



Bylaw and Policy Committee Meeting Minutes

Tele-meeting via Zoom
5 p.m. Dec. 7, 2020

Present: Committee Members Allen Gilbert (Worcester), Ray Pelletier (Northfield), and Siobhan Perricone (Orange).

The meeting was called to order at 5 p.m. by Gilbert. Gilbert noted that the committee chair, Phil Hyjek, had recently had surgery and could not attend; the governing board chair, Jeremy Hansen, had asked Gilbert to serve as interim chair of the committee until Hyjek returns.

Discussion of Conflict of Interest Policy and Contracts

Gilbert recounted the reason why this issue is back in the Policy Committee. Several board members felt the language to be added to contracts wasn't strong enough; contractors should be required to provide to the CVFiber Board a list of all subcontractors they hire. David Healy thought state contracts carry such a requirement. Following the meeting, Gilbert asked Healy to forward any state contract documents he had that might have such language. Several days later Healy provided some relevant documents. They showed that the state deals in two ways with a contractor's responsibilities if s/he considers hiring a subcontractor – first, through the RFP (request for proposals) process and second, through the contract that's signed with the successful bidder.

Gilbert thought it was a good idea to mirror the process the state uses. The process has undoubtedly been reviewed by attorneys for the state and found to be legal and effective. First, CVFiber must add language to all future RFPs that a contractor has to list any subcontractors s/he plans to hire. Second, language must be added to all future contracts that a contractor who's been awarded the bid can't subcontract with others without the prior approval of CVFiber.

Gilbert proposed this language for RFPs:

If a bidder intends to use subcontractors, the bidder must identify in the proposal the names of the subcontractors, the portions of the work the subcontractors will perform, and address the background and experience of the subcontractor(s).

And he proposed that the language previously developed to included in contracts be changed to this:

Party shall not assign, subcontract or subgrant the performance of this agreement or any portion thereof to any other party without the prior written approval of CVFiber. Party shall be responsible and liable to CVFiber for all acts or omissions of subcontractors and any other person performing work under this agreement pursuant to an agreement with party or any subcontractor.

Gilbert said that the language in both proposals was modeled on language in state contracts.

Pelletier suggested changes to the new “Section F. Contractors” that was to be added to the existing Conflict of Interest Policy; he proposed the section be re-written this way, to align with the language to be added to RFPs and contracts:

F. CONTRACTORS

1. Vendors with whom CVFiber is considering contracting for goods or services shall be asked to disclose any conflicts of interest they may have before any contracts or agreements are made.
2. If a bidder responding to a request for proposals (RFP) intends to use subcontractors, the bidder must identify in the proposal the names of the subcontractors, the portions of the work the subcontractors will perform, and address the background and experience of the subcontractor(s).
3. If conflicts are identified, approval of the CVFiber Executive Committee, or the full Central Vermont Internet Governing Board, shall be obtained before any contracts or agreements are made.

After discussion, the proposals were accepted and the committee was unanimous in recommending them to the board for its review.

There being no more business, the committee adjourned at approximately 5:40 p.m.

-- *Allen Gilbert*

Approved 4-22-21

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