



## CVFIBER EXECUTIVE COMMITTEE MEETING MINUTES

Virtually on MS Teams

January 3, 2024

### **Minutes Short Summary**

The Executive Committee unanimously approved the December 5, 2023 meeting minutes. Jennille Smith reported CVFiber has now built 202 miles and has 59 subscribers in 2023. CVFiber is starting the audit count of materials through the warehouse. Jennille Smith reported two new installation crews start tomorrow with 14 installations scheduled for next week, the highest number/week to date. Olivia Kantyka reported that CVFiber is actively recruiting committee members. Jerry Diamantides reported that the business plan was updated, and the revision will be shared with the VCCB and the Executive Committee on Monday. The Executive Committee unanimously recommended that the Governing Board execute the SOW with the preferred candidate, Batchelder & Associates for the Finance Manager position. The Executive Committee unanimously approved the revised CVFiber Personnel Policy to send to the Governing Board for its review and adoption. Linda Gravell and Siobhan Perricone stated their interest in Chairing the Governing Board and Executive Committee to replace Jerry Diamantides who will retire in May.

### **Executive Committee Members:**

#### **Present:**

Allen Gilbert (Worcester), David Healey (Calais), Chuck Burt (Moretown), Jeremy Matt (Plainfield), Siobhan Perricone (Orange), Jerry Diamantides (Berlin), David Mannix (Marshfield Alternate)

**Others Present:** Jennille Smith (Executive Director), Linda Gravell (Waterbury), Olivia Kantyka (Community Relations Manager), Lucas Stubbs (Operations Manager), Laurie Beth Putnam (Treasurer), Sybil Schlesinger (Note taker; Moretown Alternate)

**Call to order:** Jerry Diamantides called the meeting to order at 5:32pm.

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

- None

### **Public comment**

- None

### **Prior Meeting Minutes**

Motion (Jerry Diamantides, second Siobhan Perricone)

*To approve the December 5, 2023 Executive Committee meeting minutes as drafted with changes by Allen Gilbert.*

Passed unanimously. No discussion.

### **Construction Update & Outlook**

- Jennille Smith reported CVFiber has now built 202 miles in 2023. Six crews are in the field. CL02 addresses have been released from NRTC to Waitsfield, so it will open up shortly. We have 59 subscribers. Construction has continued despite the winter weather.

### **Materials & Warehousing**

- Jennille Smith reported that about \$12,000 in materials is expected to come in excluding for truing up for the next quarter. We are starting the audit count of materials, perhaps as soon as tomorrow.

### **Operations Update & Outlook**

- Jennille Smith reported two new installation crews will start tomorrow which will increase our rate with 14 scheduled for next week, the most to date.

### **Marketing Update & Outlook**

- Olivia Kantyka reported that CVFiber is actively recruiting committee members. She is in touch with WCVT to increase installations. She follows up after three weeks to ensure that everyone knows they can have access.
- Siobhan Perricone again encouraged marketing to use texts. Olivia Kantyka said she does use texts, but right now Waitsfield is not sharing text contact information.
- Jerry Diamantides noted email traffic concerning the CVFiber take rate. Olivia Kantyka reported that as of the end of November the take rate was between 40-50% in CL01. Jennille Smith noted that CVFiber is already close to 40% take rate now when our prediction was this would take three years. CVFiber is already at 31% in CL02, which has not yet opened. If potential subscribers have signed up but not selected their package, we do not count them.
- David Healy is the first CVFiber board member signed up with CVFiber.

### **Finance Update**

- Jerry Diamantides reported that the business plan was updated. This revision will be shared with the VCCB on Monday and also shared with the Executive Committee.
- Next week the financing proposals are also due.
- David Mannix added that Laurie Beth Putnam would be working on November's statement and the final 2024 plan. This committee will be looking at the financials for two months prior, for example, the November numbers in early January.
- Jerry Diamantides noted that the Treasurer's Report is not on this agenda because he expects to go over these numbers at the second Executive Committee meeting of each month.

- Jennille Smith highlighted that CVFiber needs to complete the lending process as quickly as possible to keep the crews in the field.
- David Healy also noted that CVFiber needs to choose a contractor quickly if we are funded. Jennille Smith noted that she will speak with the contractors on Friday to review the two potential offers. If CVFiber chooses the competitor or both contractors, decisions can be made quickly. Linda Gravell noted that working with two might be advantageous. Jerry Diamantides said that this had been the intention. Jennille Smith noted that the contractors would not be working in the same areas.

### **Finance Manager Contract**

- Jennille Smith reported that CVFiber reviewed the needs for a Finance Manager. About half a dozen qualified candidates applied, but ultimately the Finance Committee decided on an expanded scope of work for the current CPA to include oversight and management, grant reporting, and the audit.
- Linda Gravell asked if the scope of work includes forecasting, and Jennille Smith said it does. CVFiber will review each month each line item to see how much has been spent compared to the amount budgeted. David Mannix added plans to review the budget's inputs against the actualization. The Finance Committee should be able to provide the Executive Committee with a richer review at the second meeting.
- MOTION (Jerry Diamantides, Second Linda Gravell)
- ***Whereas, CVFiber's 2024 budget includes funding for the Finance Manager position, CVFiber advertised the position and received numerous inquiries, CVFiber authorized a working group to review and evaluate applicants, and the working group has selected a preferred candidate that will provide the necessary services within the budget allocation, Therefore, I move that the Executive Committee recommend that the Governing Board execute the SOW with the preferred candidate, Batchelder & Associates.***  
Passed unanimously.

