



CVFIBER GOVERNING BOARD MEETING MINUTES

Virtually on MS Teams
May 9, 2023

Minutes Short Summary

The Governing Board celebrated the five years that CVFiber has been in existence. The current slate of Governing Board officers was elected for another term. The nominated Chairs of the Finance, Operations and Planning, and Policy committees were approved. Maggie Tuck-Sauer was introduced as the newly hired Community Relations Manager. The April 11, 2023 minutes were approved. Laurie Beth Putnam reviewed the April 2023 Treasurer's Report. Lucas Stubbs reported that there are now three crews running in Calais with a fourth expected shortly; 21 miles of strand and 16 miles of fiber have been hung. Plans are forming to offer delegates training on the basics of construction and operations so they in turn can inform their communities. Round two of website testing shows only three known bugs that need to be addressed and the website team is now soliciting testers; please contact Linda Gravell to volunteer. A motion was passed to allow the Executive Committee to finalize services and fee decisions and present these to the Governing Board in consultation with all other appropriate parties. VCUDA has hired a financial advisor (PFM) in a fiduciary role for any CUD that wants to get any type of loan.

Present:

Governing Committee Delegates:

Allen Gilbert (Worcester), Siobhan Perricone (Orange), Henry Amistadi (Duxbury), Jeremy Matt (Plainfield), Linda Gravell (Waterbury), John Morris (Marshfield), Chuck Burt (Moretown), Tom Fisher (East Montpelier), R. D. Eno (Cabot), Jerry Diamantides (Berlin), David Healy (Calais), Michael Milo (Barre Town)

Alternate delegates:

Jared Thomas (Calais - Alternate), Jon Hosford (Plainfield – Alternate)

Others Present:

Jennille Smith (Executive Director), Lucas Stubbs (Operations Manager), Maggie Tuck-Sauer (Community Relations Manager), Sybil Schlesinger (Minute Taker), Laurie Beth Putnam (Treasurer), ORCA

Town Representation (12/21 towns represented)				
Barre City	Barre Town	Berlin	Cabot	Calais
Absent	Present	Present	Present	Present
Duxbury	East Montpelier	Elmore (left)	Marshfield	Middlesex
Present	Present	Absent	Present	Absent
Montpelier	Moretown	Northfield	Orange	Plainfield
Absent	Present	Absent	Present	Present
Roxbury	Waterbury	Washington	Williamstown	Woodbury
Absent	Present	Absent	Absent	Absent
Worcester				
Present				

Call to order: Board vice-chair, Jerry Diamantides, called the meeting to order at 6:03PM

Additions or changes to the agenda

- None

Public comment

- None

CVFiber Year 5

- Discussion: Jerry Diamantides recognized that CVFiber is now entering its fifth year. Thank you to everyone involved for the talent and the hard work. We will have subscribers this year.
- Jeremy Matt noted that this is the 81st Governing Board meeting. To date the Governing Board meetings have taken up 142.95 hours (almost six continuous days of meetings). Taking the number of primary delegates into account, this equates to 1,959 person hours or 81.63 days. This is Governing Board only. We should all be proud of all the work we have put in.
- Maggie Tuck-Sauer said she has never worked with an organization where the volunteers are so dedicated and who have put in thousands of hours, including Linda, David, Chuck, Jeremy, and Jerry whom I've had the opportunity to know.
- Allen Gilbert looked at the minutes from May 8th, 2018. Jerry Diamantides was an alternate at that point. Our first meeting was 2 hours, 40 minutes long, which was average for our first ten meetings. This shows we started from scratch; it was all on us. Congratulations to all of us and thank you.
- Chuck Burt noted all the meetings Jeremy Hansen did for town select boards in order to get CVFiber off the ground in the first place.

Election of Officers

- Jennille Smith led the nominations to appoint a Chair, Vice Chair, Clerk and Treasurer.
- MOTION (Chuck Burt, Seconded R. D. Eno)

Move to nominate Jerry Diamantides for Chair, Siobhan Perricone for Vice Chair, Jeremy Matt for Clerk, and Laurie-Beth Putnam for Treasurer.

