7**
POLICY TITLE: *ASSET PROTECTION*

The CEO shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to practice active and continuous risk management.

2. Subject plant and equipment to improper wear and tear or insufficient maintenance.

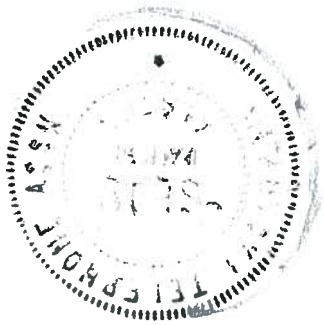
3. Fail to protect intellectual property, information and files from loss or significant damage.

4. Receive, process or distribute funds under controls that are insufficient to meet generally accepted accounting practices, including those Board-accepted practices recommended by external auditors.

5. Endanger the organization's public image or credibility, particularly in ways that would hinder its ability to accomplish the Board's Ends policies.

6. Change the organization's name or substantially alter its identity in the community.

7. Create, purchase, sell or terminate any subsidiary or joint venture unless approved by the Board of Directors.



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Adopted: December 12, 2001
Amended: February 13, 2018

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: EXECUTIVE LIMITATIONS **1.8**
POLICY TITLE: *COMPENSATION AND BENEFITS*

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the CEO shall not cause or allow jeopardy to fiscal integrity or to public image.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Change his or her own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.

2. Promise or imply permanent or guaranteed employment.

3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

4. Fail to disclose CEO Compensation and Benefits upon receiving a written request, for a proper purpose, from an MTA member.

Adopted: December 12, 2001
Amended: February 23, 2011

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: EXECUTIVE LIMITATIONS **1.9**
POLICY TITLE: *COMMUNICATION AND SUPPORT TO THE BOARD*

The CEO shall not permit the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Neglect to submit monitoring data required by the Board (*see Board-Management Linkage Policy 3.5 – Monitoring CEO Performance*) in a timely, accurate, and understandable fashion.

   (a) Fail to notify the Board of all modifications or corrections to previously submitted monitoring reports.

2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.

3. Fail to inform the Board of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any board policy has previously been established.

4. Fail to advise the Board if, in the CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-CEO Linkage, particularly in the case of Board behavior which is detrimental to the work relationship between the Board and the CEO.

5. Fail to marshal for the Board as many staff and external points of view, issues and options as the Board determines it needs for fully informed board choices.

6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.

7. Fail to provide a mechanism for official Board, Officer or Committee communications, or to provide directors with assistance in assuring that directors can meet their obligations under Governance Policy 2.6.9.

8. Fail to deal with the Board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the Board.

9. Fail to supply for the consent agenda all items delegated to the CEO yet required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto.

10. Allow the retention of audio recordings of Board meetings for more than five (5) days after the Board has approved the minutes of the meeting, unless required to do so by law or as directed by counsel for MTA.

11. Allow the recording of executive sessions of the Board, and in the case of an inadvertent recording of an executive session, shall not permit the release of the recording of the executive session to any person unless required to do so by law or as directed by counsel for MTA.

12. Fail to provide the Board with a written interpretation of this policy in August of each year.

Adopted: December 12, 2001
Amended: March 3, 2004
Amended: September 16, 2009
Amended: December 11, 2010
Amended: December 16, 2015
Amended: February 13, 2018

Attested by: _____
Chief Governance Officer of MTA Board

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POLICY TYPE: EXECUTIVE LIMITATIONS **1.10**
POLICY TITLE: *CORPORATE CITIZENSHIP*

The CEO shall not operate in a manner that is inconsistent with social responsibility and corporate citizenship.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Operate in a manner that is not supportive to the economic development or the overall benefit of communities served.

2. Fail to treat partners and suppliers in ways that nurture mutual enduring value for our communities.

Adopted: October 15, 2008
Amended: May 15, 2024

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

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POLICY TYPE: EXECUTIVE LIMITATIONS 1.11
POLICY TITLE: *SUBSIDIARIES AND JOINT VENTURES*

This Policy provides delegations of authority to the CEO over the Cooperative's subsidiaries and joint ventures, as well as limitations on the exercise of that authority.

1. In general, the CEO's authority and responsibility for the oversight and performance of subsidiaries and joint ventures is the same as the CEO's authority and responsibility over the Cooperative.

2. The CEO shall exercise the Cooperative's rights and responsibilities with regard to subsidiaries and joint ventures, including the Cooperative's ownership rights to amend organizational documents and to appoint and remove officers, agents, and employees. In exercising this authority, the CEO shall ensure that for each subsidiary that does not contract with MTA for management services:

    a. It has at least one MTA employee other than the CEO on the governing body of the subsidiary; and

    b. At the direction of the MTA Board of Directors, the CEO shall appoint a member of the MTA Board of Directors, selected by the Chief Governance Officer, to the governing body of any MTA subsidiary; and

    c. The CEO shall not remove a member of the MTA Board of Directors from a subsidiary's governing Board without authorization from MTA's Board of Directors.

    d. The MTA Board representative on a subsidiary governing body shall serve until a successor is appointed.

3. The CEO shall provide quarterly reports to the Board of Directors regarding the activities and performance of all subsidiaries and joint ventures that do not contract with MTA for management services. The CEO shall demonstrate compliance with this policy annually through the submission of a monitoring report to the Board.

4. The CEO shall ensure that any subsidiary or joint venture board members (or other persons charged with a similar level of responsibility) receive appropriate training regarding their fiduciary duties.

5. When relevant, in providing monitoring reports to the Board of Directors under Board Policy 3.5, the activities and performance of subsidiaries and joint ventures shall be included in such reports.

6. The following Executive Limitations that apply to the CEO's authority with respect to the Cooperative shall also apply to the CEO with regard to subsidiaries:

    a. EL 1.1 – Global Executive Constraint

    b. EL 1.2 – Treatment of Consumers

    c. EL 1.3 – Treatment of Staff

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d. EL 1.4 – Financial Planning/Budgeting (excluding Item 3) [Note: this excludes the limitation regarding budgeting for Board prerogatives]

e. EL 1.5 – Financial Condition and Activities (excluding Items 5-8 and 10-11) [Note: these exclusions include providing MTA trend ratios/benchmarks, 40% equity/asset ratio, 20% Operating Income to Operating Revenue, 1% Net Income to Operating Ratio, maintain a Quick Ratio of not less than 130%, and failure to maintain cooperative status.

f. EL 1.7 – Asset Protection

g. EL 1.8 – Compensation and Benefits (excluding Item 4) [Note: this exclusion covers disclosure of CEO compensation and benefits]

h. EL 1.10 – Corporate Citizenship

7. To the extent allowed under a joint venture's organizational documents, the CEO shall be subject to the Executive Limitations listed in Section 6 of this Policy with regard to the joint ventures.

8. The CEO shall not allow a subsidiary or joint venture to do business with or employ any person who would not be allowed to do business with or be employed by the Cooperative under the Cooperative's Articles of Incorporation, Bylaws, or Board Policies (including Policy 2.6).

9. A subsidiary is an entity or venture with another entity in which the Cooperative (or another subsidiary of the Cooperative) owns or controls more than Eighty Percent (80%) of the equity, votes or management authority.

10. A joint venture is an entity or venture with another entity in which the Cooperative (or another subsidiary of the Cooperative) owns or controls more than Twenty Five Percent (25%) of the equity, votes or management authority.

11. The provisions of this policy do not apply to the MTA Foundation.

Adopted: February 13, 2018
Amended: May 15, 2018
Amended: February 13, 2019
Amended: July 16, 2020
Amended: October 22, 2025

Signed by:
223EA6D00522469

Attested by: _____
Chief Governance Officer of MTA Board

Matanuska Telecom Association, Incorporated CORPORATE SEAL 1953 Alaska

CORPORATE SEAL

POLICY TYPE: GOVERNANCE PROCESS **2.1**
POLICY TITLE: *GLOBAL GOVERNANCE COMMITMENT*

The purpose of the Board, on behalf of its member/owners, is to see to it that Matanuska Telecom Association, Inc., (a) achieves appropriate results for appropriate persons at an appropriate cost, and (b) avoids unacceptable actions and situations.

Adopted: December 12, 2001
Amended: March 23, 2022

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: GOVERNANCE PROCESS **2.2**
POLICY TITLE: *GOVERNING STYLE*

The Board will govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactively rather than reactivity.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.

2. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.

3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force.

4. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement. New board member orientation should include, but is not limited to, a complete set of policies and bylaws, a designated Board mentor who will help explain the basics of policy governance and provide answers to questions, and appropriate policy governance training materials that may include books, videos, and online training.

5. The Board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.

6. The Board will monitor and discuss the Board's process and performance at a minimum annually. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-CEO Linkage categories.

Adopted: December 12, 2001
Amended: July 16, 2008
Amended: May 15, 2024

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL

Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to create:

A. The link between the ownership and the operational organization.

B. Written governing policies that address the broadest levels of all organizational decisions and situations.

1. Ends: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
2. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
3. Governance Process: Specification of how the board conceives, carries out and monitors its own task.
4. Board-CEO Linkage: How power is delegated and its proper use monitored; the CEO role, authority and accountability.

C. Assurance of successful CEO performance.

Board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as by making sure MTA has adequate resources to advance its mission. Board members establish the vision for the cooperative. In furtherance of this policy, the Board of Directors has adopted the following Director job description:

D. Responsibilities

1. Understand and promote MTA's mission.
2. Committed to make decisions and take actions on a unified Board basis rather than acting as individuals.
3. Be familiar with the Board's Governance Policies and the Carver Model of Board Governance.
4. Hire and set the compensation of the Chief Executive Officer.
5. Attend and actively participate in board meetings, workshops, trainings, conferences, and appropriate committee meetings.
6. Review board packets prior to meetings.
7. Complete monitoring report surveys prior to meetings.
8. Participate in special events supporting MTA.
9. Keep current on telecommunication issues and emerging technologies.
10. Strictly adhere to conflict of interest policies.
11. Strictly adhere to confidentiality policies.

12. Return phone calls from members and relay member concerns to management rather than acting on the concerns themselves.

E. Minimum Qualifications

1. Be a member of the co-op in good standing.
2. Proven ability to communicate in a clear, concise manner.
3. Prior experience making decisions in a group setting.

F. Other Desirable Experience

1. Business experience
2. Policy Governance
3. Ability to read financial statements
4. Law background
5. E-commerce
6. Marketing
7. Planning
8. Cooperative movement and philosophy
9. Real estate acquisition
10. Broadband technologies and trends
11. Personnel management
12. Risk analysis and analytics
13. Emerging business models including trends in telecommunications
14. Information Technology project management
15. Serving on a Board of Directors and understanding the proper role of a Board Member

Adopted: December 12, 2001
Amended: November 29, 2018
Amended: January 8, 2025

Attested by: K E K
Chief Governance Officer of MTA Board

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POLICY TYPE: GOVERNANCE PROCESS **2.4**
POLICY TITLE: *AGENDA PLANNING*

To accomplish its job products with a governance style consistent with board policies, the Board will follow an annual agenda which (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education and enriched input and deliberation.

1. The cycle will conclude each year in September so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long term Ends.

2. The cycle will start with the Board's development of its agenda for the next year.

   A. Consultations with selected groups in the ownership, or other methods of gaining ownership input will be determined and arranged in the first quarter, to be held during the balance of the year.

   B. Governance education, and education related to Ends determination, (e.g. presentations by futurists, demographers, advocacy groups, staff, etc.) will be arranged in the first quarter, to be held during the balance of the year.

3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.

4. Documentation of monitoring compliance by the CEO with Executive Limitations and Ends policies will be included on the agenda. Monitoring reports will be provided and read in advance of the board meeting, and discussion will occur only if reports show policy violations, if reports do not provide sufficient information for the Board to make a determination regarding compliance, if policy criteria are to be debated, or if CEO's interpretation is not deemed reasonable.

5. CEO remuneration will be decided after a review of monitoring reports received in the last year during the month of September.

Adopted: December 12, 2001
Amended: December 11, 2009
Amended: February 17, 2016

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: GOVERNANCE PROCESS **2.5**
POLICY TITLE: *CHIEF GOVERNANCE OFFICER'S ROLE*

The Chief Governance Officer (CGO), a specially empowered member of the board, assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly:

1. The assigned result of the CGO's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

   A. Meeting discussion content will be on those issues which, according to Board policy, clearly belong to the board to decide or to monitor.

   B. Information that is for neither monitoring performance nor board decisions will be avoided or minimized and always noted as such.

   C. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.

2. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-CEO Linkage, with the exception of (a) employment or termination of a CEO and (b) where the Board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions in these policies.

   A. The CGO is empowered to chair board meetings with all the commonly accepted power of that position, such as ruling and recognizing.

   B. The CGO has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the CEO.

   C. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.

   D. The CGO may delegate this authority, but remains accountable for its use.

   E. The CGO shall work with the executive staff to give direction regarding agenda items to be addressed as outlined by the Board and the annual agenda planning.

Adopted: December 12, 2001
Amended: December 11, 2009

Attested by: Kim E. Robinson
Chief Governance Officer of MTA Board

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. It expects its members to treat one another and staff members with respect, cooperation, and a willingness to deal openly on all matters.

1. Board members must have loyalty to the member/owners, unconflicted by loyalties to staff, other organizations, and any personal interest as a consumer.

2. Board members must avoid material conflicts of interest with respect to their fiduciary responsibility and/or personal relationships.

3. There will be no compensation paid by the organization to directors or their close relatives unless the compensation is for goods or services (other than as an officer or employee of the Cooperative) consistent with this policy. To further this requirement:

   A. Requirements to Assure Transparency

      i) The director's or close relative's dealings with the organization and all material facts concerning the conflict and the transaction must be disclosed in the annual disclosure report required by the Bylaws and this Policy; and

      ii) The director's or close relative's conflict arising from dealing with the organization must be waived by a majority of disinterested directors, who will deliberate and vote regarding the transaction outside the presence of, and without participation by, the director.

   B. Requirements to Assure Competitive Bidding

      i) The director's or close relative's dealings with the organization must be either the result of submission of a sealed bid in the organization's competitive bidding process; or

      ii) The transaction with the organization must be one that is not customarily subject to the competitive bidding process and of such a small magnitude that it would be impractical to acquire the goods or service via competitive bidding;

      iii) In addition to satisfying (i) or (ii) above, the transaction must be substantively fair to the organization and comparable to what might have been obtained in an arm's length transaction with a disinterested third party.

C. Requirements to Assure a Level Playing Field

i) A director shall not use confidential information or information otherwise obtained as a result of the director's position with the organization to do business with the organization;

ii) If a director intentionally uses information described in (i) above to do business with the organization, the organization shall cease doing business with the director;

iii) If a director inadvertently uses information described in (i) above to do business with the organization, the organization shall make such information available to other prospective suppliers or the goods or service at issue.

iv) The organization shall not grant a preference or otherwise favor a director or close relative who wishes to do business with the organization.

4. Board members will annually, in the month of July, disclose their involvement with other organizations, vendors, or any associations that might be or might reasonably be seen as being a conflict, including whether they have had a financial interest in a bid, proposal, project or contract with the organization within the last two years.

A. Disclosures required by Section 4 shall be in the form proscribed by the Board of Directors.

B. Disclosure reports filed by directors and candidates for director shall at a minimum be:

i) Prominently posted on the organization's website within two (2) business days of receipt by the Association for twelve (12) months; and

ii) For candidates for director, included with the mail-in ballot materials sent to the organization's members.

C. While the Board may waive minor or otherwise immaterial mistakes in the reports required by Section 4, any serious or intentional noncompliance will result in:

i) The publication of the noncompliance on the organization's website and in election materials provided to the members of the organization; and

ii) In the Board's discretion, initiation of proceedings to disqualify the candidate or removal of the director under Article IV, Section 5 of the Bylaws.

D. If a Board member discovers any information or fact that indicates another director's noncompliance with this Policy, then the Board member must disclose the information or fact to the Board in a timely manner.

5. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. Should a Board member wish to apply for employment, he or she must first resign from the Board.

6. Board members may not attempt to exercise individual authority over the organization.

A. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.

B. Board members' interaction with public, press or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

C. Except for participation in Board deliberation about whether reasonable interpretation of board policy has been achieved by the CEO, Board members will not express individual judgments of performance of employees of MTA.

7. Board members will respect the confidentiality appropriate to issues of a sensitive nature.

A. Board members may request copies of audio recordings of Board meetings prior to the approval of the minutes of the Board meeting. Board members shall not disclose or provide copies of audio recordings of Board meetings to third parties. Copies of such recordings shall be utilized only in furtherance of a director's duties as a member of the Board of Directors. Board members shall destroy or return copies of audio recordings of Board meetings to allow compliance with Executive Limitations Policy 1.9, Section 10.

