



## CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

July 18, 2023

### **Minutes Short Summary**

Meeting minutes were delayed as the clerk volunteered for flood recovery. Four interviews have been conducted for the Community Relations Manager position and there are two finalists, with a recommendation expected at the Communications Committee meeting on Thursday, July 20. CVFiber will host events in Calais, and in Barre, unless the flood prevents the Barre Heritage Festival from taking place. Jennille Smith reported that there are 520 passings and 46 miles of fiber, and Lucas Stubbs added that CVFiber still has seven crews doing construction. The revised policy covering installation costs for subscribers highlights the strong partnership between Waitsfield Champlain Valley Telecom and CVFiber. Jennille Smith reported that no materials were lost or damaged due to the floods. The Executive Committee recommended that the Governing Board accept the 2022 CVFiber Audit. The Executive Committee approved the engagement of The Tech Group to provide managed care and security services for the emails and devices used by CVFiber employees in the furtherance of their CVFiber employment.

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

### **Absent:**

**Others Present:** Jennille Smith (Executive Director), Laurie Beth Putnam (Treasurer), Linda Gravell (Waterbury), Lucas Stubbs (Operations Manager), John Russell (Worcester – Alternate)

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

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

- None

### **Public comment**

- None

### **Prior Meeting Minutes**

- Meeting minutes were delayed, as the Clerk was busy volunteering with flood recovery.

### **Community Relations Manager Update**

- Jennille Smith reported that they have conducted four interviews and have two finalists, and we are checking their references. We will bring our recommendation to the Communications Committee on Thursday, and then to the Governing Board meeting on August 8<sup>th</sup> for approval.

### **Marketing Update & Outlook**

- Jennille Smith reported that David Healy is doing two informational events in Calais on July 25<sup>th</sup> and 27<sup>th</sup>. We are also preparing for the Barre Heritage Festival; we have reserved a booth for July 28<sup>th</sup> and 29<sup>th</sup> and we are seeking volunteers. We will be handing out business cards and signing up potential customers at all these events. We also hope that once the marketing manager is on board, a marketing plan will be finalized.
- Siobhan Perricone volunteered to help out at Barre if the Town is able to go forward with the event, given their flooding issues.
- Linda Gravell asked if what we ordered for our events arrive in time. Jennille Smith said the items have been shipped, and the tablecloths and banners are expected tomorrow. David Healy pointed out that there are also t-shirts available at the warehouse.

### **Construction Update and Outlook**

- Jennille Smith reported that the last numbers are 520 passings and 46 miles of fiber. Lucas Stubbs added that CVFiber still has seven crews running. Splicers are back in town and we only have six closures left in CL01 that needed to be spliced. Velco is behind because of the storm. David Healy updated the map as of July 7<sup>th</sup>.
- Allen Gilbert noted that he has seen debris left behind by the crews. It is important that all debris be picked up. Lucas Stubbs said he will reiterate that job sites need to be cleaned up and safety is paramount. NRTC also does inspection afterwards and will clean up if necessary. Allen Gilbert stressed that CVFiber may not be responsible.
- David Healy noted that at the VCCB meeting also discussed issues with construction. Vigilance is important.

### **Installs & Drops Discussion**

- Jerry Diamantides said that our primary mission is universal service for every on-grid address, and then to reduce costs to our subscribers, as we want service to be economically accessible. The small group working with Waitsfield and NRTC has determined that for the 90% range, any cost of getting to the last utility pole before the premise will be considered a construction cost. The cost from the last utility pole to the premise will be considered a drop or install cost for the consumer. This is the common practice, but it is not based on data. Jerry Diamantides would like CVFiber to reserve the right to change this policy, once we have data in six months or so, when we understand what this means to us and what it means to Waitsfield, because they are sharing this risk with us. Once we have real data on costs and distances, we will revisit this, and we may need to move some of our figures. This policy is not up for a vote, as it was not warranted. However, Jerry Diamantides would like this to go to the Governing Board.
- Jeremy Matt said that the last utility pole could belong to various different companies. Linda Gravell suggested the following wording for the website: “Drop lines to your point

of connection will be calculated from the nearest main line power pole. This might not be the closest utility pole. Calculations are subject to an engineering site survey.”

