



## Governing Board Meeting

Berlin Elementary School  
372 Paine Turnpike N, Berlin, Vermont  
6:00pm, May 8, 2018

Present: Governing Board delegates: Rama Schneider (Williamstown, waiting on appointment), Allen Gilbert (Worcester), Michael Birnbaum (Plainfield), John Quinn (Northfield), Daniel Jones (Montpelier), Philip Hyjek (Middlesex), Jim Barlow (Marshfield), Bob Burley (Elmore), Bob Klein (East Montpelier), Andrew Gilbert (Cabot), Jeremy Hansen (Berlin), Chris Ridell (Barre City); Governing Board alternates: Jerry Diamantides (Berlin), Rebecca Schrader (East Montpelier), Jonathan Williams (Marshfield), Tom Fisher (East Montpelier), Mark Farley (Northfield), Elliott Bent (Barre City), Stephen Whitaker (Montpelier); Public attendee: Charles Larkin.

Absent: David Healy (Calais), Roxbury Delegate (not yet appointed)

At 6:00 pm the meeting was called to Order by Jeremy Hansen (Berlin), acting chair.

### **Reorganization and election of chair, vice chair, and clerk for 2018-2019:**

Philip Hyjek (Middlesex) nominated Jeremy Hansen (Berlin) for chair. Allen Gilbert (Worcester) volunteered to act as chair for the elections process. Discussion followed with introductions of governing board members, alternates, and public attendees. Jeremy Hansen (Berlin)

volunteered to act as clerk for the elections process. The vote was unanimous.

Allen Gilbert (Worcester) nominated Philip Hyjek (Middlesex) for vice chair. The vote was unanimous.

Allen Gilbert (Worcester) nominated Rebecca Schrader (East Montpelier alternate) for clerk. The vote was unanimous.

**Meeting call to order:** The meeting was called to order at 6:50 PM by chair Hansen.

**Changes or Additions to the Agenda:** None.

**Public Comment:** Public comment included discussion of clarifying agenda items and times, possible conflict of interest for Montpelier being a member of both EC Fiber and Central Vermont Internet, and concerns of transparency.

**Petition for admission to Central Vermont Internet (Cabot):** Motion by Birnbaum (Plainfield), second by Jones (Montpelier) to accept Cabot's petition for admission to CVI. The vote was unanimous.

**Review of statute and adoption of meeting conduct:** Discussion included whether or not to continue using Robert's Rules of Order and review of statute, particularly that no operations/build out will be able to occur in 2018, due to 6 month period for public objection. Quorum will be currently defined as seven members. Bylaws and Policy/Procedures committee will be tasked with drafting meeting procedures.

**Meeting scheduling and location:** Discussion included desired frequency, dates, and location of meetings. Motion from Gilbert (Worcester), second from Jones (Montpelier) to hold board meetings the second Tuesday of every month. One abstention from Birnbaum (Plainfield), all other votes yay. The next meeting will be held on Tuesday, June 12. Motion from Hyjek (Middlesex), second from Gilbert (Worcester) to designate Berlin Elementary School as preferred primary location and have Hansen (Berlin) seek a fee waiver from Berlin School Board for facility use. Vote was unanimous. Motion from Riddell (Barre City), second from Hyjek (Middlesex) to hold meetings at Berlin

Elementary if fee is waived, with alternative location as Institute for Sustainable Communities in Montpelier. Vote was unanimous.

**Discussion of name and filing certificate of organization with the Secretary of State:** Chair and clerk will work with Secretary of State's office to file certificate of organization. Discussion of name included containing fiber, communication, broadband, and others. Motion from Gilbert (Worcester), second from Gilbert (Cabot) to file certificate as "Central Vermont Internet" and table further naming discussion to a committee for a name that could be used as a DBA (doing business as). Vote was unanimous.

**Review of Vermont open meetings and public records requirements:** Discussion included review of published Vermont open meeting law. Barlow presented a brief overview of open meetings and public records requirements of Vermont municipalities. There was a question about when alternates count towards a quorum, and a suggestion that bylaws be written to handle this situation.

**Tasks for/appointment of Bylaws, Executive, Siting and other Committees:** Discussion included what tasks are outstanding, what committees are needed, and when. There was also discussion of compiling resources and lists of people that would be helpful to inform CVI's work.

Motion by Gilbert (Worcester), second by Quinn (Northfield) to create the Bylaws and Policies committee with the following tasks and appoint members as outlined below. The board was in consensus, there was no formal vote.

Bylaws and Policies Committee: draft policies on alternates, conflict of interest, mission statement, makeup of committees, who can speak for CVI, rules and procedures. Members: Jim Barlow (Marshfield), Chair; Allen Gilbert (Worcester), Philip Hyjek (Middlesex)

Motion by Hyjek (Middlesex), second by Klein (East Montpelier) to create the Business Development committee with the following tasks and appoint members as outlined below. Vote was unanimous.

Business Development Committee: evaluate DBA name, research financing and organizational structures, and establish talking points. Members: Jerry Diamantides (Berlin alternate), Chair; Dan Jones (Montpelier), Stephen Whitaker (Montpelier alternate)

**Adoption of Mission Statement:** Will be discussed at future meetings, and assigned to the Bylaws and Policy Committee.

**Roundtable:** Board members shared generally positive feedback and excitement.

**Adjourn:** Motion to adjourn by Gilbert (Worcester), second by Jones. Motion passed unanimously and the meeting adjourned at approximately 8:40 PM.

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Rebecca Schrader, Clerk

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