



## CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

January 5, 2023

### **Minutes Short Summary**

Minutes to prior meetings in October, November and December were approved. Reimbursement for mileage to the Executive Director was approved. Construction is moving forward with 15,609 feet of strand. The website's pre-registration functions are now ready to go live. The VCUDA representative is now Jennille Smith, the Executive Director.

Motions passed included one to rent additional space for equipment, to pay contract staff in 2023, to take the public-facing Privacy Policy Overview to the Governing Board for approval, to hire KnowB4 to provide training and oversight to prevent successful phishing, and approval to go live with the pre-registration website pages.

Discussion began on whether to form an Operations Committee in addition to the Development and Planning Committee, and whether changes to the calendar could be found to create a more regular and reliable meeting schedule.

### **Present:**

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

### **Absent:**

**Others Present:** Jennille Smith (Executive Director), Linda Gravell (Waterbury), Laurie-Beth Putnam (Treasurer), John Walters (Vice-Chair of Communications Committee)

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

### **Additions to the agenda:**

- None

## Public comment

- None

## Prior Meeting Minutes

- MOTION (Jeremy Matt, Seconded by Siobhan Perricone)  
*To approve the minutes for the following meetings in 2022: October 26, October 31, November 9, November 28, and December 13 as drafted.*  
Passed unanimously.

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MOTION (Jeremy Matt, Seconded by Siobhan Perricone) MOTION (Allen Gilbert, Seconded by Siobhan Perricone)

- *To amend the November 10<sup>th</sup> Minutes on Page 2: David Healy noted that we should be sure to provide a recording on-line after the webinar.*  
Passed unanimously.

## Treasure's Report and Bills to Pay

- MOTION (Ray Pelletier, Seconded by Jeremy Matt)  
*To authorize the reimbursement and mileage payments to executive director for the last quarter and that the Chair be authorized to approve such payments in the future.*  
Passed unanimously.

## Construction Update

- Jennille Smith: The Calais site has all the equipment they need on site. We have a total strand of 15,609 feet. We were slowed down by weather prior to Christmas but the weather has improved so we should start to see these numbers rising.

## Website Update

- **Discussion:** Chuck Burt: There is a working group on the Crowd Fiber integration for pre-registration, subscription and payment processing, although we probably will not be including the latter. We are ready to go live with two of the three flows: remote, pre-registration and subscription. The first, remote, is targeted to people who are not going to become subscribers, for example, they are not in our district, but this person is a journalist who needs information so we want them to be able to sign up for our newsletter. Second, pre-registration allows us to capture address and interest, and CVFiber will eventually want to provide them service. When CVFiber rolls out services in their area, we can notify them to schedule a site visit to get Internet service at their house. Lastly, subscription applies to people who can already get service. A Waitsfield Champlain Valley representative will eventually have to go to the house to complete this process with a feasibility study and other necessary steps. The first two have been finalized. We have a minimum viable product. We have tested with real customers. It isn't perfect, but it is good enough. We could have it live as a part of our website experience.
- There followed additional discussion regarding the website update.

## **VCUDA Representative**

- **MOTION** (Jerry Diamantides, Seconded Jeremy Matt)  
*To have Jennille Smith, CVFiber's Executive Director, take David Healy's place as the VCUDA representative with David Healy as the alternate.*  
Passed unanimously.

## **Materials Purchase**

- **MOTION** (Jerry Diamantides, Seconded Siobhan Perricone)

*Whereas the Governing Board approved the expenditure of up to \$10 million dollars for materials, warehouse and supply chain services on 14 June 2022, and*

*Whereas the Governing Board authorized the Executive Committee to approve the acquisition of such materials from such vendors as the Executive Committee shall determine to be in the best interest of CVFiber, and*

*Whereas CVFiber has procured approximately \$7.6M for the first 400 miles of materials, and*

*Whereas CVFiber has plans to build 600 miles in 2023, and*

*Whereas materials are facing a long lead time and are increasing in price, and*

*Whereas it is in CVFiber's best interest to get ahead of these lead times and price increases,*

*The Executive Committee recommends that the Governing Board approve an expenditure of an additional \$4M for a total of \$14M from such vendors subject to available funding as determined by the Executive Committee to be in the best interest of CVFiber.*

Passed unanimously.