Passed unanimously.

Committee Chairs

- Discussion: Chuck Burt noted that the Communications Committee did not meet to select a Chair. Jerry Diamantides said that Chuck Burt is appointed temporarily. Allen Gilbert noted that this is within the rules.
- David Healy said that the Operations and Planning Committee has selected David Healy as Chair.
- Allen Gilbert said that the Policy Committee has selected Allen Gilbert as Chair.
- Ray Pelletier was selected as Chair of the Finance Committee.
- MOTION (Jerry Diamantides, Second R. D. Eno)

Move that the Governing Board accept the nominations of David Healy be the Chair of the Operations and Planning Committee, Allen Gilbert the Chair of the Policy Committee, and Ray Pelletier of the Finance Committee.

Passed unanimously.

Community Relations Manager Introduction

- Discussion: Maggie Tuck-Sauer's background is two decades in marketing and communications. Her marketing philosophy is to meet people where they are, which CVFiber takes seriously. Everyone should have a fair chance at education and building a better life for themselves. Maggie invited all concerned to reach out to her with ideas.

Meeting Minutes Approval

- MOTION: (Jeremy Matt, Second Chuck Burt)

Move to approve the April 11, 2023 meeting minutes as drafted.

Passed unanimously.

Treasurer's Report

- Laurie-Beth Putnam reported on April expenses. Prepaid expenses are "journal entried" at the end of each year. VKB accounts for four of them.

Construction Update and Outlook

- Discussion: Lucas Stubbs reported that we added another crew, so we are now running three crews in Calais. We hope to add another crew within the next few days. We currently have 21 miles of strand and 16 miles of fiber hung. We received our ANR permit for the Calais substation, which allows us to begin construction of the OLT. We are also hoping to get the scope of work approved for the Rumney OLT.
- Jennille Smith added that our contractor is looking at a lay down yard for CVFiber so we can hold a month's worth of equipment at a time.

- Allen Gilbert asked if it might be a good idea when we move into a new area to brief the delegates for these areas.
- Jerry Diamantides said that this is one of Maggie Tuck-Sauer's major tasks.
- Maggie Tuck-Sauer said that she would like to offer delegate and volunteer training on technology and operations so our representatives have answers. Maggie is also forming a task force of individuals to create canned responses to common questions after media events, and then form an on-call group so each one would be on for one week to answer one to twelve emails with plug-in answers. For more complex questions, Lucas Stubbs or Jennille Smith will reach out. Tuck-Sauer said that she would like every delegate and alternate trained.
- Allen Gilbert warned that folks need to know about upcoming meetings as soon as possible as summer is a difficult time. Tom Fisher added it is also important for select boards to be informed.
- Henri Amistadi said that maps of the CLOs with progress would be great so people have visuals of progress. Jennille Smith said NRTC has been toying with creating visuals for us.
- Jerry Diamantides would like the Governing Board to be aware that the work is more expensive than we anticipated. Prices have increased. No action needed.
- Lucas Stubbs encouraged Board members to ask him questions.

Website and Marketing Update and Outlook

- Discussion: Maggie Tuck-Sauer said thanks to Chuck Burt and Linda Gravell, enormous progress has happened in the past two weeks. Now we are so close to live launch.
- Linda Gravell said two rounds of testing, first on computers and laptops, then on phones and mobile devices have been completed. We incorporated the feedback from round one. We found no new bugs in round two. There are now three outstanding bugs before launch. The next round is volunteers doing crash testing.
- Chuck Burt said these testers should try anything they can think of to enter to try to get the system to crash. For example, we already know the back button doesn't work well; using the back button a lot will crash unintended behavior.
- Henry Amistadi noted that his career was in performance testing, but Chuck Burt responded that because a third party (CrowdFiber) hosts the website, they are responsible for performance, and they have much bigger customer bases than ours.
- Linda Gravell said she is more worried about people who have slow Internet who cannot load our pages to sign up so we tried to optimize our code to make it faster.
- Jerry Diamantides noted plans for a webinar on the website for delegates to see our website and its capabilities so you can talk to your constituents.

