



CVFIBER GOVERING BOARD MEETING MINUTES

Virtually on MS Teams
August 9, 2022

Present:

Governing Committee Delegates:

Allen Gilbert (Worcester), David Healy (Calais), David Lawrence (Middlesex), Jerry Diamantides (Berlin), R.D. Eno (Cabot), Raymond Pelletier (Northfield), Siobhan Perricone (Orange), Tom Fisher (East Montpelier), Henry Amistadi (Duxbury), Jeremy Matt (Plainfield), Linda Gravell (Waterbury)

Alternate delegates:

Seth O’Brien (Cabot – Alternate), Dan Souza (Barre Town – Alternate), Taber Allison (Marshfield – Alternate)

Others Present:

Jennille Smith (Executive Director), John Walters (Participant), Laurie Beth Putnam, ORCA, Christian Meyer (CVRPC), Jason Neely (NRTC)

Town Representation (13/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Present	Present	Present	Present
Duxbury	East Montpelier	Elmore	Marshfield	Middlesex
Present	Present	Absent	Present	Present
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Absent	Present	Present	Present
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	Present	Absent	Absent	Absent
Worcester				
Present				

Called to order: Board chair, Jerry Diamantides called the meeting to order at 6:03 PM

Additions or changes to the agenda

- None

Public comment

- None

Meeting Minutes Approval

- MOTION (Jeremy Matt, SECOND Siobhan Perricone) *to approve the Governing Board meeting minutes from July 12, 2022.* Passed unanimously. No discussion.

Treasurer's Report

- Raymond Pelletier reported on expenses paid through July, account balances, and outstanding invoices.

Executive Director's Report

- Jennille Smith reported that three pallets of material are expected to be delivered this Friday at the new warehouse; interviews are expected this week and next with potential contractors for the marketing and public engagement RFP; a construction RFP is being advertised with the awards expected as early as October; make-ready work in the WEC territory is underway; four-hundred miles of material has been ordered; gravel is being put down on the storage yard in Montpelier. In short, operations are underway.
- Jennille Smith also reported that Calais has committed \$200K to CVFiber, which will be matched with \$200K from VT Community Broadband.
- R.D. Eno asked if MOUs had been completed. Raymond Pelletier stated that, yes, all towns that had requested them have received them.

Budget Adjustment

- Jerry Diamantides noted that funds are sufficient and that no adjustment will be necessary.

Policy Committee Recommendations

- Allen Gilbert proposed the adoption of a net neutrality policy by CVFiber. The policy is based on the VT net neutrality law from 2017, which was based on the former FCC rules. Providers must meet five standards to be certified as providing net neutrality. Allen recommended pursuing this certification as a clear message to the public.
 - R.D. Eno requested an example of “reasonable network management.” Allen stated that he understood it to mean those reductions in service that result out of need, such as maintenance or high traffic.
 - Raymond Pelletier stated that “reasonable” will be defined as best practices and that what constitutes best practices will evolve and improve over time.
 - Siobhan Perricone wondered how it would be handled if someone set up a server farm or something that could generate high traffic that would hurting network-wide performance that would generally require a higher service tier. David Lawrence thought someone running a server would probably be excluded under their user agreement.
- MOTION (Allen Gilbert, Second Jeremy Matt) *to approve the draft CVFiber net neutrality policy.* Passed unanimously. No discussion.
- Allen Gilbert presented a Governing Board delegate attendance rule developed by the Policy Committee based on a proposal from Ray Pelletier and Christopher Schenk. There are several delegates with long gaps in attendance. This rule set out a process for communicating the lack of attendance with the delegate and the municipality.

- Raymond Pelletier underscored that some towns have had very low attendance over the last year. The Governing Board needs their feedback and their experience. The rule will require most of the actions be taken by the clerk. CVFiber cannot remove a delegate from the Governing Board but this as a rule is meant to drive communications.
- Jeremy Matt suggested delegates and alternates should keep track of each other and that the rule needs to focus on which is most important, delegate or town attendance. Furthering that if all delegates and alternates are being tracked and notified, this will create substantially more work for the clerk.
- Tom Fisher noted that he never understood that there was an expectation to attend every meeting. However, attendance is critical to getting business done. Tom further suggested taking some time to get this rule right and maybe vote at later meeting.
- Tom Fisher asked what these steps would mean procedurally. Will this reduce the number of delegates needed for quorum? Raymond Pelletier stated that quorum would not change.
- Discussion ensued.
- MOTION (Allen Gilbert, second Linda Gravell) *To approve the attendance rule as drafted*
 - MOTION (R.D. Eno, second Jeremy Matt) *To table the motion for further review by the policy committee.* Motion passed 8/4:

Delegate	Vote	Delegate	Vote	Delegate	Vote
Allen Gilbert	No	David Healy	Yes	David Lawrence	No
Jerry Diamantides	Yes	R.D. Eno	Yes	Ray Pelletier	Yes
Siobhan Perricone	No	Henry Amistadi	Yes	Jeremy Matt	Yes
Linda Gravell	No	Tom Fisher	Yes	Dan Sousa	Yes

No discussion.