B. Board members shall not make their own audio recordings of Board meetings.

8. Board members will be properly prepared for board deliberation.

9. Electronic Communications

A. Overall. Directors will access MTA information in a secure manner consistent with the nature of the information and management's security recommendations.

B. Access to Board Portal Software. Directors will be provided with access to the board portal software. The board portal software will be the primary method for providing directors with access to confidential MTA information. Directors will take reasonable precautions when accessing the board portal software to ensure that the confidentiality of materials available there is maintained. Directors will notify MTA immediately in the event that they suspect the security of their credentials has been compromised.

C. Electronic Mail. Directors will use their mtasolutions.com Board e-mail accounts for all e-mail correspondence regarding MTA business. Personal or work e-mail accounts should not be used to send or receive information regarding MTA business.

D. Devices. Directors may use their personal devices to access e-mail and the board portal software, but may not use devices belonging to any other person or entity (such as a device owned by the director's employer or a device/terminal available for shared public use, such as those in libraries, internet cafes, etc.). Directors must take reasonable steps to ensure that any personal devices used to access MTA applications (extranet and email) are secure and have up-to-date security software. Confidential and/or executive session material should not be saved or downloaded outside of the secure extranet site.

Adopted: December 12, 2001
Amended: September 16, 2009
Amended: August 18, 2010
Amended: January 19, 2011
Amended: July 20, 2016
Amended: February 13, 2018
Amended: August 14, 2019
Amended: September 12, 2023
Amended: April 23, 2025

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: *BOARD COMMITTEE PRINCIPLES* **2.7**

Board committees, when used, will be assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to CEO.

Accordingly:

1. Board committees are to help the board do its job, not to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current staff operations.

2. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.

3. Board committees cannot exercise authority over staff. Because the CEO works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.

4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a board committee which has helped the board create policy on some topic will not be used to monitor organizational performance on that same subject.

5. Committees will be used sparingly and ordinarily in an ad hoc capacity.

6. This policy applies to any group which is formed by board action, whether or not it is called a committee and regardless whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

Adopted: December 12, 2001

Attested by: _____
President of the MTA Board

POLICY TYPE: GOVERNANCE PROCESS **2.8**
POLICY TITLE: *BOARD COMMITTEE STRUCTURE*

A committee is a Board committee only if its existence and charge come from the board, regardless whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

DEFINE COMMITTEES HERE:

Bylaw Committee – Review bylaws with legal counsel and present recommendations to board for approval to present to membership for final adoption.

Expense Committee – The committee will consist of the CGO and Secretary who will review and approve the expense reports of the directors, in adherence to MTA Bylaw IV, Section 7 and Governance Board Travel Policy 2.11

Adopted: December 12, 2001
Amended: February 21, 2017

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL

In keeping with its commitment to governance excellence, the Board will invest in its governance capacity.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.

   A. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.

   B. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes, but is not limited to, a fiscal audit.

   C. Outreach mechanisms will be used as needed to ensure the board's ability to listen to owner viewpoints and values.

2. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.

3. The Board will annually budget for Board compensation and travel on MTA business, including: training, conferences, industry meetings and Board meetings. Board members shall receive reasonable reimbursement for travel costs from their principal place of residence within the Association's service area for attendance at regular and special meetings of the Board. Board members shall also receive the daily fixed fee amounts set by MTA's Bylaws, Article IV, Section 7.

   A. Board members are encouraged to attend industry related training and conferences. A board member requesting to attend a training, conference or industry meeting outside of approved budget, should state a specific purpose in attending and the approximate cost. Detailed Board travel policies are found in Governance Policy 2.11.

   B. Board member expense reports require Board Expense Committee (see GP 2.8) approval prior to reimbursement.

   C. There is no compensation or travel expense reimbursement for participation in community or MTA-sponsored events.

   D. Board members appointed to serve on board-delegated committees, including but not limited to the Bylaw Review Committee and the Policy Governance Committee, shall receive the daily fixed fee amount set by MTA's Bylaws, Article IV, Section 7.

   E. Board members serving on the governing bodies of MTA subsidiaries or joint ventures are subject to the stricter of the limits on travel and compensation set by: (a) those entities; or (b) this Policy, Governance Policy 2.11 and the MTA Bylaws.

F. Board Insurance referenced in Article IV, Section 7, and Article VI, Section 8 of the Bylaws will consist of:

1. Travel Insurance (including accidental death while travelling);

2. Directors & Officers Liability Insurance (covering the Association's indemnification obligations to Board members under the MTA Bylaws and Alaska Statute 10.25);

3. Health insurance offered to Board members where they pay the total cost of the premiums for themselves, their spouse and families, if they elect coverage. The premiums paid by the Directors are due prior to the month of coverage. To eliminate any issues with non-payment, covered Directors are required to sign up for direct debit of their monthly premium from their bank account.

Adopted: December 12, 2001
Amended: August 6, 2003; November 5, 2003
Amended: November 8, 2004
Amended: November 8, 2005
Amended: November 15, 2006
Amended: October 17, 2007
Amended: October 15, 2008
Amended: August 13, 2009; December 11, 2009
Amended: May 19, 2010; August 18, 2010
Amended: October 6, 2011
Amended: October 24, 2012
Amended: September 18, 2013
Amended: September 18, 2014
Amended: September 23, 2015
Amended: September 22, 2016
Amended: September 13, 2017
Amended: September 12, 2018; December 10, 2018
Amended: January 8, 2025

Attested by: _____
Chief Governance Officer of MTA Board

Matanuska Telecom Association, Incorporated CORPORATE SEAL 1953 Alaska

CORPORATE SEAL

POLICY TYPE: GOVERNANCE PROCESS **2.10**
POLICY TITLE: *GOVERNANCE SUCCESSION PLANNING*

In keeping with the Board's commitment to excellence in governance, the Board shall strive to solicit for positions on the Board candidates who have characteristics that will enable them to govern, not to manage, the organization. These characteristics include:

1. Commitment to linking with the ownership. Understanding that they stand in for an ownership of diverse people; willing to actively seek to access and understand that diversity.

2. Ability to think in terms of systems and context – to see the big picture.

3. Interest in and capability to discuss the values underlying the actions taken in the organization, and to govern through the broader formulations of these values.

4. Willingness to delegate the operational detail to others.

5. Ability and willingness to deal with vision and the long term, rather than day-to-day details.

6. Ability and willingness to participate assertively in deliberation, while respecting the opinions of others.

7. Willingness and commitment to honor board decision.

8. Commitment not to make judgments in the absence of previously stated criteria.

Adopted: December 11, 2009

Attested by: Kim E. Robinson
Chief Governance Officer of MTA Board

CORPORATE SEAL

I. Objective:

1. To encourage attendance and participation on the part of directors in appropriate state, regional, and national meetings and training.

2. To assure fair and equitable reimbursement for actual and necessary expenses incurred while traveling, as required by the Association's Bylaws.

3. This policy does not apply to travel expenses incurred for attendance at meetings of the Board of Directors, the membership, or any Board committee.

II. General Policy:

1. Per diem will not be paid for Board travel. Directors will be reimbursed for actual out of pocket expenses supported with receipts and submitted on the MTA expense report.

2. Any deviation from the originally approved travel arrangements must be documented in the expense report.

3. The Board Governance Officer will assist Board members in completing their expense reports.

4. All completed and signed expense reports will be presented to the Board Expense Committee (see GP 2.8). After approval by the Board Expense Committee, a reimbursement payment will be issued to the director.

III. Expenses Paid:

MTA will pay the following costs for director travel:

1. Transportation: airfare, taxi, bus, Uber/Lyft, shuttle costs, and airport parking. Coach fares will be purchased whenever possible. Members may upgrade airline seating at their own expense.

2. Rental Cars: MTA will pay for a mid-size or smaller rental car and fuel for the car. Rental of a car larger than mid-size may be allowed when circumstances require the use of a larger car. MTA will pay for Collision, Damage or other optional insurance coverage on rental cars.

3. Mileage is reimbursed based on the current IRS reimbursement rate per mile for the director's use of a personal vehicle.

4. Baggage fees.

5. Registration: conference fees and any other related costs such as banquets or other social events offered by the conference or meeting.

6. Reasonable food and beverage expenses while away from home, not to exceed $150 per day.

7. Lodging: cost of a standard room, hotel parking, and taxes (not including incidentals). Directors will be responsible for any charges outside of the standard room charge and taxes, (i.e. room service, phone charges, movie rental, etc.)

