

LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT

Executive Committee Meeting

Wednesday, Aug 12, 2020 at 6:00 p.m.

MEETING MINUTES

Action Items

Who	What	Status
Tim, Lucy	Complete letter to PSD	Done
Jane	Ask PSD to waive automotive insurance requirement	Done
Lea	Follow up with bank to complete the account opening process	Done
Jane, Doug	Draft changes to synchronize the Bylaws with the bank resolution	Done
Lea	Finalize website documents and send website proposal to webmaster for signature	Done
Jane	Finalize Governing Board job description	Done
Jane	Develop bookkeeper job description and make calls to candidates	In progress

Attending members

Jeff Tilton (Vice Chair), Jane Campbell, Tim Humphrey, Doug Molde, Tasha Wallis (Treasurer), Lea Kilvadyova (Clerk)

Call to Order

6:00 p.m. by Jeff Tilton

Agenda Changes

Move website discussion to the end of the meeting; Add a discussion on who should train the Board on Open Meeting Law.

Public Comment

None

Review of Aug 5, 2020 minutes

Doug Molde moved, Jane Campbell seconded the motion to approve the August 5th minutes. Vote: 4-0-0

Update on State CUD planning grant and discussion about liability insurance needed for the grant

LFCUD's grant application was approved on Aug 7th and Rob Fish from PSD is preparing the Grant Agreement between PSD and LFCUD. LCPC is drafting a sub-agreement between LFCUD and LCPC. For the PSD-LFCUD agreement, we need liability insurance. Jane Campbell is working with several insurers to get quotes. In her experience, LFCUD

may not need automotive insurance. She will reach out to PSD and ask about waiving automotive insurance. To fill the insurance application, we will need to state our fundraising goal. Tim Humphrey suggested \$200,000 for the next six months. All agreed. On August 13th, there will be a statewide meeting between VELCO and CUDs to discuss possible collaboration regarding the utility pole assessment work. Jane Campbell and Lea Kilvadyova will participate.

Review progress with opening bank account

LFCUD's bank resolution naming Tim Humphrey, Michael Rooney and Jane Campbell as signers is now at the bank. Next steps: All signers will need to drop off their forms at the Bank. Lea will inquire about what the bank needs from Jeff Tilton who was authorized to access the account online. Jane Campbell and Doug Molde will work to synchronize the signer language in the Bylaws and the bank resolution.

Review draft Treasurer job description

Jane Campbell introduced draft Treasurer job description. Lea Kilvadyova suggested that LFCUD may need a Treasurer as well as a bookkeeper and it may be good to separate the two functions. Tasha Wallis added that Treasurer does oversight, and a bookkeeper does the execution. Since we already have a Treasurer, Lea recommended prioritizing the bookkeeper search. Lea added that it might be good to attract a candidate that has prior experience with municipal finances. Jane will develop the bookkeeper job description and start calling candidates that have been recommended to date. Tasha said that as a municipal entity, LFCUD will need to identify where all the records are kept.

Review draft of Governing Board job description/code of conduct

Jane Campbell introduced the Board job description draft. Committee reviewed and suggested following changes:

- Remove: Contribute financial support
- Add: To refrain from intruding on administrative issues that are the responsibility of management except to monitor the results and prohibit methods that conflict with Board policy.
- Add: If, for any reason, I find myself unable to carry out the above duties as best as I can, I agree to resign my position as a Board member/officer.
- Add: Board member should familiarize themselves with Open Meeting Law
- Add: Sexual harassment and anti-discrimination paragraph
- Remove: Accept fiduciary responsibility
- Revise: Oversee its financial health and integrity and ensure LFCUD has the resources to meet its mission to Use best efforts to ensure that LFCUD meets its mission.
- Change Other Board service time commitment estimate to 3-6 hours/month
- Adjust Treasurer time commitment estimate to 10 hours/month.

Tim Humphrey moved and Jeff Tilton seconded the motion to recommend that the Board approves the Board description as amended. Vote: 4-0-0

Tasha Wallis left at 7pm.

Begin review of financial policies and procedures

Jane Campbell provided a broad introduction to the proposed policies. The discussion will continue at the next meeting.

Discuss possible Bylaw amendment allow more than one Executive Committee members per town

Tim Humphrey moved and Doug Molde seconded the motion to take no action on the Bylaw amendment. Vote: 4-0-0

Regular Executive Committee meetings

Jane Campbell moved and Jeff Tilton seconded the motion to establish the second Wednesday of the month at 6 p.m. as the regular monthly meeting time for the Executive Committee. Vote: 4-0-0

Review and acceptance of updated website agreement and proposal

The Committee reviewed and proposed the following changes:

- Add to Agreement: Client's fiscal agent: Invoices to be mailed to the LCPC
- Change amount of quarterly payments in FY21 from \$350 to \$225
- Add to Proposal: webmaster signature and date to the proposal
- Change in Agreement: "life" to "live" and "legally bonded" to "legally bound"
- Add to Client Approval Section in Agreement: "except for intentional or willful acts"
- Add to Compensation section in Agreement: "except if the contract has been cancelled as set out below"

Tim Humphrey moved and Doug Molde seconded the motion to recommend that Michael Rooney signs the Agreement with 3W Promotions after the webmaster signs the Proposal as amended by LFCUD. Vote: 4-0-0

Michael Rooney joined at 7:20 p.m.

Open Meeting Law Discussion at Board Meeting

Not discussed due to approaching adjourn time.

Adjourn

Tim Humphrey moved and Jeff Tilton seconded the motion to adjourn at 7:26 p.m. Vote: 4-0-0