Communications Committee RFPs

- Four responses were received for the Marketing and Public Involvement RFP. Interviews are scheduled for later this week and next. A kick off meeting with the chosen vender is anticipated by August 25. A major question for discussion is how their work will integrate with Crowd Fiber and the CVFiber website.

Executive Committee Charter Recommendation

- Raymond Pelletier proposed a revision to the Executive Committee Charter to give the Executive Committee ability to execute actions needed to implement policy. This will require the Executive Committee to set up guidelines that will be available to the Governing Board for review.
- MOTION (Raymond Pelletier, Second R.D. Eno). *To accept the proposed revision to the Executive Committee Charter as proposed.* Passed unanimously.
 - Discussion: Tom Fisher asked for an example illustrating why this would be necessary. Jerry Diamantides pointed to a typical situation where Jennille Smith had keys made for the warehouse, and a decision needed to be made as to how many keys and who should hold them. These actions can be executed by the Executive Committee while the Governing Board sets policy. Tom further questioned where the line between Executive Committee guidelines and the Governing Board policy would be drawn. Raymond Pelletier noted that the Governing Board would have access to the guidelines and should review them and this may be adjusted over time.

Construction Scheduling & Financial Planning

- MOTION (Raymond Pelletier, Second Siobhan Perricone) *Move that we enter executive session to discuss records that are confidential pursuant to 1 V.S.A. § 313(a)(6), specifically [Construction Scheduling and Financial Plans] that relate to our strategic planning.*

And that staff, John Walters, Jason Neely are invited as persons who are subjects of the discussion or whose information is needed. 1 V.S.A. § 313(b). Passed unanimously

Governing Board entered Executive Session at 7:08
 Governing Board exited Executive Session at 8:00 PM

- MOTION (Raymond Pelletier second Siobhan Perricone) *Whereas CVFiber needs to establish subscription rates for its services, and*

Whereas such rates need to be established and published in a timely fashion, and

Whereas the establishment of such rates require a knowledge of the business plan, finance plan, and the adoption of assumptions, and

Whereas CVFiber must set rates that are attractive to residents and businesses, provide for universal service through the issuance of bonds, and sustain the business

Move that the Governing Board authorizes the Executive Committee to adopt such subscription rates as desirable to optimize for the attraction of residential and business subscribers, provide for universal service, and for business sustainability. Motion passed 11/1:

Delegate	Vote	Delegate	Vote	Delegate	Vote
Taber Allison	Yes	David Healy	Yes	David Lawrence	Yes
Jerry Diamantides	Yes	R.D. Eno	Yes	Ray Pelletier	Yes
Siobhan Perricone	Yes	Henry Amistadi	Yes	Jeremy Matt	Yes
Linda Gravell	Yes	Tom Fisher	No	Dan Sousa	Yes

- Discussion:
 - Tom Fisher voiced concern that this may not be a role the Executive Committee would want to take on. Perhaps it would be better suited for a more specialized group and voted on by the broader Governing Board. Jerry Diamantides responded that this is work that a group of delegates have been working on, including meeting with Waitsfield telecom. Furthermore, there is only a small amount that the rates can be adjusted. Finally, all Governing Board members are invited to participate in the Executive Committee meetings to make sure they are aware of how the rates are set.
 - Siobhan Perricone thought rate setting seemed like an operations type task. The Governing Board sets the business plan and the Executive Committee executes.
 - Linda Gravell stated that she has participated in these conversations and has seen how little room there is to move on the rate.
 - R.D. Eno asked if the CVFiber charter allows the Governing Board to overrule the Executive Committee? Can the Governing Board change the rates if they see fit?

Further noting that the Governing Board cannot be responsible for all the nuts and bolts of the operations.

The Chair adjourned the meeting at 8:17

Respectfully Submitted,
Jeremy Matt, Clerk