8. Laundry: when a trip extends more than 5 days for up to $25.

9. Registration and lodging reservations shall be paid for separately by the Association when travel is arranged through the Board Governance Officer, once travel has been authorized by the Board.

10. Tips: MTA will pay reasonable and customary tips related to Association travel, including up to 20% for meals and taxis; $2 per bag for baggage handling; and up to $2 per day for housekeeping service.

IV. Ineligible Expenses:

MTA will not pay for the following expenses:

1. Replacement of lost or stolen articles.

2. Damage to a director's personal car, clothing, or property.

3. Services to gain entry to a locked car.

4. Expenses related to the personal negligence of the traveler, such as fines, parking tickets, and traffic citations.

5. Entertainment expenses.

6. Towing charges.

7. Personal phone calls and faxes.

8. Alcohol, whether purchased separately or as part of a meal.

V. Other Expenses:

For expenses not listed in Sections III or IV, the Board of Directors shall be the sole judge of whether a particular expense was an actual and necessary expense incurred while traveling.

VI. Combination Travel:

MTA will coordinate travel plans with Board members, including: airfare, hotel, and rental car (if applicable) to accommodate personal travel in combination with travel on behalf of the Association as follows:

1. Directors are encouraged to make their own airline travel arrangements. Personal air travel, in conjunction with Association travel, can be arranged at the same time. The reimbursement amount owed to the Director must be documented by providing two airfare quotes for the date of purchase. One quote should contain the direct route of the Association travel and one with the personal segment. **Failure to comply with this requirement may require the airfare to be reported as taxable income to the traveler and could violate the Association's Bylaws.**

2. Lodging for Additional Travelers: Board members may have additional travelers share lodging with them so long as there is no additional cost of lodging for the additional traveler, or such additional cost is paid for by the Board member (typically the cost for the room includes one extra traveler).

3. Pre and Post Meeting Lodging: MTA will cover the cost of one night of lodging prior to an event and the night a conference concludes to facilitate board members being able to fly at reasonable hours and be rested and ready to participate. Board members can extend their stays at their own expense. Any additional personal lodging expense may be deducted from any reimbursement owed to the Board member on their expense report or reimbursed to MTA within two weeks of conclusion of the travel. In specific situations, when an additional night of lodging would reduce the net cost of traveling to MTA, additional nights will be allowed at MTA cost.

4. Rental Cars: extra expense for car rentals due to extended personal days may be deducted from any reimbursement owed to the Board member on their expense report or reimbursed to MTA within two weeks of the conclusion of the travel.

VII. Miscellaneous Provisions:

1. When directors' plans change, directors shall release air, car, and hotel reservations within the required time limits. MTA shall not reimburse travelers for charges incurred as a result of failure to release reservations where such charges could have reasonably been avoided.

2. In the event that a director does not substantially attend the meetings, conference or training relating to the Association-paid travel, the Association may require the director to reimburse the Association and refuse to reimburse out-of-pocket expenses for the travel.

3. Travel receipts for expense reports are due to the Board Governance Officer within 30 days of returning.

4. In the event that flights are canceled due to causes beyond reasonable control, including but not limited to: acts of God, war, terrorism, fire, natural disasters, government restrictions, strikes, labor disputes, epidemics, pandemics, civil unrest or significant disruptions in transportation or supply chains, the Association shall reimburse reasonable expenses incurred for lodging, meals, and transportation until the earliest available flight can be secured.

Signature page follows

Adopted: May 19, 2010
Amended: February 21, 2017
Amended: April 12, 2023
Amended: January 8, 2025

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL

The Board believes in accountability and transparency in the democratic process. Pursuant to the authority granted under Article IV, Section 8(e), the Board approves the following policy to administer and enforce the organization's campaign disclosure bylaws.

Section 1. FILING CAMPAIGN DISCLOSURE REPORTS

A. The campaign disclosure reports that are required to be filed under the provisions of Article IV, Section 8, of the Association's Bylaws, must be received by the Association on or before the due date **during normal business hours**. Exception: when the due date fixed in the Bylaws falls on a weekend, the report must be received by the Association no later than the next regular business day following the due date **during normal business hours**. The term "received" as used in this section means:

1. Hand-delivery (recommended): The reports may be hand-delivered to the receptionist at the Association's main office at 480 Commercial Drive in Palmer, Alaska, on or before the due date, **during regular business hours**.

2. Facsimile Transmission: The reports may be faxed on or before the due date **during regular business hours** to the Association's main office at 907-761-2677 to the attention of the Senior Executive Assistant. Persons relying on a facsimile machine to transmit their disclosure reports must also mail or hand-deliver an original copy of the report as soon as practicable. It is the responsibility of the person filing the disclosure report to ensure that the facsimile has been successfully and completely received by MTA by the due date **during regular business hours**.

3. Electronically scanned and sent via email: The reports may be scanned and sent via email on or before the due date **during regular business hours to** Board Governance Officer.

4. Postal Service: Reports may be mailed; however, the disclosure report must be received by MTA (not postmarked) on the date it is due **during regular business hours**.

B. All required forms will be made available at the Association's main office from the Board Governance Officer or online at www.mtasolutions.com.

Section 2. DEFINITION OF CONTRIBUTION

A. Except as otherwise provided in this section and the Bylaws, "contribution" includes a payment, gift, subscription, loan advance, transfer, or deposit of cash made by a candidate, person or group for the purpose of influencing an election for Board of Directors.

B. No candidate is restricted from spending his/her own funds.

C. "Loan" includes any cash advance, credit guarantee, endorsement, and any other form of security. The following apply to loans:

1. A loan that exceeds the contribution limitations of Article IV, Section 8, is prohibited whether or not it is repaid.

2. A loan is a contribution at the time it becomes legally binding.

D. The term "cash" includes currency of the United States or of any foreign nation, checks, money orders, or any negotiable instruments payable on demand.

E. Any amount paid to attend or participate in a fund-raiser or other political event, and the amount paid as the purchase price for a fund-raising item sold by a group or candidate, is a contribution if any portion of the amount paid is used or intended to be used for the purpose of influencing a candidate election to the Association.

F. The payment by any person of compensation for the personal services of another person to a candidate, group or person for the purpose of influencing a candidate election, except for legal and accounting services necessary to complete campaign disclosure reports, is a contribution.

G. A debt owed by a political group or candidate that is forgiven or settled for less than the amount owed is a contribution. Debts incurred by a candidate, group, or individual for the purpose of influencing a candidate election will be reported as a contribution from the time the debt is incurred until the debt is paid in full. For the purposes of these regulations and compliance with the Association's Bylaws, a debt is incurred when goods or services are provided regardless of when a bill for such goods or services is tendered or due for payment.

H. "Contribution" does not include the following:

1. A payment made by any individual for his or her own travel expenses, if such payment is voluntary and is made without any understanding that it will be directly or indirectly repaid;

2. A payment made by a business, corporation, trade association, labor organization, or other organization not organized primarily to influence elections to communicate directly with its members or employees, or their families, on any subject, if the communication is of the same format and nature used by the organization when it has communicated in the past on nonpolitical subjects, does not request members or their families to do anything other than exercise the right to vote, and does not solicit individual contributions to a clearly identified candidate or group chosen by the organization; or

3. The in-kind donation of goods or services including, but not limited to, the provision of facilities for meetings, telephone banks, and the like.

I. A contribution made by a married individual is not attributed to that individual's spouse unless otherwise specified in writing by the spouse at the time that the contribution is made.

Section 3. DEFINITION OF "GROUP" OR "ENTITY"

A. The term "group" or "entity" is any combination of two or more persons who:

1. Cooperate for the purpose of raising, soliciting, collecting, or disbursing money or for directing or controlling those activities to secure or defeat the election of any candidate or to secure or defeat a ballot proposition;

2. Organize to aid or promote the nomination, election, defeat, or recall of any candidate or to aid the passage or defeat of a ballot proposition; or

3. Jointly make a contribution in the name of another for the purpose of influencing an election or the outcome of a ballot proposition.

B. A group includes, but is not limited to, a corporation, partnership, sole proprietorship, trade association, fraternal or charitable organization, incorporated or unincorporated association, firm, business trust, political action committee, draft group, club or labor organization.

C. Notwithstanding the foregoing, a combination of two or more persons is not a group if:

1. The group does not conduct a fund-raising drive or assessment among its members or employees for the purposes of influencing an election; and

2. The organization does not exercise direction, control, or discretion over the expenditure of money collected, pooled, solicited, or otherwise paid by others for the purpose of influencing an election.