- **Discussion:**

Jerry Diamantides: We have purchased almost \$8 million worth of equipment, which is our 400-mile purchase. As we use this up in this calendar year, we could run out of material or construction money. We don't have enough materials to get everything done. The money is coming, but we don't know exactly when we will get it, as early as the fall or a year from this fall. When the money hits the back account, we can get the construction back on line if we have to stop, but if we don't have the materials in place, we cannot build. There is a long lead-time for buying materials. This motion will ask us to purchase additional materials to ensure that construction can continue without stopping. Even if construction has to stop because there isn't money to pay for construction, we want materials to be there so construction can start the moment the money is available for construction.

In response to Jeremy Matt's question if a short-term loan has been investigated, Jerry Diamantides responded that the VCBB and the legislature are aware of this potential

gap. CVFiber has the statutory authority to take out a loan if needed, and we are trying to figure out the best way to do this. We don't know when the gap will hit and what the gap will be, but we want to purchase the materials so construction can continue as smoothly as possible.

In response to Jeremy Matt's question if a line of credit could be used, Ray Pelletier said that a discussion is taking place about a revolving loan with zero percent interest. Jerry Diamantides concurred that these discussions are taking place in multiple arenas.

### **Warehouse Space**

- **MOTION** (Jerry Diamantides, Second Siobhan Perricone)

*Whereas a lease for warehouse in Montpelier for storage and kitting of materials was entered into by CVFiber on July 27, 2022 at a monthly rate of \$3700/month (approximately 5,000 square feet),*

*Whereas additional space is now needed due to the increased volume of received materials,*

*Whereas the same warehouse has available indoor space to securely store the additional materials,*

*The Executive Committee approves an additional \$1,400/month for approximately 1400 square feet of overflow warehouse space for a total rent of \$5,100/month effective December 1, 2022.*

Passed unanimously.

- Discussion:

Jerry Diamantides noted that CVFiber has the warehouse space in Montpelier and an uncovered space across the river. These spaces are getting too crowded; we could need additional space. In the same compound, additional space is available at a very reasonable cost.

Jeremy Matt asked why the total rent backdated to December and Jerry Diamantides explained that CVFiber has already overflowed. No additional discussion.

### **Contractor Support**

- **MOTION** (Jerry Diamantides, second Jeremy Matt)

*Whereas CVFiber requires part time administrative, website, and public engagement support in conducting its day to day business including make-ready support, minutes, local public engagement, and website support, and*

*Whereas Jami Jones is qualified to provide needed smartsheet support, Sybil Schlesinger is qualified to provide administrative support including minutes,*

*Geof Hewitt is qualified to provide marketing materials, Julie Lappin is qualified to provide public engagement and administrative support, and Marjorie Ray is qualified to provide website updates*

***The Executive Committee Approves*** entering into agreements with Jami Jones, Sybil Schlesinger, Geof Hewitt, Julie Lappin and Marjorie Ray, expected to be no more than \$10,000 per year per contract.

Passed unanimously.

- **Discussion:**
  - Jennille Smith: We have several needs for administrative support and public engagement. We have specialists who provide these services; all are part-time and not expected to cost in total over \$10,000/year and all for the day-to-day needs for CVFiber.
  - Jerry Diamantides: We have the money in the budget under Consulting, Administrative and Marketing.

### **Privacy Commitment Statement**

- **MOTION** (Allen Gilbert, Second Jeremy Matt)

***That the Executive Committee approves*** the privacy policy overview with revisions and recommend to the Governing Board that the policy be adopted.

Passed unanimously.

