



## CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams  
February 14, 2023

### **Minutes Short Summary**

The Treasurer reported that CVFiber has \$9.6 million on hand as of the end of January. Expenses for the month totaled \$425,151. Jennille Smith reported that Crawford will present the preliminaries needed for a marketing campaign this evening. Preregistrations are up to 875. CVFiber continues to hang strand and fiber and obtain pole licenses. CVFiber may need additional warehouse space. Three candidates for Operations Manager will be interviewed tomorrow; all are qualified. The Board approved unanimously a motion to begin the process to hire a Community Relationship Manager. All Committee Chairs reviewed and confirmed the members of each committee, which were then approved unanimously. The revised webinar meeting calendar was approved unanimously. The subscriber agreement as outlined by Jennille Smith was approved unanimously. The Governing Board moved into Executive Session for the Crawford presentation.

### **Present:**

#### **Governing Committee Delegates:**

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

#### **Alternate delegates:**

David Wendt (Duxbury - Alternate), Jon Hosford (Plainfield – Alternate), Jeremy Hansen (Berlin – Alternate), Christopher Shenk (Waterbury - Alternate)

#### **Others Present:**

Sybil Schlesinger (Minutes), Jennille Smith (Executive Director), John Walters (Vice Chair, Communications Committee), ORCA, Ted Rooke (Crawford), Jennifer Pacanski (Crawford), Andy Windham (Crawford)

<b>Town Representation (14/21 towns represented)</b>				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Absent	<b>Present</b>	<b>Present</b>	<b>Present</b>
Duxbury	East Montpelier	Elmore (left)	Marshfield	Middlesex
<b>Present</b>	<b>Present</b>	Absent	<b>Present</b>	<b>Present</b>
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	<b>Present</b>	<b>Present</b>	<b>Present</b>	<b>Present</b>
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	<b>Present</b>	Absent	<b>Present</b>	Absent
Worcester				
<b>Present</b>				

**Call to order:** Board chair, Jerry Diamantides, called the meeting to order at 6:02 PM

**Additions or changes to the agenda**

- None

**Public comment**

- None

**Meeting minutes approval**

- None

**Treasurer’s Report**

- Discussion: Ray Pelletier reported that CVFiber has \$9.6 million on hand at the end of January.
- Total administration expenses for January were \$24,000; CVFiber needs to project out our administration expenses. January saw \$220,000 in make-ready expenses and \$172,000 in materials expenses.
- Expenses by Vendor included: Green Mountain Power: \$83,000 in make-ready work; KGP at \$133,000; Power and Telephone Supply at \$39,000; and Washington Electric Cooperative at \$94,000; Total expenses were \$425,151.00.
- Jerry Diamantides noted that CVFiber is working with a firm already hired to complete a single audit for the federal government, and our accountant and our auditor to ensure we have all we need. CVFiber also needs to be able to project our flow of funds based on the better data we are now collecting.

**Executive Director Update**

- Discussion: Jennille Smith reported:
  - Crawford Agency developed a brand temple and a brand voice for CVFiber, toward the goal of developing short and long-term comprehensive public engagement strategies. We will hear their presentation this evening.
  - We have 875 preregistrations for updates on CVFiber services.

- Eustis has approximately 5.5 miles of strand in place and over 1.3 miles of fiber.
- We have 22 pole licenses, representing about 150 miles.
- We are investigating going early to the bond market to find out what this entails.
- CVFiber has received the materials bids and are close to full on warehousing. If we are able to hang more fiber, additional warehousing is unnecessary. However if there are construction delays we will need to find additional warehouse space.
- Jerry Diamantides added that all material purchases need to be planned well in advance, for example, make-ready lead times are six to eight months. This is part of the projections CVFiber needs to make so our purchases, construction and funding match. In addition, subscribers need to be part of this projection.
- R.D. Eno said there may be indoor warehouse space in Cabot if needed. Jennille will follow up with R.D.

### **Operations Manager Search Update**

- Discussion: Jennille Smith noted that CVFiber is hiring an Operations Manager. The 80+ applications received were winnowed to three candidates who are qualified and relatively local. These candidates will be interviewed tomorrow. We expect the person we hire to start in March.
- Jerry Diamantides noted that CVFiber had a series of informational sessions with the three candidates to ensure that each knows what CVFiber needs and whether they can provide what we need. The working group believes that all three are qualified.