Section 4. DEFINITION OF "ADVERTISING" AND "PAID FOR BY"

"Advertising" is defined as all advertisements, handbills, television and radio announcements, payments made to an advertising agency, and any other communications intended to influence the election of a candidate. Advertising shall be clearly identified by the words "paid for by" followed by the name and address of the candidate, group, or individual actually paying for the advertising.

A. "Clearly identified" means that:

1. In all printed communications, the proper identification must be visible, separate from the text of the advertisement itself, and large enough to be read by a person with average vision without the aid of corrective lenses;

2. In all audio-visual communications, the proper identification must either:

   (a) Be visual and of sufficient size and duration to be read in full by the viewer; or

   (b) Be spoken and played at the same audio level as the text of the communication itself.

3. If the size of an object used for a political communication is such that it is impractical to print the identification of the candidate, group, or person paying for the advertisement on the object, the advertisement must instead be identified in a regular report to the Association. Objects considered too small for full identification include pencils, pens, buttons, and other objects that are smaller than 3-1/2" x 5" in size. All media advertisements must be identified, regardless of size.

B. "Communications" includes all material related to campaign fund-raisers, campaign letterhead, thank you notes, and press releases but does not include envelopes which are used solely to convey the campaign's properly identified communications.

Section 5. CONTRIBUTION LIMITATIONS

A. No contributions may be accepted following the election for which the candidate sought election.

B. No contributions may be accepted prior to the first day of the reporting calendar year in which the election is held.

C. No contribution, directly or indirectly, may be made in the name of another.

D. A candidate must report any contribution in excess of $100 in the aggregate on the campaign disclosure contribution report.

E. Contributions of $100 or less in the aggregate do not need to be reported on the campaign disclosure contribution report.

F. No candidate may receive an aggregate contribution in excess of One Thousand Dollars ($1,000) annually from any one person, group or entity.

G. Contributions that appear to be prohibited must, within ten (10) days after receipt, be returned to the contributor, and the candidate shall note the refund by amending the current report or noting the change on the next required report.

Section 6. RETURNING ANONYMOUS DONATIONS

A. A contribution made by a person wishing to remain anonymous and received by a candidate may not be used or expended;

B. Instead, the donation shall be forfeited to the Association, which shall donate the forfeited contribution to an appropriate charity or other non-profit organization;

C. A candidate shall disclose all donations as a contribution, and returned to the Association as an expenditure on the applicable Campaign Disclosure Reports.

Section 7. DESIGNATED CAMPAIGN DEPOSITORY

A. This section does not apply to a candidate who has filed a No Activities Report.

B. Each candidate shall designate on a registration statement or on the first campaign disclosure statement filed with the Association one or more regulated banking institutions as its campaign depository or depositories. Each account title must indicate that it is a campaign account.

C. All monetary contributions to and advertising expenditures by a candidate must be deposited to or made from a designated campaign depository.

D. Contributions that appear to be prohibited must, within ten (10) days after receipt, be handled in accordance with this policy.

E. A candidate shall make his or her best efforts to determine the legality of a contribution. If a contribution cannot be determined to be legal, a refund must be made within a reasonable time, and the candidate shall note the refund by amending the current report or noting the change on the next required report.

Section 8. GENERAL RECORDKEEPING REQUIREMENTS FOR CANDIDATES

A. Every candidate is required to report all expenditures and contributions.

B. Every candidate required to report contributions and expenditures shall maintain detailed records of all contributions received and expenditures made in accordance with uniform methods of bookkeeping.

C. A candidate shall record every contribution received, unless otherwise exempted by these regulations, regardless of the dollar amount or value of the contribution. While the identity of a person who has contributed no more than $100 per year to a campaign is not

required to be individually reported on a campaign disclosure report to MTA, the name of such a contributor, along with the amount and type of his/her contribution, must be recorded and maintained by the candidate, for comparative purposes, in case that person makes additional contributions which result in a total of over $100 in the aggregate.

D. The identity of a person who has contributed over $100 in the aggregate per year to a candidate's campaign must be reported.

E. Each bookkeeping record required under this section shall be maintained by the candidate and may not be destroyed for a period of two (2) years from the date of the contribution. The records shall be available for inspection by the Association upon request of the Association.

Section 9. REPORTING CONTRIBUTIONS AND ADVERTISING EXPENDITURES

A. Each candidate filing reports with MTA must identify:

1. Each monetary contribution, or aggregate of contributions from the same contributor, which totals in excess of $100 per year by reporting:

   (a) The date received;

   (b) The check number or other designation (e.g., cash, credit card) for monetary contributions, or a description of non-monetary contributions (e.g., in-kind donation of goods and services);

   (c) The name and address of the contributor;

   (d) The principal occupation and employer of the contributor; and

   (e) The amount;

2. Each expenditure, both actual and accrued, by reporting:

   (a) The date of the payment, or the date the expense was incurred;

   (b) The check number, if applicable;

   (c) The name and address of the payee, or the party with whom the expense was incurred;

   (d) A statement of all goods received and services rendered; and

   (e) The amount.

B. Each report must contain information for the period of time commencing the first day of the reporting year prior to the date of filing the first Campaign Disclosure Report.

Section 10. NO ACTIVITY REPORT

A. In the absence of any contribution or expenditure activity whatsoever during a reporting period, each candidate or group shall submit by the appropriate due date a "Campaign Disclosure No Activity Report" certifying that no contributions have been received or expenditures made.

Section 11. COMPLIANCE

A. This Policy applies to all contributions, expenditures, and communications made by any person for the purpose of influencing the outcome of a ballot proposition or question, as well as those made to influence the nomination or election of a candidate for the Board of Directors of the organization.

B. While the Board may waive minor or otherwise immaterial mistakes in the reports required by Section 5, any serious or intentional noncompliance may result in the publication of the noncompliance on the MTA website and in election materials provided to the members of the organization. For serious violations that the Board believes could affect the outcome of the election, the Board of Directors may determine that such candidate is not eligible to become or remain a director.

C. A complaint that a candidate has filed a false, misleading or incomplete report shall be in writing and shall contain:

1. The name, mailing address and telephone number of the complainant;

2. The name of the candidate who is the subject of the complaint;

3. The nature of the complaint and the material facts upon with the complaint is made; and

4. The name, address and telephone number of any person that may have information that will assist in the investigation of the complaint.

D. The complaint shall be filed with the Secretary of the Board.

E. Upon receipt of a complaint, the Board shall contact the complainant and acknowledge receipt of the complaint, advise the complainant about the procedures that will be followed in investigating the complaint, and obtain from the complainant any information required to investigate the complaint.

F. In addition, the Board shall notify the candidate that is the subject of the complaint that complaint has been received and shall provide the candidate with a copy of the complaint. The Board shall obtain from the candidate any information required to investigate the complaint.

G. Every candidate that is the subject of an investigation by the Board shall cause all books, documents and accounting records pertaining to the candidate's election campaign to be available for inspection by the Board at all reasonable times.

H. After completing the investigation, the Board may dismiss the complaint, or uphold the complaint.

Adopted: August 18, 2010
Amended: April 19, 2017
Amended: August 14, 2019
Amended: May 15, 2024

Matanuska Telecom Association, Incorporated CORPORATE SEAL 1953 Alaska

CORPORATE SEAL

Attested by: _____
Chief Governance Officer of MTA Board

POLICY TYPE: GOVERNANCE PROCESS
POLICY TITLE: BYLAW AMENDMENT ELECTION PAMPHLET **2.13**

The Board of Directors has a fiduciary duty to the Association's members. That duty includes the obligation to inform the members of the Board's position on proposed Bylaw amendments, whether submitted by the Board or by the members. The Board recognizes, however, that reasonable people may hold different opinions regarding whether a bylaw amendment is in the best interests of the Association. Under the Association's Bylaws (Article XI, Section 3), the Board has the power to enact policies regarding the Association's affairs, including election matters. As a result, the Board adopts the following policy regarding the preparation of election materials for proposed bylaw amendments.

1. All Bylaw amendments proposed to the members shall include a summary and assessment prepared by the Association's counsel and approved by the Board of Directors.

2. Except for amendments proposed by the unanimous vote of the Board of Directors, the Board will include statements advocating member approval and/or rejection of proposed Bylaw amendments in the election pamphlet. The Board may offer authorship of the statement advocating member approval of an amendment to the prime sponsor of the Bylaw or Board member(s) supporting the amendment. The Board may offer authorship of the statement advocating member rejection of an amendment to a dissenting Board member. In the case of amendments sponsored or opposed by the unanimous vote of the Board of Directors, the Board may choose to include only a statement in support or opposition to the amendment.