- **Discussion:** Allen Gilbert: I sent out the most recently revised CVFiber privacy statement that says in broad terms and everyday language what we want to do to protect subscribers' information and it is not sold or given to any other parties. Chuck Burt and Ray Pelletier had suggestions for revisions. Allen Gilbert, Linda Gravell and Jennille Smith, as well as Chuck Burt, worked on a new draft that states a general overview. This new draft includes: [click here](#) for further information about processes we are using to protect your information, which will be a more detailed account of what we are doing, and this is now in the hands of lawyers. The overview is an executive summary of our privacy policy that doesn't include all the details, which will eventually be available. VOIP should not remain an acronym, as Chuck pointed out. Ray Pelletier was concerned about one example when we might have to release information to third parties to people who are publishing phone books because we are going to be offering a phone book. Does the law require us to do this? Allen Gilbert suggests we get rid of this example.
- Chuck Burt added one other change is that Internet should be capitalized, even though there is some change afoot on that but for now it should be capitalized as it is a proper noun in its context. All my concerns have been addressed. This is the document that will give customers comfort that we will do right by their personal information.

There followed additional discussion of specific revisions to the proposed document.

### **Website Security**

- **Discussion:** Jerry Diamantides explained that there are two aspects to website security; we have been phished multiple times now. Jennille Smith has a subscription available to us that is low cost to provide training help our Delegates avoid these social engineering attacks. The second aspect is we believe we have developed our website to the point that we can go public with notifications. We will take a motion on the second aspect first.

- **MOTION** (Chuck Burt, Second Jeremy Matt)

*Whereas CrowdFiber is a Software As A Service tool, owned by NRTC, that allows Internet service providers such as CVFiber to register subscriber interest, display subscription packages, allow users to select subscription packages, start service onboarding, collect payments, perform marketing activities, and more;*

*Whereas the CVFiber Executive Committee approved a new Exhibit K to our existing NRTC contract to enable CVFiber access to leverage CrowdFiber software services on October 13, 2022 and it was subsequently executed and paid for;*

*Whereas a non-committee working group of CVFiber volunteers and employees has implemented and extensively tested an integration of CrowdFiber's "remote" and "pre-subscription" registration experiences into the CVFiber website;*

*Whereas the sooner these registration experiences are integrated with the CVFiber website, the sooner we will receive the paid-for value of the software services and that it is in the best interest of CVFiber to get them live quickly; and*

*Whereas the CVFiber Communications Committee, who usually approves such changes to the website will not meet for another two weeks;*

*It is moved that the Executive Committee approve the inclusion of the newly developed CrowdFiber registration experiences on the CVFiber website.*

Passed unanimously.

- **MOTION** (Jerry Diamantides, Second Jeremy Matt)

*That CVFiber engage KnowB4 to support us in our cyber security efforts, and that effort may be a single year or a multi-year effort depending on the rates we receive from them for 2023 and that Jerry Diamantides have the authority to determine this length of the contract.*

Passed unanimously.

- **Discussion:** Jennille Smith, there have been a few attempts to try to get CVFiber to transfer money to unknown persons. For example, the Treasurer received an email (supposedly from Jerry Diamantides) asking her to quickly wire money in order to pay an overdue bill. Fortunately, Laurie-Beth felt that this was suspicious and did not wire any money. I reached out to KnowB4, which helps mitigate human error.

Personal information can be gleaned to try to blackmail or get funds. We did not pay the overdue invoices or send a fake Jerry lots of money. We were ahead of it, but phishers are clever and perhaps next time the invoice looks familiar, possibly exposing our books and bank accounts. KnowB4 trains personnel to recognize phishing. Costs around \$3,000/year with a 15% discount for non-profit or 3-years for \$7,000. A few key staff would be able to create a buffer against phishing. Jennille Smith recommends using KnowB4 and a plan for further protecting our devices and encryption in addition to arming our staff. We need to identify our weakest points and act to mitigate them.

