



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

March 28, 2022

Present:

Executive Committee Delegates: Jerry Diamantides (Berlin), Chuck Burt (Moretown), David Healy (Calais), Raymond Pelletier (Northfield), Jeremy Matt (Plainfield), Allen Gilbert (Worcester), Siobhan Perricone (Orange).

Absent:

Others Present: Phil Cecchini (Treasurer), Barry Ibey (Plainfield Alternate)
John Walters, Jennille Smith (Executive Director)

Call to order: Jerry Diamantides called the meeting the meeting to order at 6:31

Additions to the agenda:

- Allen Gilbert requested to add an item on the Policy of Grant Submissions. Does not anticipate action on it, but wants to discuss how the policy should move forward.
- Chuck Burt reported communications committee discussed having another webinar similar to what they had last year, and it was suggested adding this to the end of the agenda if time.
- John Walters noted that sometime after Jennille is onboard that a webinar be done with her and that there is space to publish webinars on the website. It was noted perhaps the Communications Committee is working on this and will report their information to the Executive Committee.
- Jeremy Matt reported that he has been recruiting for the Plainfield alternate position and Barry Ibey confirmed he has been officially appointed and was welcomed by the Committee.
- Jerry Diamantides reported that another Executive Committee meeting needs to be held to discuss construction deployment schedule as presented by Planning & Development Committee and proposed it be held on April 11 at 6:30 pm.

Public comment

- None

Prior Meeting Minutes

- Not available.

Treasurer's report & bills to pay

- Phil Cecchini gave a treasurer's report, summarized the status of our bank balances and cash flow and confirmed that Bonnie Batchelder is setting up payroll as needed.
- Phil Cecchini requested approval of \$52,264.50 of invoices that he sent to the Committee prior to the meeting. David Healy asked for clarification of insurance to cover their first fiber delivery in April. Jerry Diamantides reported that insurance will be in place soon. They are still working on cash flow forecast and will provide details to the Treasurer soon.
- MOTION (Jeremy Matt second Siobhan Perricone): To pay invoices in the amount of \$52,264.50 as presented by Phil (see Attachment 1). Discussion: Ray Pelletier requested what is being paid for be attached to the minutes for an audit trail. It was also confirmed appropriate Chairs have approved the invoices. Passed unanimously.

Executive Director Update

- Jerry Diamantides reported that the Executive Director candidate has accepted the terms offered and the Committee is in a position to make a motion.
- MOTION (Ray Pelletier second Siobhan Perricone): Whereas CVFiber advertised for an Executive Director on January 14, 2022 and received more than thirty applications,

Whereas CVFiber conducted resume reviews, multiple interviews, and checked references,

Whereas the Governing Board on March 16, 2022 approved the appointment of the Executive Committee's recommended applicant pending successful negotiation of employment terms and authorized the Executive Committee, or its designee, to negotiate employment terms with the recommended candidate and gave the Chair authority to execute the agreement,

Whereas the Executive Committee finds that employment terms have been successfully negotiated with the applicant,

It is hereby moved that Jennille Smith is appointed as the CVFiber Executive Director commencing employment on April 11, 2022.

Passed by unanimous roll-call vote

- Jerry Diamantides sent a text to Jennille Smith to join the meeting following the vote.
- John Walters reported he would write a press release as soon as possible so that it can be approved by the Communications Committee to be posted to Front Porch Forum by Thursday, he additionally requested any input for the release that the Committee wants to provide.

- The Committee welcomed Jennille Smith to the meeting and introductions were made.

Executive Committee Charter

- Ray Pelletier shared his screen and reviewed the proposed Charter changes with the Committee and the reason for making them.
- Discussion ensued related to the following: hiring of full-time employees, hierarchy, policies,
- Allen Gilbert noted how policies are handled needs to be stated more specifically and suggested that item B.1.d. – line 4 be revised, adding “adoption of procedures and protocols” to read “adoption of policies, procedures, and protocols”. It was concurred to make this change.
- Phil Cecchini noted item B.1.f. should read “reports to the Executive Committee Chair” rather than “the Governing Board”. Change was made.
- Siobhan Perricone initiated discussion on item B.1.g regarding appointments to Committees and who is responsible for that. There was agreement that this item should be removed from the draft.
- Jeremy Matt raised discussion on item B.1.h regarding withdrawal of a town and it was concluded to leave the language as is.
- There was discussion on item D. Mailing lists, and agreement to remove item D. from the Charter.
- It was agreed for item B.1.m to add the language “short-term” before “financial mechanisms”.
- Ray Pelletier asked for confirmation if the changes discussed and made onscreen and confirmed he would renumber and letter as necessary based on these changes.
- MOTION (Ray Pelletier second Jeremy Matt): Whereas the Governing Board has authority to establish one or more committees and grant and delegate to them such powers as it deems necessary in accordance with 30 V.S.A. chapter 82 § 3071,

Whereas the Executive Committee, consisting of the Chair, Vice Chair, committee chairs, clerk, and others as ex-officio non-voting members, and meeting on multiple occasions monthly, is in the best position to address and manage the myriad and varied business details of CVFiber,

It is hereby recommended that the Governing Board approve the amended Executive Committee Charter amended and dated March 28, 2022 with the powers identified therein.

