



CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

May 2, 2023

Minutes Short Summary

Officers will be elected at the May 9th Governing Board meeting. This also marks the five-year anniversary of CVFiber. Minutes were approved for the March 21, April 4, April 11 and April 18, 2023 Executive Committee meetings. Jennille Smith introduced Maggie Tuck-Sauer, the newly hired Community Relations Manager. Mike Psaros from Tech Group discussed the company's plans to provide cyber security for CVFiber. Ray Pelletier reviewed the Financial Report. Credit Cards were approved for the Governing Board Chair and the Executive Director. As of Friday, CVFiber had 20 miles of strand and 15 of fiber, and the Calais permit appears to be moving successfully by the end of this week. The status of the website is that there are currently issues running it from mobile devices. The Executive Committee entered an executive session to discuss financial planning; no action resulted.

Present:

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

Absent:

Others Present: Jennille Smith (Executive Director), Linda Gravell (Waterbury), John Walters (Vice-Chair of Communications Committee), Laurie-Beth Putnam (Treasurer), Lucas Stubbs (Operations Manager), Maggie Rai Tuck-Sauer (Community Relations Manager). Mike Psaros (Tech Group)

Call to order: Jerry Diamantides called the meeting to order at 5:01pm.

Additions to the agenda:

- Allen Gilbert sent out policy statements to review before the next meeting.

Public comment

- None

May 9th Governing Board Meeting

- Jerry Diamantides said that at this meeting officers will be elected and also that this is the five-year anniversary for CVFiber.

Community Relations Manager Introduction

- Jennille Smith introduced Maggie Tuck-Sauer, who started last week as the Community Relations Manager. Maggie hopes she can take all the members' ideas and organize with CVFiber's messaging to speak to our audience with one clear voice.

Security Presentation

- Discussion: Jennille Smith noted that CVFiber is growing quickly and we have been entrusted with public funds in order to provide a service to our members. We need to be secure to protect our assets and our customers' private data. Jennille introduced Mike Psaros from Tech Group to discuss their security support for CVFiber.
- Mike Psaros said that Tech Group works with about 50 Vermont municipalities and other non-profits of various sizes and said that they offer the services CVFiber needs to be protected. He suggested installing Tech Groups agent software (which allows Tech Group to enforce installation of security updates and view a user's screen for support purposes) and a third-party enterprise-grade antivirus (AV) program called Sentinel One that includes 24/7 live "security operations center" (SOC) monitoring. He noted that this AV software doesn't work like traditional AV software that looks for known malicious code. Instead, it looks for and blocks malicious behaviors, whether or not the code is known to be malicious or is an unknown threat.
- Chuck Burt said some CVFiber volunteers use Macs and also use personal machines, or may be using a work machine, so the volunteer could not load it with any additional security. Mike Psaros said that Macs are generally less vulnerable. However, personal laptops must be protected.
- Siobhan Perricone said that she has a personal desktop, a slow Internet connection, and she games on her computer, so she doesn't want additions that will slow her computer down. She has two firewalls on her network and backs up every two weeks.
- Mike Psaros said that it is unlikely that their product will slow her computer down. 95% of attacks come via email and if the link is clicked on, CVFiber is breached.
- Maggie Tuck-Sauer asked how their company has worked with small volunteer organizations who may not want security on their personal computers.
- Mike Psaros noted the same issue arises with Town Select boards. It is up to CVFiber to decide if we want to enforce installation of this software on volunteers' personal computers. He also said that he would "work with people" to determine if their existing protections are adequate.
- There were additional questions but due to limited time in this meeting, it was decided to limit discussion at this time. Jennille Smith will schedule a separate meeting with Tech Group and a security working group of CVFiber staff and Board members.

Prior Meeting Minutes

- MOTION (Jeremy Matt, Second Siobhan Perricone)
To approve the minutes from the March 21, April 4 and 18, 2023 meetings as drafted, and the April 18, 2023 minutes with grammatical corrections.
Passed unanimously.

Financial Report and Bills to Pay

- Discussion: Ray Pelletier reported that we have received the second \$4-million tranche of the grant funding. Administration costs will be going up as CVFiber has a new employee. The bank account has \$11.2 million and total assets are \$17,771,732.97.
- Laurie-Beth Putnam confirmed that there are no outstanding liabilities at this time.
- David Healy asked if Eustis costs are accounted for, and Ray Pelletier said that they are.