- Jerry Diamantides said he thought this was important enough that it be approved by the Governing Board before going on the website. At the next Executive Committee meeting we could have a motion for the policy.
- Chuck Burt said he thought the framework needs to be approved before the language on the website.
- Lucas Stubbs said that Waitsfield is now taking on a lot of risk. This is going to solve 80-90% of the drop issues that have been of concern.
- Jeremy Matt, Jerry Diamantes, Linda Gravel and Lucas Stubbs all volunteered to help craft the revised policy.
- Chuck Burt would like to identify this as a big enough, fundamental change that shows a strong partnership between Waitsfield Champlain Valley Telecom and CVFiber, that in the private sector, there would be a press release. However, Jerry Diamantides said he would like to reserve the right for CVFiber to make a change in six months or so.
- Jerry Diamantides said he did not think this was a change. This was our intention but the design presentation caused confusion. However, it is a big deal that Waitsfield is stepping up.
- Jennille Smith said we would like to highlight this public/private partnership. Lucas Stubbs identified this partnership as top notch.

### **Materials & Warehousing**

- Jennille Smith said that we were very lucky with the floods. Our management team elevated our supplies three feet off the ground, and our electronics were still in their packaging. We had no loss. I also learned that we do not have flood insurance. We do need to take photographs so we can document our current materials.
- Lucas Stubbs said that the crews had found sheetrock damage and some roof leaks, which is the building and not our supplies. Steps are being taken to protect our supplies. Lucas Stubbs said it would be good to invest in industrial fans to keep air moving on humid days, and perhaps even some dehumidifiers. The amount is low enough that Jennille Smith can approve this.
- David Healy asked if this would cause our insurance costs to go up. Jennille Smith said we have insurance for our materials but this doesn't include flood insurance. FEMA could be helpful.

### **Audit Finalization**

- Jerry Diamantides noted that we have received a draft management representation letter from Nathan Wechsler; however, the letter is from Jennille Smith and Jerry Diamantides and it outlines the events that occurred for the audit. When we send this letter, this will close the audit. Jerry Diamantides would like the Governing Board vote to accept the audit.
- MOTION (Ray Pelletier, second Jeremy Matt)  
*Whereas Nathan Wechsler has completed the audit of CVFiber for 2022,  
Whereas CVFiber is required to obtain Governing Board approval of the 2022 Audit,  
It is moved that the Executive Committee recommend that the Governing Board accept the 2022 CVFiber Audit (as amended).*

Passed unanimously.

Discussion:

- Jeremy Matt noted that it seemed a bit strange that we were “approving” an audit of ourselves. Allen Gilbert noted that for other volunteer boards he’s been on, the vote has been to “accept” the audit. This change was accepted as a friendly amendment.

### **Internet Security Consultant Engagement**

- Jerry Diamantides noted that this concerns employees rather than delegates and volunteers. Only the employees use CVFiber equipment. Jennille Smith said that she is currently using her personal computer and cell phone. There is also dark web monitoring for the CVFiber.net domain, so once they are looking at our devices and our emails, if anything goes into CVFiber.net that looks suspicious, it will be managed, so there is some umbrella coverage.
- MOTION (Ray Pelletier, second Jeremy Matt)  
*Whereas CVFiber has full time employees and is expanding to hire more full time employees who may have access to sensitive CVFiber information including financial information, build plan information, and other highly sensitive data and information that may expose CVFiber to risk of IT breaches;*  
*Whereas CVFiber is a public entity with public funding and therefore is at a heightened risk of breach;*  
*Whereas CVFiber's cyber security insurance premiums might be reduced in future years by reducing its exposure through increased security;*  
*Whereas employee laptops and devices are currently not fully secured or managed and therefore pose a security risk;*  
*Whereas the Tech Group is a vendor who works with other Vermont municipalities and with whom CVFiber has a working relationship for Information Technology services and is qualified to offer security services to CVFiber employees and other personnel in the use of their CVFiber email addresses and electronic devices;*  
*Whereas Tech Group has a security support program that includes managed care services for anti-virus, anti-malware, ransom ware, third party patch management; cloud to cloud backup, managed email security, corporate fraud and spear phishing protection, email security and spam filtering, dark web monitoring, and a threat monitoring program;*  
*It is moved that the Executive Committee approve the engagement of The Tech Group to provide managed care and security services for the emails and devices used by CVFiber employees in the furtherance of their CVFiber employment.*

Passed unanimously.

Discussion:

- Siobhan Perricone noted that she believes that CVFiber employees should be provided with CVFiber-owned devices to conduct their work to shield them from potentially having devices and/or personal information tied up in an incident response investigation.

**Adjourn at 5:58pm**

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

Respectfully submitted,  
Jeremy Matt, Clerk