Passed by unanimous consent.

NRTC Contracting Update

- Jerry Diamantides provided an overview of the work with NRTC. In order to continue relationship with NRTC it is important to move forward on exhibits in the Master Service Agreement.
- Ray Pelletier asked if they should enter into Executive Session to discuss details. Jerry Diamantides requested Ray provide more information and the motion before making a determination if an Executive Session is necessary. After discussion, it was concluded

that an Executive Session was not necessary. Acting on this item was tabled until next meeting to give Executive Committee members the opportunity to review the documents. Jeremy Matt suggested that detailed documents should be available for review prior to the next Board meeting.

WCTV Contracting Update

- Ray Pelletier provided an overview of the work to date with WCTV.
- MOTION (Ray Pelletier second Chuck Burt): Whereas CVFiber requested proposals on July 21, 2021 from a firm or jointly from a group of firms to be the operator, construction manager, internet service provider (ISP) and business manager of the fiber-to-the-premises (FTTP) CVFiber Community Network,

Whereas CVFiber selected a group of firms, a team, led by the National Rural Telecommunications Cooperative (NRTC) with which to negotiate agreements,

Whereas CVFiber executed a Master Services Agreement (MSA) with Pulse Broadband LLC, a subsidiary of the National Rural Telecommunications Cooperative (NRTC), effective December 21, 2021 to be its network designer, construction manager, and to perform other related services,

Whereas the CVFiber Negotiating Team has reached substantial agreement with Waitsfield Champlain Valley Telecom, a member of the NRTC team, to serve as the CVFiber Community Network internet service provider and network manager,

It is hereby moved that the Executive Committee recommend the Governing Board approve Waitsfield Champlain Valley Telecom as network manager and internet service provider, subject to successful negotiations as determined and approved by the Executive Committee, and that the Executive Committee be authorized to oversee the implementation of the services and approve the payment of acceptable services.

Discussion: David Healy inquired and Ray Pelletier confirmed that there currently is not a signed executed agreement with WCVT. Passed by unanimous consent.

Additions to Agenda:

- Allen Gilbert advised that the Policy Committee reviewed changes that Ray Pelletier made to the Grants Submission Policy and has a final recommendation for an updated Policy which he requests goes before Governing Board for approval. It was concurred this item will be warned for the Board meeting on April 11th.
- It was concurred to table a discussion on webinars.

Adjourn

- Adjourned at 8:27 pm.

Respectfully submitted,

Jeremy Matt, Clerk

Attachment 1: Bills to Pay

CVFiber
 Open Invoice Log
 3/28/2022

Type/ Check #	Date	Payee	Amount	Invoice/Account	Funding	Grant Line	Chair Approval	Exec Committee
pending	3/31/2022	David Healy	\$ 500.00	VBM Database Licensing/Fees/Dues	02240-FY22-Act71PreC-021	licencing/fees/dues	Jerry Diamantides	
Pending	3/31/2022	Vantage Point	\$ 225.00	INV 156256 - 1: Design Services	02240-FY21-CUDH315PreC-01	Design Services	David Healy	
Pending	3/31/2022	Vantage Point	\$ 225.00	INV 156256 - 1: Design Services	02240-FY21-CUDH315PreC-05	Design Services	David Healy	
pending	3/31/2022	Vantage Point	\$ 22,500.00	INV 160605 - 2, Design Services	02240-FY21-CUDH315PreC-01	Design Services	David Healy	
pending	3/31/2022	Vantage Point	\$ 4,762.50	INV 160851 - 2, Design Services	02240-FY21-CUDH315PreC-05	Design Services	David Healy	
pending	3/31/2022	Vantage Point	\$ 22,500.00	Inv 160606- 2, Design Services	02240-FY21-CUDH315PreC-05	Design Services	David Healy	
pending	3/31/2022	CVRPC	\$ 430.00	INV 3642 Admin Services	02240-FY22-Act71PreC-021	Outreach/Communi	Jerry Diamantides	
pending	3/31/2022	Primmer Piper Eggl	\$ 122.00	44643 Legal	02240-FY22-Act71PreC-021	Legal Fees	Jerry Diamantides	
			<u>\$ 52,264.50</u>					
		Less Debit	\$ -					
		Checks to be cut	<u>\$ 52,264.50</u>					

Row	14		
J	Funding	02240-FY22-Act71PreC-021	
L	Funding Task	Treasurer Stipend	
I	Budget Account	Treasurer Stipend	
	Location		
d	Amount	\$ 1,000.00	
	Approvals		
m	Chair	Ray Pelletier	
	Exec Cmtee		