Credit Card Use

- Discussion: Ray Pelletier said at the last meeting, the Board approved credit cards for the Executive Director and the Chair of the Board.
- Allen Gilbert said that he was more used to working with non-profit organizations where goods and services were billed to purchase orders, not credit cards. Maggie Tuck-Sauer noted that she will need to purchase on-line and that there is no option for these items to be invoiced. Jennille Smith said she has been using her personal card and getting reimbursed when an item cannot be invoiced.
- Allen Gilbert said that he is not against using credit cards but he wants to be sure the auditor will accept this. Maggie Tuck-Sauer confirmed having credit cards is standard operating procedure. Laurie-Beth Putnam also confirmed that the other non-profits she works for use credit cards.
- MOTION (Ray Pelletier, Second Siobhan Perricone)
Moved that the Exec Committee approve the use of a CVFiber credit card by the Community Relations Manager, Maggie Tuck-Sauer, in the exercise of her CVFiber responsibilities pursuant to the CVFiber Public Procurement Policy and the Financial Controls Implementation Guidelines with a credit limit of \$10,000 unless extended by authorization in writing by the Governing Board Chair. Passed unanimously. No Discussion

Construction and Materials Update

- Discussion: Jennille Smith said that as of Friday, we had 20 miles of strand and 15 of fiber. Lucas Stubbs added that the Calais permit appears to be moving successfully by the end of the week, and the OLT site can be constructed as soon as the permit comes through. The equipment should be in place by mid-May.
- Jennille Smith said there are now two crews on the ground and we hope to add more shortly.
- Jennille Smith said that Waitsfield has approved the friendlies for OLT 1 and 3. We have to test the friendlies first and then we can start lighting.
- Lucas Stubbs noted that Waitsfield was willing to bend on lighting friendlies, so we are expecting mid-June for friendlies, but subscribers will be later.
- Ray Pelletier noted that we have to wait until all the DAs are constructed before we can have subscribers. There are three steps to subscribing: the first is the survey to ascertain what is needed, the second is the drop, and the third is the actual installation. Even if Waitsfield is not able to take the third step, they are working on the first two. The point is that once we are ready to light, many will be lit at the same time.

Website Update

- Discussion: Chuck Burt noted that the external developer has slowed, but thanks to Linda for keeping the process going. The biggest outstanding issue is that the site is not working on mobile devices.
- Linda Gravell hopes the changes she made this week will help the resizing problem. She also made changes based on tester reviews. She thinks CVFiber may need to think about cutting some corners to meet our deadline, depending on when CVFiber wants to do surveys.
- Jennille Smith said the surveys can be done any time, so the focus should be on making the website user friendly.
- Jerry Diamantides said having the website 100% working is more important than any other deadline.
- Maggie Tuck-Sauer said the postcards will have QR codes and so definitely need to be accessible on mobile devices. Some people also only have cell phones and not computers. CVFiber is selling Internet, so it is crucial that our website works smoothly. This should be priority #1.
- Chuck Burt said we need a new developer; however, we cannot abandon our current developer who spent 40-50 hours to get up to speed. We know what needs to be done and we are not sure if our current developer will finish for us.
- Ray Pelletier asked if the ultimate deliverable is a set of data in a database which feeds the data to CrowdFiber. Chuck Burt said this alone would not be using what CrowdFiber has to offer.

Financial Services Support

- Discussion: Jerry Diamantides noted that money is not continuing to flow as we needed while it is extremely expensive to build fiber in Vermont. We need to rethink the sources of our funding and where it will be spent. Today, VCUDA approved a financial advisor for CUDs.
- Ray Pelletier noted that last May, VCUDA issued an RFP for a financial advisor and this was approved today. CVFiber has a debt service advisor, which is essential.
- Jerry Diamantides explained that the underwriter will float the bond, but the second actor is the fiduciary who acts in our best interest. The underwriter isn't representing CVFiber. We currently don't know what grant funding will be available or when.
- Allen Gilbert questioned whether it is appropriate to go into executive session for these financial discussions.
- Maggie Tuck-Sauer said we should enter executive session immediately.
- **MOTION** (Ray Pelletier, Second Jeremy Matt)
Move that we enter executive session to discuss Financial and Strategy Planning pursuant to 1 V.S.A. § 313(a)(6.) And that delegates, alternates and staff, including Linda Gravell and Jennille Smith, are invited in accordance with 1 V.S.A. § 313(b).
 Passed unanimously.
 - Enter executive session: 6:32PM
 - Exit: 6:58PM
- No action came out of executive session.

Adjourn at 6:59 pm

- **Motion to Adjourn:** Jerry Diamantides.

Respectfully submitted,
Jeremy Matt, Clerk