3. The Board will establish a deadline for the submission of a statement under this policy. A statement must be received by the Board by the established deadline date. All statements will be reviewed by the Association's legal counsel. All statements are subject to editing or rejection by the Board of Directions or the Association's legal counsel for:

    a. Obscene, profane or defamatory language;
    b. Inciting or advocating hatred, abuse, contempt, disrespect or violence toward any person or group;
    c. Language which may not legally be circulated through the mails; or
    d. Material that is irrelevant; confidential; political in nature; advertisement or solicitation for a for-profit business, competitor of the Association or any of its subsidiary entities; or is patently false.

4. Upon the Board of Directors request, an author of a statement advocating or opposing an amendment shall sign an agreement promising to indemnify, defend and hold the Association (including its officers, agents, and employees) harmless against any claim for libel, slander or defamation arising out of the statement.

5. A statement submitted under this section may not exceed 500 words. An article such as "a," "an," and "the" will be counted as a word.

6. A statement submitted under this policy must include a signer's block located at the bottom of the statement. The signer's block must include no more than three signers. Any signers more than the allotted three will be considered endorsements and included in the text of the statement and counted against the 500-word limit. Signers must include the signers' full names and organizations, if any. Signers shall execute a form prepared by the Board indicating that the signers participated in the drafting of the statement.

7. The Board may appoint a coordinator for the drafting of statements under this policy.

8. The Board may provide a disclaimer printed on the bottom of each statement advocating or rejecting a bylaw amendment.

Adopted: January 11, 2012

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL

As a member-owned Cooperative, MTA is required to operate for the benefit of its customers. This policy establishes the procedures MTA will follow for allocating, retiring and assigning capital credits in accordance with MTA's Bylaws and applicable law. This policy covers capital credits for services purchased from Matanuska Telecom Association, Inc. ("MTA") and its subsidiaries. For purposes of this policy, MTA members also include patrons of MTA subsidiaries who have been allocated capital credits.

I. Allocation of Capital Credits

1. Following review and recommendations by management, the Board of Directors shall separately classify certain cooperative functions, or groups of patrons/members, so as to more properly account for costs of service and patronage margins supplied by the patrons. In doing so, the allocation of expenses and patronage credits may consider a variety of relevant factors such as the cost of rendering service, the terms and conditions of certain types of service, the terms of agreements with patrons, and the obligations of the parties involved. Accordingly, patronage capital credits may accrue at a different rate for certain classifications of patrons or for different classes of service, resulting in some classifications producing no margins for allocation, while other classifications produce allocable margins.

2. The Association shall provide active members with notice of the amount of patronage capital credited to the patron's account, either on the member's billing statement or by mail to the patron's last known address. Notification shall not be required in years in which:

(a) The classification fails to earn an amount that is in excess of costs and expenses, including prior year(s) losses, or

(b) The amount earned that is in excess of costs and expenses is determined to be insufficient to warrant the allocation of capital credits and issuance of notifications.

3. Carry forward of unallocated patronage capital: If, pursuant to Section 2)(b) above, the amounts earned in excess of costs and expenses are not allocated to the capital credit accounts of the Association's active patrons during that year, said amounts will be combined with those of the following year for allocation to patrons providing patronage to the Association in the following year.

II. Retirement of Capital Credits

1. General Retirements

(a) Authority of retirement of capital credits: No capital credits shall be paid or otherwise retired unless and until the Board has taken action approving such retirements.

(b) Compliance with mortgage requirements: The Association shall at all times seek to comply fully with the various provisions of its long-term debt instruments concerning the retirement of patronage capital.

(c) When the Board determines that the financial condition of the Association will not be impaired, it is the intent of the Association to incorporate a hybrid retirement method as determined by the Board:

(i) A percentage of the Association's capital credits from the oldest unretired year of capital credits;
(ii) A percentage of the Association's capital credit allocation from the most recent unretired year of capital credits;
(iii) A flat rate portion of the Association's Rural Telephone Bank (RTB) refund, applied to all of the Association's unretired capital credit balances.

(d) Except in the case of early retirements of capital credits, the Association will not issue checks in amounts less than Fifty Dollars ($50) to active accounts. Any amounts not paid as a result of the Fifty Dollar ($50) minimum will be credited to the patron's account.

(e) Collection of delinquent accounts: No check shall be issued as refund of a patron's capital credits unless the Association's records shall have first been reviewed to determine whether the patron has outstanding past due accounts owed to the Association. To the extent such patron has an outstanding past due balance, any capital credits to be retired shall be applied to the balance, and no check shall be issued to the patron until the sum of the capital credit payments so applied exceeds the amount owing the Association together with interest at the legal rate of interest allowed on judgments in the state of Alaska in effect when such account became overdue.

(f) MTA will comply with state statutes (subpoenas) for capital credit retirements before releasing payment to recipients.

2. Early Retirements for Deceased Persons

The Association will refund capital credits to the estates of deceased patrons early, at a discounted rate of 6% per annum, under the following conditions:

(a) The deceased patron must have been a natural person;

(b) The aggregate amounts after discounting that are retired in any one year shall not cause the Association to exceed the gross amount of total payments approved by the Board as outlined in Section II.1(c).

(c) Requests to retire capital credits early should be made in accordance with Section III.2.

III. Assignment of Capital Credits

A key part of the obligation to allocate and retire capital credits is to ensure that capital credits are paid to the proper party. This section of the MTA Capital Credits Policy is designed to ensure that capital credits are paid to the proper party in circumstances where a change of name, change in legal status, death or other circumstance requires that a change be made in the payment of capital credits.

1. General Policy

Upon receipt of a check or other notice from MTA concerning payment of capital credits, and

(a) the person to whom the check or notice is directed is no longer living; or

(b) the check or notice is directed to a business or other entity that no longer exists; or

(c) there has been a divorce or name change; or

(d) the person wishes to assign capital credits to the MTA Foundation; a person may submit a claim to MTA to have the capital credits transferred.

MTA has a duty to its members to ensure that capital credits are paid to the proper recipient. The information required to substantiate a claim that capital credits should be paid to someone other than the person, business or entity reflected as the owner on MTA's books and records requires clear and conclusive proof of ownership and entitlement to such payment. The claim process detailed below is intended to ensure payment of capital credits to the proper owner and to protect MTA and its members from improper payment of capital credits.

If ownership and entitlement to payment of said capital credits are not established by clear and conclusive proof, which shall be decided by MTA in its sole discretion, MTA will follow the unclaimed capital credit procedures permitted by AS 34.45.200(e).

Assignment of capital credit payments does not change the member of record or entitle the assignee to any other rights or responsibilities of membership. Capital credits earned by corporate entities, even if assigned to a natural person, are not eligible for early retirement under this policy unless they are the beneficiary of the deceased owner of a dissolved business.

2. Claim Submission

All claims must be submitted in writing using forms issued by MTA. All claims must be accompanied by substantiating documents and other information based on the nature of the claim:

(a) Claims following Death of Owner

(i) Heir, Administrator or Executor

If the individual claiming the capital credits is claiming to be an heir, administrator or executor, the following should be required prior to any release of funds:

- Provide a copy of the reported owner's death certificate (certified copy required if claim is $5,000 or more), and the following:

- If the deceased owner left a will that was probated, provide a copy of the court order directing distribution of the estate or appointing the individual as administrator of the estate;

- If the deceased owner left a will or trust, provide a complete copy of the will or trust document.

- If the deceased owner did not leave a will or the will was not probated, and the amount of capital credits is less than $5,000, a notarized State of Alaska *Affidavit for Collection of Personal Property* must be submitted to MTA; and

- Provide an executed copy of MTA form, Capital Credits Affidavit.

(b) Claims for Businesses and Entities that No Longer Exist

(i) Proof of Ownership of Capital Credits

If the business or entity no longer exists but was purchased or sold, provide an executed copy of the buy/sell agreement.

If the business experienced a name change, merger, or has an assumed name (d.b.a. or "doing business as"), provide a copy of the corporate documents, such as amendment, corporate resolution, partnership agreement, or buy/sell agreement and state fillings reflecting the change or merger.

If the business is no longer in existence, provide a copy of the Articles of Dissolution filed with the State of Alaska or Corporate Liquidation form filed with the Internal Revenue Service.

