



Bylaw and Policy Committee Meeting Minutes

Tele-meeting via Zoom
5 p.m. Sept. 16, 2020

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

The meeting was called to order at 5 p.m. by the chair, Hyjek.

Discussion of Conflict of Interest Policy

Gilbert presented a draft of his proposal, which he had provided to committee members in advance of the meeting. He suggested, first, that a new Section F be added to the current CVFiber policy on conflict of interest. This would extend the responsibility of disclosing any conflicts of interest to contractors and sub-contractors (the current policy covers only board members and alternates). His suggested language was:

"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. Likewise, contractors providing services for CVFiber shall ask any subcontractors they may be considering hiring if they have any interests that might conflict with CVFiber's interests. If conflicts are identified, approval of the CVFiber Executive Committee shall be obtained before any contracts or agreements are made."

Second, Gilbert suggested that to make this language operative, the responsibility of contractors and sub-contractors to report conflicts should be added to all CVFiber contracts for goods and services. His suggested language was:

"A condition of this contract is that all vendors with whom CVFiber is considering contracting for goods or services shall identify any conflicts of interest they may have with the interests of CVFiber. If conflicts are identified, approval of the CVFiber Executive Committee shall be obtained before any contract or agreement is made. Likewise, contractors providing

services for CVFiber shall ask any subcontractors they may be considering hiring if they have any interests that might conflict with CVFiber's interests. If conflicts are identified, approval of the CVFiber Executive Committee shall be obtained before any contracts or agreements are made.

Pelletier then presented a more extensive proposal that would address not only contractor and sub-contractor conflict-of-interest issues but numerous other aspects of governing board members' duties and responsibilities concerning possible conflicts-of-interest. His changes were presented as a revision-tracked version of the existing Conflict of Interest Policy. Pelletier's version is included as a separate attachment.

Discussion followed. Hyjek said the committee's charge was to address the specific problem of possible non-identification of a contractor's, or sub-contractor's, conflict of interest when working for CVFiber. Hyjek said he appreciated Pelletier's work but felt that a substantial overhaul of the board's current Conflict of Interest Policy wasn't anticipated and was at this time beyond the scope of the committee's work. Gilbert worried that an overhaul would take a long time and that it was important to address as soon as possible the conflict of interest issue the board had raised in regards to contractors and sub-contractors.

As the hour began to close, Hyjek noted that the meeting was scheduled to adjourn at 6 p.m. He suggested committee members, at their leisure, review the two proposals more closely and that the committee meet again in early October to decide how best to proceed.

The meeting adjourned at approximately 6 p.m.

Other business

None.

The meeting adjourned at approximately 5:45 p.m.

-- *Allen Gilbert*

Approved 4-22-21

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Attachment: Pelletier proposal

CENTRAL VERMONT INTERNET GOVERNING BOARD

POLICY ON CONFLICTS OF INTEREST

A. PURPOSE AND AUTHORITY

Under the authority granted in 30 V.S.A. §3054, the Governing Board of Central Vermont Internet hereby adopts the following policy concerning Conflicts of Interest.

The purpose of this policy is to ensure that the business of Central Vermont Fiber will be conducted in such a way that no Governing Board member will gain a personal or financial advantage from his or her appointment to the Central Vermont Fiber Governing Board and so that the public trust in Central Vermont Fiber and its Governing Board will be preserved.

B. APPLICATION

This policy applies to all appointed municipal representatives and alternates to the Central Vermont Fiber Governing Board.

C. CONFLICT OF INTEREST

1. For purposes of this policy, a Conflict of Interest means the appearance of or a direct personal or pecuniary interest of a Governing Board member, his or her spouse, household member, business associate, employer, employee or “Affiliated Entity” in the “Outcome” of a cause, proceeding, application, or any other matter pending before the Governing Board or the Governing Board member.

2. An Affiliated Entity is any corporation or business of which the Board member is a director, officer, partner, owner, or otherwise has a business interest.

3. Outcome includes:

a. Financial Interests. A conflict may exist where a Board member, or an individual or entity in C.1. above directly or indirectly benefits or profits as a result of an action, policy, or transaction made by the Governing Board (referred to as a “financial interest”). A Financial Interest is not necessarily a conflict of interest. A conflict of interest exists only when the Governing Board decide the Board member has a conflict of interest, or the appearance of a conflict of interest.

b. Other Interests. A conflict also may exist where a Board member, or an individual or entity in C.1. above obtains a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with the Governing Board. A conflict of interest exists only when the Board decide the member has a conflict of interest, or the appearance of a conflict of interest

4. A Conflict of Interest does not arise in the case of votes or decisions on matters in which the Governing Board member has a personal or pecuniary interest in the outcome of a vote or decision that is no greater than that of other persons generally affected by the decision.

D. DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

1. At the start of each meeting of the Governing Board the Chair will ask Board members in attendance to report if they are aware of any potential conflicts of interest based on the matters identified for discussion on the agenda for such meeting.

2. The Board will follow the procedures in F. MANAGEMENT OF CONFLICTS OF INTEREST, if any concerns are identified from a report of a potential conflict of interest made during an Governing Board meeting.

E. PROHIBITED CONDUCT

1. A Governing Board member shall not participate in any vote or action of the Board if the member has a Conflict of Interest in the matter under consideration by the Governing Board.
2. A Governing Board member shall not personally, or through any member of his or her household, business associate, employer, employee, or Affiliated Entity represent, appear for, or negotiate in a private capacity on behalf of any person or organization in a cause, proceeding, application, or other matter pending before the Governing Board.
3. A Governing Board member shall not accept gifts or other offerings for personal gain by virtue of his or her position on the Governing Board, which are not available to the public in general.
4. A Governing Board member shall not use resources unavailable to the general public, including but not limited to equipment, supplies, or facilities, for private gain or personal purposes.

F. MANAGEMENT OF CONFLICTS OF INTEREST

The following procedure shall be followed by the Governing Board in the management of Conflicts of Interest:

1. A Governing Board member who has reason to believe that he or she has a Conflict of Interest in a matter under consideration by the Board shall, before participation in any discussion, vote, or official action on the matter, disclose the Conflict of Interest and its nature at a Board meeting.
2. A Governing Board member may request that another Governing Board member disclose a Conflict of Interest.
3. Upon disclosure, or request for disclosure, of a Conflict of Interest, the Governing Board shall be afforded an opportunity to ask the Board member questions regarding the Conflict of Interest and discuss the same.
4. After such discussion, the Governing Board member shall declare whether the member will recuse himself or herself from the matter under consideration and explain the basis for that decision.
5. If the Governing Board member does not recuse himself or herself from the matter under consideration, the member shall state why he or she believes that he or she is able to act in the matter fairly, objectively, and in the public interest.
6. Voting and Actions. For each potential conflict of interest the Board may, upon the request of a Board member, determine by majority vote of the Board then in office (other than the Board member in question) whether to:
 - (a) Decide that there is no conflict of interest or appearance of a conflict and the Board member may continue normal Board activities related to the topic,
 - (b) Ask the Board member to recuse themselves, or
 - (c) Request that the Board member participate in spite of the disclosed conflict.
7. A Governing Board member who has recused himself or herself from a matter under consideration shall not participate in any Board discussion, vote, or other official action on that matter.
8. Upon the recusal of a Governing Board member who is a member municipality's designated representative, the municipality's alternate shall serve in the absence of the designated representative.
9. Minutes. The minutes of the current or next meeting shall reflect the nonparticipation of the Board member under procedures of this Conflict of Interest Policy, or where the

Governing Board determine not to preclude the participation of a member for which there is a potential or perceived conflict, the minutes of the meeting shall reflect the reason for approving the participation of the member, and the results of any transaction before the Board.

G. ENFORCEMENT

Where a Governing Board member has engaged in any of the prohibited conduct described in Section C or has failed to follow the procedure for management of Conflicts of Interest described in Section F, the Governing Board shall notify the legislative body of the municipality appointing the Governing Board member and may request the replacement of the Board member under 30 V.S.A. §3059, or other appropriate sanction.

H. CONTRACTORS AND SUBCONTRACTORS

1. Vendors with whom CVFiber is considering contracting for goods or services shall be required to disclose any appearances of or any conflicts of interest they may have before any contracts or agreements are executed.

2. Contractors providing services for CVFiber shall require any subcontractors they may engage if they have any interests that might conflict, or may present an appearance of any conflict with CVFiber's interests.

3. For the purpose of implementing this section of the policy, the following language shall included in each contract:

Conflict of Interest: Contractors shall identify any appearances of or any conflicts of interest they may have with the interests of CVFiber. Contractors shall require any subcontractors they desire to engage to disclose any appearance of a conflict, or any conflicts they may have with the interests of CVFiber.

I. POLICY REVIEW

1. The Governing Board shall review this Conflict of Interest Policy annually at its first meeting of the year for possible revision.

2. Board members shall execute a Conflict of Interest Policy Acknowledgment acknowledging the policy.

[THIS SPACE INTENTIONALLY LEFT BLANK. SIGNATURE PAGE TO FOLLOW.]

Adopted this ____ day of ____, 2020.

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Middlesex

Barre Town

Montpelier

Cabot

Northfield

Calais

Plainfield

East Montpelier

Roxbury

Elmore

Williamstown

Marshfield

Worcester

Who are we missing?