- Jeremy Matt: Does this include penetration testing?
- Jerry Diamantides says that we need to do something a lot more broad-based than that. KnowB4 is a relatively small step we can do immediately. We will need a working group to look more deeply at the security issues.
- There followed additional discussion of website/data/email security and the details of the services KnowB4 provides. The general consensus is that this is a good idea and that we should move forward on working to tighten our security.
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### **Planning & Development Committee Charter**

- **Discussion:** David Healy stated that it has become clear that some of the items that have been chartered for Planning and Development need to be revisited. We need to have an Operations Committee, and we probably also need a Fundraising Committee. These two items are on the table. I would like to get input tonight for a formal motion later.
- Chuck Burt noted that he has already discussed with both Jennille Smith and Linda Gravell that we need an Operations Committee. We have a very small group of volunteers doing a huge amount of work, but Chuck is fundamentally concerned that CVFiber doesn't have enough people to successfully pull this off, and so he would prefer to keep Operations in Planning & Development.
- Jerry Diamantides agreed and noted that CVFiber is hiring an operations manager.
- Linda Gravell pointed out that the first two days the website was up, people were finding it and her mailbox began to fill up quickly; about every 15 minutes she got an email and she is too busy to handle this. She also doesn't know if Planning and Development can handle Operations.
- Ray Pelletier noted the evolution of CVFiber committees, and that we need to look at succession planning, because, for example, he is not planning to be the Finance Chair forever, perhaps only 6-9 months, and at that point he will no longer be on the Executive Committee or part of a leadership team. We are all getting tired.

- Allen Gilbert pointed out that CVFiber is going through the transition from being volunteer led to a professional organization. CVFiber asks more of its volunteers than any other organization. We can provide oversight but we need employees. Does VCUDA talk about this? It would be interesting to see how other CUDs have structured their committees and paid staff. We also have the example of a longer-running CUD, ECFiber. It is inevitable that CVFiber will be a very different organization in twelve months.
- Jeremy Matt agreed CVFiber needs more paid staff. If we have an Operations Committee, it will not reduce the workload; it will just mean more meetings for us. I would not support creating another committee.
- Linda Gravell suggested that CVFiber has an Operations Committee that meets every Tuesday at 11am. Others clarified out that this is a small working group, not a committee.
- David Healy did review the Planning and Development Committee Charter. It is a sounding board for hiring staff and reviewing hired staff. Some of our work is now being done by Jennille Smith and will be done by the Operations Manager when hired. We've had discussions about hiring NRTC to prepare our next grant. Luckily, we have Waitsfield to help us storing data, but David has been the storekeeper for our data. We need to be sure we are protecting and managing data. Although Linda Gravell does handle some data with Crowd Fiber, David Healy is storing the vast bulk of it. We also need to protect and manage our data.

### **Executive Committee Meeting Dates and Time**

- **Discussion:** Ray Pelletier asked if the calendar could change. The Finance Committee should be the first week in the month, for example. It is fair to say that some of the progress that we've accomplished has been due to the workflow calendar. Is this the right workflow now? Does having the Executive Committee meet two days before the Governing Board make sense? Could we swap with PDC or Coms? Ray Pelletier suggests that Allen Gilbert get a working group to work for reorganizing the calendar.
- Allen Gilbert would prefer that meetings do not need to shift because of calendar changes, for example, from the 4<sup>th</sup> to 5<sup>th</sup> Thursday, for example. This means we can't trust the calendar. Do we still need this spacing? Could we instead keep the on-line calendars accurate?
- Jerry Diamantides: everything was linked to the Governing Board being the 2<sup>nd</sup> Tuesday of the month.
- Linda Gravell: the Executive Committee meets trying to get in front of the Board.
- Jerry Diamantides noted that the last Monday was created to do this.



- Linda Gravell said that the election is always on the 2<sup>nd</sup> Tuesday in November, and this is also a Governing Board meeting.
- There followed additional discussion about the calendar. The general consensus is that scheduling the meetings in a way that makes sense is very difficult and that there may not be a good solution. Allen Gilbert and Chuck Burt will get together and will report back on potential solutions.

**Adjourn at 8:11pm**

- **Motion to Adjourn:** David Healy, Second Siobhan Perricone.

Respectfully submitted,  
Jeremy Matt, Clerk