(ii) Proof of the Right to Transact Business for the Business or Entity

In addition to proof of ownership of the capital credits, a person submitting a claim on behalf of the business or entity must provide proof that he or she

has the authority to act on behalf of the entity. If the person is an officer or other company official claiming on behalf of a corporation, partnership, sole proprietorship, professional association, non-profit organization, or private organization, proof of such authority is required. The claimant must submit a completed and executed copy of MTA form, "Business Certification of Entitlement to Capital Credits" which is used solely in connection with disconnected service accounts. In addition, photocopies of one or more of the following should be provided:

- Copy of the Articles of Dissolution filed with the State of Alaska
- Corporate Liquidation form filed with the IRS

MTA will evaluate the information provided to ascertain whether it will be sufficient to allow payment of the business' or entity's capital credits to you. Because the ownership of business or entity assets is often difficult to establish and substantiate once a business has ceased operations, claims asserting ownership of capital credits will be challenging to prove.

(c) Divorce

If the individual claiming the capital credits is claiming to be the rightful owner of capital credits after a divorce, the following should be required prior to any release of funds:

(i) Provide a copy of the court order assigning ownership of the capital credits to the individual (certified copy required if claim is $5,000 and more) and proof of social security number or an executed copy of MTA form "Membership Addendum to Remove a Member."

(ii) In the absence of a court order or membership addendum, MTA has no obligation to divide or apportion capital credit payments. Capital credits remain payable as originally issued. For memberships established as joint members, capital credit payments will continue to be issued in the names of both account holders, using "or", until the capital credit balance is fully retired.

(d) Individual Name Change

If the individual claiming the capital credits is claiming to be the rightful owner of capital credits after a name change, the following should be required prior to any release of funds:

(i) Provide a copy of the court order reflecting the name change or valid government issued ID verifying name change; and

(ii) Executed copy of MTA form, "Membership Addendum for Name Change."

3. Processing Claims

(a) MTA Staff Consideration

After receipt and review of this information, MTA staff will advise the individual if the information is sufficient to allow the capital credits to be paid. The information required to substantiate a claim that capital credits should be paid to someone other than the person, business or entity reflected as the owner on MTA's books and records requires clear and conclusive proof of ownership and entitlement to such payment which shall be decided by MTA in its sole discretion. Claims in excess of $5,000 must be reviewed and approved by the Chief Financial Officer.

If a claim is denied by MTA staff, the individual has the right to request reconsideration by the Chief Financial Officer. If the Chief Financial Officer denies the claim, the individual has the right to request reconsideration by the Chief Executive Officer and if the claim is denied by the Chief Executive Officer, the individual may seek reconsideration by MTA's Board of Directors.

(b) Reconsideration by CFO or CEO

The individual must request reconsideration of denial of a claim in writing within 30 days of the date of the notice that the claim has been denied by MTA's staff. The CFO or CEO will reconsider whether the information submitted by establishes by clear and conclusive proof that the capital credits should be paid to someone other than the person, business or entity reflected as the owner on MTA's books and records. MTA will respond in writing to the request for reconsideration within 90 days of receipt of the written request for reconsideration.

(c) Reconsideration by the Board of Directors

The individual must request reconsideration of a claim by the Board of Directors in writing within 30 days of the date of the notice to that the claim has been denied by the Chief Executive Officer. The Board of Directors will reconsider whether the information submitted establishes by clear and conclusive proof that the capital credits should be paid to someone other than the person, business or entity reflected as the owner on MTA's books and records. The Board of Directors shall respond to the request for reconsideration in writing within 90 days of receipt of the written request for reconsideration.

(d) Disposition of Denied Capital Credit Claim Amounts

If this claim process does not result in a resolution of the ownership of the capital credits, such amounts will be treated in accordance with AS 34.45.200(e) and MTA's policies regarding unclaimed capital credits.

4. Donation of Capital Credits

Pursuant to this Board policy, a member may donate or assign capital credits on the books of the Cooperative to the MTA Foundation. In order to effectuate such a donation or assignment, the member must submit a properly executed MTA *Assignment of Capital Credits to the MTA Foundation Inc.* form. This option is limited to capital credits associated with disconnected accounts; capital credits tied to an active account are not eligible for assignment or donation to the MTA Foundation.

Adopted: October 26, 2016
Amended: August 14, 2019
Amended: March 23, 2022
Amended: May 27, 2026
Amended: July 22, 2026

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL

ASSIGNMENT OF CAPITAL CREDITS TO THE MTA FOUNDATION, INC.

Membership account information for transfer to MTA Foundation, Inc.:
Note: this assignment can only be executed for disconnected service accounts.

_____ _____
Member Name Social Security Number

_____
Member Number(s) (If known)

I, _____, declare that I am the rightful owner of the capital credits in the account(s) listed above, and hereby designate all such capital credits allocated to the account(s) to the MTA Foundation, Inc. I understand that once made, this assignment is irrevocable and the MTA Foundation will receive all future retirements of capital credits. I understand that I may not be able to claim a tax deduction for the assignment of these capital credits to the MTA Foundation.

_____
Mailing Address of Claimant

_____
City State Zip

_____
Contact Phone Number Email

Signature of Claimant _____

NOTARIAL ACKNOWLEDGEMENT

State of Alaska
Judicial District _____

On this _____ day of _____, 20_____, before me personally appeared _____, whose identity was proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is (are) subscribed to this instrument and acknowledged under oath or affirmation that the statements made in this document are true and correct.

Notary Public: _____ Notary Seal:

My Commission Expires: _____

Under Alaska Statute § 11.56.200, it is a Class B Felony for you to knowingly make a false statement on this form. MTA will refer all violators to law enforcement for prosecution.

BUSINESS CERTIFICATION OF ENTITLEMENT TO CAPITAL CREDITS

Membership account information of business entity:
Note: this assignment can only be executed for dissolved business entities.

_____ _____
BUSINESS NAME BUSINESS EIN

_____ _____
ALASKA ENTITY NUMBER MEMBER NUMBER(s) OF BUSINESS (if known)

I, _____, declare that I am a rightful owner of the capital credits in the account(s) listed above.

1. I am the party legally entitled to claim ownership of these capital credits;
2. I have attached legal documentation to support and validate my claim of ownership;
   Examples: copy of the Articles of Dissolution filed with the State of Alaska or Corporate Liquidation form filed with the IRS.
3. I will be responsible for distributing the capital credits claimed in accordance with any predetermined agreements of the business to which they were allocated;
4. I accept responsibility regarding any litigation which may arise from subsequent claims to these capital credits and will indemnify, defend and hold MTA (including its subsidiaries, officers, directors, agents and employees) from any claim arising out of or relating to these capital credits; and
5. I understand that a copy of this certification statement will be released to any party making subsequent claim to these capital credits.

_____
Mailing Address of Claimant

_____
City State Zip

_____
Contact Phone Number Email

Signature of Claimant _____

NOTARIAL ACKNOWLEDGEMENT

State of Alaska
Judicial District _____

On this _____ day of _____, 20_____, before me personally appeared _____, whose identity was proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is (are) subscribed to this instrument and acknowledged under oath or affirmation that the statements made in this document are true and correct.

Notary Public: _____ Notary Seal:

My Commission Expires: _____

Under Alaska Statute § 11.56.200, it is a Class B Felony for you to knowingly make a false statement on this form. MTA will refer all violators to law enforcement for prosecution.

CAPITAL CREDITS AFFIDAVIT

_____ _____
MEMBER NAME (of deceased) SOCIAL SECURITY NUMBER (of deceased)

_____
MEMBER NUMBER (if known)

Name of Estate or Trust: _____

Name of Personal Representative: _____

Address of Personal Representative: _____

City: _____ State: _____ Zip Code: _____

Contact Number: _____ Email:_____

I _____, declare that I am entitled to the Capital Credits retirement amount from Matanuska Telecom Association, Inc. in the account of: _____ (name of deceased).

Matanuska Telecom Association, Inc., Board of Directors, has approved early retirement to estates based upon a discount rate of 6% per annum. Deceased Patron's undistributed capital credits retirement will be adjusted based on this methodology, as reflected by the present value of their capital credits.

Signature of Claimant _____

NOTARIAL ACKNOWLEDGEMENT

State of Alaska
Judicial District _____

On this _____ day of _____, 20_____, before me personally appeared _____, whose identity was proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is (are) subscribed to this instrument and acknowledged under oath or affirmation that the statements made in this document are true and correct.