Services and Fees Finalization

- Discussion: Jerry Diamantides said that the Finance Committee recommended that the Governing Board delegate authority to the Executive Committee to make some decisions regarding fees because the Executive Committee meets every two weeks so these issues can be handled more quickly. Jerry then pasted a DRAFT motion into the chat.

- Allen Gilbert had questions about the language “what determinations have been made.”
- Jerry Diamantides said “the determination that this fee and this service is going to cost so much in consultation with the necessary parties and the fee is set.” This motion is not a determination of how we are going to set the fees, but that the Governing Board would be notified when the fees are set.
- Maggie Tuck-Sauer noted that consultation with the Communications Committee to bring it to the Executive Committee, who would then take it to the Governing Board. Jerry Diamantides noted that the point that anything to do with fees should have the Finance Committee’s input.
- Tom Fisher said he has no issues with how the motion is written. However, he wanted to ask if the Executive Committee could make minor single dollar change to rates. Jerry Diamantides noted that it is purposely not included in this motion. This motion will not change CVFiber’s main rate structure.
- Chuck Burt asked if the Communications Committee or Maggie Tuck-Sauer determined that it would be good to introduce short-term discounts or other marketing promotions, would this fall under this motion. Jerry Diamantides confirmed that it would.
- Linda Gravell noted that Crawford was giving some advice but not on pricing. For future decisions, we should include marketing consultation in our pricing decisions.
- Jennille Smith suggested leaving out committees. Jerry Diamantides said he could change the motion to “appropriate CVFiber committee(s).” This change was accepted..
- MOTION (Jerry Diamantides, Second Jeremy Matt)
Whereas on 9 November 2022 the Executive Committee approved the CVFiber Subscription Rate Plan dated 9 November 2022 and recommended that the Governing Board ratify the CVFiber Subscription Rate Plan dated 9 November 2022.

Whereas on 11 November 2022 the Governing Board ratified the CVFiber Subscription Rate Plan dated 9 November 2022 and authorized the Executive Committee to oversee the publication of the Plan at such time and in such manner as it determines to be appropriate.

Whereas the CVFiber Subscription Rate Plan dated 9 November 2022 was presented to the public in the webinar dated 16 November 2022 and is currently available on the CVFiber website.

Whereas the Executive Committee approved the outline of Subscription Terms and Conditions dated 22 November 2022 and notified the Governing Board on 13 December 2023,

Whereas the during the development of the CVFiber website and in consultation with WCVT and other CUDs the need to determine ancillary services and associated fees has become apparent,

Whereas the Finance Committee on 04May 2023 recommended that the Governing Board be made aware that determination of ancillary services and associated fees is

necessary and that exploration of said services and fees is being performed as a component of the website development,

***It is moved** that the Governing Board authorize the Executive Committee to set and publicize such ancillary services and fees as may be required after consultation with the appropriate CVFiber committee(s), WCVT, and others and to notify the Governing Board after determinations have been made.*

Passed unanimously.

Financial Services and Grant Application Support

- Discussion: Jerry Diamantides reported that VCUDA has hired a financial advisor (PFM) in a fiduciary role to support any CUD that wants to get any type of loan. This person will work in our interest. We have begun discussion with this person to look at the available market for funds. The VCBB is also working on the funding gap that we have identified. NRTC has a team that works on federal grants.
- Jennille Smith noted that we are also looking at top line solutions, competition, leveraging local organizations; in other words we are taking a broad look for long-term sustainability.
- Jerry Diamantides that the less we need to borrow, the lower our fees will be for the benefit of our subscribers.

The Chair adjourned the meeting at 7:15 pm.

Respectfully Submitted,

Jeremy Matt, Clerk