



CVFiber Policy Committee Draft Meeting Minutes

Wednesday, June 5, 2024 5:00 PM
Virtual meeting

Present: Allen Gilbert (Worcester), John Morris (Marshfield), and John Reid (Woodbury); Siobhan Perricone (Orange, Governing Board chair) and Jennille Smith (executive director).

- 1. Call to order.** A quorum being present, the meeting was called to order at 5:01 p.m. by Gilbert, chair.
- 2. Changes to agenda.** There were none.
- 3. Public comment.** There was none.
- 4. Approval of March 6, 2024 draft meeting minutes.** Gilbert presented the minutes, explaining some minor corrections he had made to the previous draft he had circulated. Approval of the minutes as presented was unanimous.
- 5. Possible merger of CVFiber and NEKBroadband, Policy Committee work.** Gilbert explained the context of the discussion. If the two CUDs merge, the Policy Committee will vanish, as the structure of operations will change. There will likely be only two committees in the merged entity – an executive committee and a finance committee – with the details of things such as policies and communications handled by working groups. Reid asked how “working groups” square with the open meeting law, since such groups are not seen as committees that must meet open meeting and public records requirements. Gilbert said that was a good question; he thought the legislature had recently ques-

tioned the use of working groups by public entities as a way of avoiding disclosure requirements committees must meet. The use of working groups has spread broadly across state and local government, and that is of concern to some. Perricone noted the burden that reporting requirements are for volunteer nonprofit organizations with limited staff and resources. She said she had mixed feelings. We need transparency, but working groups gather information and are not decisive – that work belongs to committees and boards. We're a small state, and there's got to be some mechanism for getting our work done. Reid says he prefers discussions be open and things kept clean rather than being decided in a back room and presented as a *fait de accompli*. Perricone says she's been talked around to thinking openness is necessary. But it's been a battle for NEKBroadband to meet quorums, and they've needed to figure out a way to get the organization's work done. Smith said it will be necessary to decide what kinds of decisions are made by executive committees, by the board, and by staff. That will help identify what the working groups' parameters are. This will be crucial as we scale up, Smith said, so business can get done. Gilbert said his impression was that NEKBroadband has struggled with this issue mainly because of the large size of its service area. CVFiber has been more closely knit because of its smaller size. Perricone and Smith agreed, and described some of the efforts NEKBroadband has made to deal with the problem. Smith said it will be important that if the merger is approved, the merged organization will have to be very limited in the decisions the new board makes and then have a different executive committee structure and put most decisions in the trusted hands of the staff. The working groups would be the go-between between the executive committee and staff. This will be a big shift for CVFiber people, Gilbert said, and the key to whether the new operational system works will be how the new executive committee is structured and how well it works.

Gilbert suggested that if the Policy Committee is eliminated, there will no longer be policy committee work. Smith said there will be work, quite a bit actually, particularly policies, processes, and procedures for the new organization. We're going to have to create various working groups, such as a human resources working group to revise or complete an HR policy, but we might also have to create security or privacy policy and procedures around security/cyber security issues. Perricone noted that NEK hasn't done much policy work; CVFiber is miles ahead of NEK on this. They don't have a comprehensive HR policy, either; CVFiber does. Consultants for both CUDs have been hired to examine how that can be worked out. NEK also apparently doesn't have a Privacy Policy. All this, it was suggested, is due to a difference in engagement of board members in working on organizational structural issues – CVFiber has done a lot, NEK not so much.

Gilbert said that the organization of a new merged entity still seems challenging to him. CVFiber has had six years of board members working together, while

NEK has struggled with such engagement. It's hard to know how the mix is going to work. Clearly, NEK has a much more centralized operation than CVFiber. Perricone noted, though CVFiber has been moving towards a more centralized model as we've hired more staff to handle the day-to-day decisions that arose after we began construction of our fiber network.

The discussion evolved to what might happen to a merged entity down the road. Gilbert pointed out that CUDs are not required to have executive committees. Perhaps, as work for the merged organization increases, more staff will be hired or more vendors contracted, and there will be less need for an executive committee and it will disappear, with the board becoming the body providing high-level oversight of the organization, Smith said. Morris questioned whether a board that may meet only a few times a year would be sufficient. Perricone said such a scenario might be down the road, but it's in the future; an executive committee will be needed for a new merged entity. Smith agreed. Malleability as we grow is very important, she said. Enabling professionals to do the job they've been hired to do is very important. It can be difficult when volunteers serving as board members question or override professionals' judgment in carrying out their work. This will only get more challenging as we grow, whether we operate as a merged entity or remain an independent one. Community broadband is clearly trending across the country, she said, but there are trends to combine resources – working on a county level, for example, as well as consolidation through mergers like we're considering. As far as we know, CVFiber and NEK Broadband are the first CUDs in the state to consider merger; we are being watched as trend-setters.

Reid stated that there have been no times, since he's been on the board and attending Executive Committee meeting, when the Executive Committee overruled staff work. Maybe it's just the timing of when he arrived on the board, he said. But the dynamic is a two-part thing, he believes. Management needs to be comfortable saying, We're going to run the thing. And the board needs to be comfortable saying, We – and the Executive Committee – are going to let you run it.

That's one observation, Reid said. A second observation is that a 71-member board is not going to be able to do much of anything. Its sole role should be to elect delegates to an executive committee. Large boards are window dressing, he feels. Once a board gets above the high teens in number of members, it becomes a legislature, not a board. And so, as we move toward a merger, the board should have a very minimal role. And an executive committee – that's where the power ought to be vested, he said. The "towns thing" has to quickly fade into the background. "I don't have any problem with 71 town delegates voting in an executive committee. However, there's such a commonality of interest here, and frankly, the stakes are so low for the individual, it's not like someone is going to end up a multi-millionaire at the expense of someone else; and that, at the end of the day,

is going to drive things in the right direction and towards a communality. “I really think this town thing has kind of got to disappear from the vocabulary. The two CUDs are so similar in so many ways,” he said.

Gilbert noted that CVFiber, when it began, had nothing other than volunteers willing to do work for free. Smith said that gathering information from others who are doing the same work will be valuable.

Gilbert said that there were no decisions to make today, but we probably can all agree that we’ll be going through a period that will be somewhat tumultuous in an organizational sense. But everybody seems hopeful that in the end it’s going to work out to be something that benefits everyone and gets the job done that we know has to be done in terms of connecting fiber.

Smith expressed her appreciation that the committee took time to have this conversation. She said she’ll take the information to heart as the merger conversations continue.

Gilbert thanked the committee members for all the work they’ve done over the years.

6. Adjourn. The meeting adjourned at 5:50 p.m.

-- Allen Gilbert