### **Public Engagement Manager**

- Discussion: Jennille Smith said that CVFiber is preparing to hire a Community Relationship Manager to collaborate with Communications, the Executive Director, and Crawford to increase public engagement. This will be our third full-time employee. We are preparing a job description and forming a working group to review applicants. We expect the job to be posted this month and this person to start in April.
- Chuck Burt said he would like to stress the importance of this position and the name change. This is a broad scope of a role so we will need a generalist and a point person for all our contractors. This needs to be a professional position, not volunteer, to show we are committed to a sustainable network.
- Jerry Diamantides noted that this position is already in the budget.
- **MOTION** (Chuck Burt, second Siobhan Perricone)

*Whereas it has become necessary to hire a community relationship manager due to the increased need for public engagement, managing the relationships between our communications committee, Crawford Agency, and partners, and due to the increasing need to set and manage consumer expectations;*

*Whereas the CVFiber 2023 budget has accounted for the hiring of a community relationship manager;*

*Whereas a hiring group has been invited to finalize the job description and post the job description;*

*Whereas the Executive Committee recommends the Governing Board to approve the posting of the CVFiber Community Relations Manager position;*

*It is moved that the Governing Board approve the posting of the CVFiber Community Relations Manager position and authorizes the Executive Committee to manage the application process, the appointment of a community manager application review working group, and make a hiring recommendation to the Board.*

Passed unanimously. No Discussion.

### **Committee Membership Appointments**

- Committee membership was confirmed by the committee chairs to be the following:
  - **Planning & Development:** Jeremy Matt, Ray Pelletier, Siobhan Perricone, Tom Fisher, Linda Gravell, Christopher Shenk, Henry Amistadi
  - **Finance & Audit:** Jerry Diamantides, Tom Fisher, Ted Barnett, David Mannix, Phil Cecchini
  - **Policy:** Siobhan Perricone, Ray Pelletier, John Morris, Linda Gravel, Alexis Julian
  - **Communications:** David Healy, Ray Pelletier, John Morris, Linda Gravell, Marshall Cottrell
- **MOTION:** (Ray Pelletier, Second Jeremy Matt)  
*Moved to accept the committee membership as listed.*  
Passed unanimously.
- There followed discussion of potential alternate committee meeting schedules
  - Board: unchanged: Second Tuesday of each month at 6pm
  - Communications: unchanged: Thursday following the third Tuesday of each month at 5:30pm
  - Executive Committee: changed. Now on the 1<sup>st</sup> and 3<sup>rd</sup> Tuesdays of each month at 5pm
  - Finance & Audit Committee: changed: now on the 1<sup>st</sup> Thursday of each month at 5pm
  - Planning and Development: changed: Now on the Thursday following the 2<sup>nd</sup> Tuesday of each month at 5:30pm
  - Policy Committee: changed: now on the 1<sup>st</sup> Wednesday of each month at 5pm

### **Webinar Schedule**

- No discussion on this item

### **Subscriber Agreement & Subscription Packages**

- Discussion: Jennille Smith noted, first, that we have a subscriber agreement in process, which we need to post 45 days in advance, and second, the design needs to be integrated.
- **MOTION** (Jeremy Matt, second Siobhan Perricone)  
*Moved to approve posting of the Subscriber Agreement as outlined by Jennille Smith*  
Passed unanimously. No discussion.

### **Marketing Presentation**

- **MOTION** (Ray Pelletier, second Jeremy Matt)  
*Move that we enter executive session to discuss records that are confidential pursuant to 1 V.S.A. § 313(a)(6), specifically CVFiber branding planning that relate to our strategic planning and to include community volunteers, representatives of Crawford, and staff as they have information that is needed. 1 V.S.A. § 313(b).*  
Passed unanimously.  
Discussion:
  - Allen Gilbert provided a reminder of Vermont Open meeting laws and what we can and cannot discuss in executive session.
  - Chuck Burt provided an overview of what the CVFiber branding planning is intended to accomplish.
  - Enter: 7:00PM
  - Exit: 7:50 PM
- No action came out of Executive Session.

### **The Chair adjourned the meeting at 7:53 pm.**

Respectfully Submitted,  
Jeremy Matt, Clerk