Notary Public: _____ Notary Seal:

My Commission Expires: _____

Under Alaska Statute § 11.56.200, it is a Class B Felony for you to knowingly make a false statement on this form. MTA will refer all violators to law enforcement for prosecution.

Revision 0
Revision Date: 02/17/2026

MTA COPY CERTIFICATION BY DOCUMENT CUSTODIAN

DOCUMENT INFORMATION

Type of Original Document:

☐ Original Death Certificate ☐ Certified Copy of Death Certificate

DOCUMENT CUSTODIAN STATEMENT

To be completed and signed by the person who holds the document indicated above.

I, _____, certify and declare under oath or affirmation that:

1. I am the lawful custodian of the original or certified copy of the document described above;
2. I have personal custody and control of the original document;
3. The attached copy is a true, correct, and complete copy of the original document in my possession; and
4. The original document has not been altered, amended, or modified in any way since the copy was made.

Custodian Name (printed): _____

Custodian Signature: _____

Date Signed: _____

NOTARIAL ACKNOWLEDGEMENT

State of Alaska
Judicial District _____

On this _____ day of _____, 20_____, before me personally appeared _____, whose identity was proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is (are) subscribed to this instrument and acknowledged under oath or affirmation that the statements made in this document are true and correct.

Notary Public: _____ Notary Seal:

My Commission Expires: _____

Under Alaska Statute § 11.56.200, it is a Class B Felony for you to knowingly make a false statement on this form. MTA will refer all violators to law enforcement for prosecution.

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: *GLOBAL GOVERNANCE-MANAGEMENT CONNECTION*

3.1

The board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer.

Adopted: December 12, 2001

Attested by: _____
President of the MTA Board

POLICY TYPE: BOARD-MANAGEMENT LINKAGE **3.2**
POLICY TITLE: *UNITY OF CONTROL*

Only officially passed motions of the Board are binding on the CEO.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.

2. In the case of Board members or committees requesting information or assistance without Board authorization, the CEO and staff shall not respond to requests for information by a single board member that will take significant time and resources or is disruptive.

3. Board member(s) receiving consumer complaints relating to services provided by MTA or its subsidiaries shall forward the complaint to the CEO for appropriate follow-up.

Adopted: December 12, 2001
Amended: November 14, 2007
Amended: May 19, 2010

Attested by: Linda E. Robinson
Chief Governance Officer of MTA Board

CORPORATE SEAL

POLICY TYPE: BOARD-MANAGEMENT LINKAGE
POLICY TITLE: *ACCOUNTABILITY OF THE CEO*

3.3

The CEO is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the CEO.

Accordingly:

1. The board will never give instructions to persons who report directly or indirectly to the CEO, except for CEO subordinates specifically assigned by the CEO to board secretariat duties.

2. The board will not evaluate, either formally or informally, any staff other than the CEO.

3. The board will view CEO performance as identical to organizational performance, so that organizational accomplishment of board stated Ends and avoidance of board proscribed means will be viewed as successful CEO performance.

Adopted: December 12, 2001

Attested by: _____
President of the MTA Board

CORPORATE SEAL

POLICY TYPE: BOARD-MANAGEMENT LINKAGE **3.4**
POLICY TITLE: *DELEGATION TO THE CEO*

The board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

Accordingly:

1. The board will develop policies instructing the CEO to achieve specified results, for specified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.

2. The board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.

3. As long as the CEO uses *any reasonable interpretation* of the board's Ends and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have full force and authority as if decided by the board.

4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and CEO domains. By doing so, the board changes the latitude of choice given to the CEO. But as long as any particular delegation is in place, the board will respect and support the CEO's choices.

Adopted: December 12, 2001

Attested by: _____
President of the MTA Board

CORPORATE SEAL

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected CEO job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly:

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not measure such performance will not be considered to be monitoring data.

2. The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the CEO discloses compliance information to the board, (b) by external report, in which the Board will hire independent professional(s) trained in the subject matter to assess compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.

3. In every case, the standard for compliance shall be *any reasonable CEO interpretation* of the Board policy being monitored. The Board is final arbitrator of reasonableness, but will always judge with a "reasonable person" test rather than with interpretations favored by Board members or by the Board as a whole.

4. The method by which the Board will assess the monitoring report for reasonable interpretation and compliance is as follows:

   a) The CEO will submit a monitoring report schedule for Executive Limitations and Ends in September during the annual agenda planning cycle (per G.P. 2.4) for the full year. This schedule will be approved by the Board and may be modified during the year as needed as long as both Board and CEO agree on the proposed schedule changes.

   b) The CEO submits the monitoring report and appropriate Monitoring Report Survey to the Board at the designated, scheduled month.

   ~~c~~) Prior to the subsequent board meeting when the monitoring report will be affirmed for compliance or non-compliance, the Board will individually evaluate the report by completing the accompanying online survey available on the Board's extranet site.

   d) The following steps occur at the subsequent board meeting (after the monitoring report has been submitted for review):

      - The CGO will address the reports at the meeting by asking if any Board member has identified areas where:
        i. They do not believe a reasonable interpretation has been made, or
        ii. The evidence does not demonstrate compliance.

      - Reports should be discussed when the majority of the Board members concur there is a concern about either reasonable interpretation or evidence of compliance.

- Following the discussion, a board member should make a motion addressing each problematic(s). It should be noted in the minutes when compliance by the CEO should be met or policy revised by the Board.

- If the majority of the board does not have a concern, the CGO can ask for a motion to affirm all reports have been assessed and provide evidence of compliance with reasonable interpretation of the policy. This motion will be noted in the board minutes.

5. All policies which instruct the CEO will be monitored at a frequency and by a method chosen by the board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

Schedule for CEO Monitoring Reports to the Board

*All monitoring reports are submitted annually, unless otherwise noted

Section #	Policy	Method	Reporting Period	Report due last day of:	Month Approved by Board
1.1 1.2 1.3 1.7 1.8 1.10	Global Executive Constraint Treatment of Consumers Treatment of Staff Asset Protection Compensation & Benefits Corporate Citizenship	Internal	Jan. 1st – Dec. 31st	April	May meeting
1.4	Financial Planning/Budgeting	Internal	Feb. 1st – Jan. 31st	February	March meeting
1.5	Financial Condition & Activities	External (Independent Auditor's Report) Internal	Aug. 1st – July 31st	May (External) August	Sept. meeting
1.6	Emergency CEO Succession	Internal *(verbal)*	n/a	n/a	Sept. meeting
1.9	Communication & Support to the Board	Internal	May 31st – June 30th	-July	Aug. meeting
1.11	Subsidiaries & Joint Ventures	Internal	Sept. 1st – Aug. 31st	September	Oct. meeting
4.1	Organizational Purpose	Internal	Aug. 1st – July 31st	August	Sept. meeting

⇒ **CEO prepares and delivers the monitoring report and appropriate monitoring report survey to the board within the "Report Due" month.**

⇒ **The Board completes the monitoring report survey in preparation for discussing the monitoring report at the next meeting following the reporting month.**

Adopted: December 12, 2001
Amended: May 14, 2008
Amended: March 2, 2009
Amended: April 1, 2009
Amended: December 11, 2009
Amended: May 19, 2010
Amended: February 17, 2016
Amended: August 14, 2019

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL
MATANUSKA TELEPHONE ASSN. CORPORATE SEAL 1953 ALASKA

POLICY TYPE: ENDS **4.1**
POLICY TITLE: *ORGANIZATIONAL PURPOSE*

MTA exists so that its Members may connect to each other and the universe of opportunities around them; thereby achieving healthy, economically successful and socially responsible communities. These Ends will be achieved to the extent that is justified by the resources expended.

1. Build and maintain enduring value to enhance the lifestyle of our Members.

2. Be a responsible citizen that makes a meaningful difference by helping build and support economically sustainable communities.

3. Proactively bring our Members a portfolio of advanced technologies which enable them on the world stage, and support their economic and social wellbeing.

4. Be a highly effective, lean and agile organization.

5. Maintain long-term economic viability for member-owners while being mindful of our values and overall responsibilities.

Adopted: December 12, 2001
Amended: August 6, 2003
Amended: October 6, 2004
Amended: October 17, 2007
Amended: October 15, 2008
Amended: April 10, 2012
Amended May 18, 2016
Amended: May 15, 2024

Matanuska Telecom Association, Incorporated CORPORATE SEAL 1 53 Alaska

Attested by: _____
Chief Governance Officer of MTA Board

CORPORATE SEAL