### **HR Policy and HR Training**

- Jennille Smith noted that on the recommendation of counsel and the Board, in the first quarter of 2024, there would be two levels of training for Board members and employees. Management level includes Committee Chairs and employees. The second level is for all board members, which will be a teams meeting, including what is expected of a Board member. Olivia Kantyka has also been putting together a password protected Board Guide to set expectations for Board members and CVFiber policies. Both levels will take place annually. February 23, 2024 is set for the management training.
- David Mannix noted that there was also discussion on subscriber privacy. Jennille Smith said this is still being discussed in the Policy Committee. The overview for privacy will be incorporated, and once the policy is finalized, it will be part of the Guide. David Mannix also asked how participation in the training would be documented. He suggested including the training requirement in the relevant policies.
- Jeremy Matt asked if the in-person training is for all Executive Committee members even if not Chairs. Jennille Smith did not think the Clerk should be required but welcome to attend. Jeremy Matt does manage the note-taker.

- Allen Gilbert noted that Personnel Policy is the Human Relations Policy. The Personnel Policy is in place. Two sections have been updated and approved, on harassment and bullying.
- Jennille Smith noted that the Personnel Policy was created in consultation with HR counsel for compliance with State and Federal law. CVFiber is a hybrid, both employee and board managed. Now we want to pass the remaining sections of the updated policy.
- David Healy thought that the number of holidays might be a bit too generous. Siobhan Perricone, Allen Gilbert, Linda Gravell, and Jeremy Matt agreed that because CVFiber cannot offer high wages, additional holidays and leave time are key.
- David Mannix asked to put the training requirements in the document with a grid for new hires. Jennille Smith clarified that the policy is already clear on which trainings apply to which employees.
- Chuck Burt noted that the private sector now generally offers paid parental leave for six to twelve weeks. Parental leave can be handled as disability leave. Jennille Smith said CVFiber is only offering unpaid leave, which is the State and Federal requirement.
- Siobhan Perricone mentioned that these policies will be reviewed annually, and she hopes could be revised when financially viable.
- David Healy noted that CVFiber should investigate using short-and long-term disability to cover parental leave and as an employee benefit.
- David Mannix suggested offering float days to keep CVFiber open for customers, but Jerry Diamantides pointed out that Waitsfield handles customer calls 24/7.
- MOTION (Allen Gilbert, Second
- *Moved that the Executive Committee approves the revised CVFiber Personnel Policy and sends it to the Governing Board for its review and adoption.*  
Passed unanimously.

### **Committees & Officers**

- Jerry Diamantides noted that the Treasurer's stipend has been increased to \$1717/month because the level of difficulty and intricacy has increased with multiple bank accounts, loans, grants, and an income stream through Waitsfield. The Governing Board oversees the Treasurer. Jennille Smith added that the CPA requires that the Treasurer record her hours and work. Linda Gravell confirmed that when the Finance Committee reviewed the finance roles, it was decided that the Treasurer needed to have additional responsibilities.
- Jerry Diamantides is retiring as Chair of the Governing Board and Executive Committee in May, and if someone wants to start earlier, he offers to work with anyone during the transition. If anyone is interested, Jerry Diamantides asks that those who have an interest communicate this to all committee members.
- Linda Gravell said that she plans to talk to each member to determine the skills needed because she would like to run for this position. She would like to recommend that the vote be delayed until the March Governing Board meeting.
- Chuck Burt agrees with Linda Gravell's request to delay the vote. He also said that there might be a statutory requirement for when the vote takes place. Allen Gilbert responded that the vote must happen in May, but can happen earlier, and if the vote doesn't happen, those currently in office remain in office.
- Siobhan Perricone is also planning to run for Chair.

- Jerry Diamantides said that he needs to know if the vote should be on the Governing Board agenda the Thursday before the Tuesday meeting. If requested to be on the agenda, Jerry Diamantides feels he needs to put it on the agenda.
- Linda Gravell noted that she would like Jerry Diamantides to stay on as Chair until there is closure on the finances.
- Siobhan Perricone asked if the vote could be held with an effective date in the future. Allen Gilbert said it might be better to wait until May.
- Linda Gravell said there are two considerations: when Jerry Diamantides would like to leave and when the person voted in can come on board.
- Chuck Burt noted that as Siobhan Perricone could take some of the load off Jerry Diamantides now as Vice Chair. Siobhan Perricone said that as of February, she would be happy to step up as Jerry Diamantides needs.

**Adjourn at 6:51pm**

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

Respectfully submitted,  
Jeremy Matt, Clerk