

**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT**  
**GOVERNING BOARD MEETING**  
**May 25, 2022, at 7:00 p.m.**  
**Online Virtual Meeting Only**  
**DRAFT MINUTES**

**7:00 pm Call to Order:** Jane called the meeting to order.

**7:02 pm Roll Call:** Before calling the roll, the Chair noted that tonight's meeting would be the final Governing Board meeting for Belvidere member, Kipp Verner and Treasurer, Larry Lackey and applauded their service. The Chair then called the roll and identified voting members by town:

**Town Representatives and Alternates Attending**  
(V=Present and Voting, P=Present, A=Absent)

<b>Town</b>	<b>P/V</b>	<b>Representative</b>	<b>P/V</b>	<b>Alternate</b>	<b>P/V</b>	<b>Second Alternate</b>
<b>Belvidere</b>	V	Carol Caldwell-Edmonds	P	Kipp Verner		
<b>Cambridge</b>	V	Sam Lotto (joined 7:04)	P	Teelah Hall		
<b>Eden</b>	A	Damien De Clerck	A	Freeda Powers		
<b>Elmore</b>	V	Brian Evans-Mongeon	A	Hans de Boer	A	Randy Tomlin
<b>Hyde Park</b>	V	Michael Rooney	A	Carol Fano	A	Jack Wool
<b>Johnson</b>	A	Charlotte Reber	P	Paul Warden		
<b>Morristown</b>	V	Jane Campbell	A	John Meyer		
<b>Stowe</b>	V	Stephen Friedman	A	Scott Weathers		
<b>Waterville</b>	V	Jeff Tilton	P	Lucy Rogers (joined 7:05)		
<b>Wolcott</b>	A	Bruce Wheeler	A	Mike Davidson		

**Other Lamoille FiberNet attendees:** Val Davis, Lisa Birmingham, Larry Lackey (Treasurer)

**Public/Guests:** Salvador Morales (LCPC)

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**7:04 pm Agenda Changes & Public Comment:** The Chair recommended that a discussion of the Marketing and Communication Policy be added to the agenda following approval of the minutes and the update on the Treasurer be a part of the Executive Director update.

**7:05 pm:** Sam Lotto and Lucy Rogers joined.

Stephen Friedman so moved; Paul Warden seconded. The Chair called the vote; all in favor, none opposed; none abstained.

Seeing that no members of the public requested to comment, the Chair moved to the next item on the agenda.

**7:05 pm Consent Agenda:** Val informed the Board that there are no pending items.

**7:06 pm Approval of 5/4 Minutes:** The Chair requested a motion to approve the May 4 minutes noting Task Force is two words. Jeff Tilton so moved; Sam Lotto seconded. Hearing no further discussion, the Chair called the vote. All in favor; none opposed; no abstentions.

**7:07 pm Marketing and Communications Policy Discussion:** Val shared Marketing and Communications Committee's concern that Board members should anticipate continued and increased flack from multiple sides on a arrange of issues, such as the ISP partnership and speed of network build. The Committee urged a unified and consistent response and encouraged all Board members to familiarize themselves the talking points and CUD FAQs. Carol Caldwell-Edmonds asked whether and how staff as well as board members should be trained to clarify when they are speaking for themselves versus on behalf of the CUD. Jane noted that that item will be added to the June Board meeting. Jane noted that Val and Board members should be prepared and unified in anticipation of announcing the completion of the ISP partnership. Stephen Friedman suggested that another possible outreach moment would be the execution of the design build agreement; we could let the public know we are making progress. Val agreed and shared that the Carol Caldwell-Edmonds had drafted an article for FPF which will be posted when and if any agreements are finalized.

**7:14 pm Executive Director Update:** In addition to the written update shared the Board packets, Val noted that the kickoff meeting with NRTC is scheduled for May 26. He noted a correction to the written update: progress on documentation goal in strategic plan was likely 30%, not 75% complete. The information is available, it requires some drafting of memos to the file and additional uploading to folders. The Chair emphasized the importance of bringing everything current.

The discussion then turned to the Treasurer's job description, the shift from volunteer to paid position or contractor, and the need to clarify the role and responsibilities. Larry Lackey offered his perspective, that the description should start with the statutory responsibilities and then specifying the actual duties – the work that needs to be done. Val noted the challenges faced by other CUDs in recruiting Treasurers and lack of interest and bandwidth from those professionals who are currently supporting local and regional organizations such as LCPC and LEDC. Sam Lotto asked if a specific hourly commitment could be defined. Carol Caldwell-

Edmonds recommended the Treasurer be a paid position because of the critical nature of the work and the reality that it would become more complex. Larry estimated it was five meetings a month, and roughly 20 hours a month, including grant coordination, banking. With a budget of \$1,000 a month, Val estimated a \$50 per hour wage. Discussion on the number of hours and the merits of a paid position required continued. Sam Lotto said he would reach out some contacts. Before entertaining a motion on the \$1,000 stipend, Jane asked, and Val confirmed that \$12,000 would not impact the overall budget as certain line items, such as the pole survey, would be underspent. Carol Caldwell-Edmonds moved that the Board approve a \$1,000 a month stipend for the Treasurer, which is a statutorily required role, and that recruitment be transparent regarding the duties. Jeff Tilton seconded. All in favor; none opposed; no abstentions.

The Chair then confirmed that the Executive Director would follow up on banking privileges and signatories as discussed at the Executive Finance Committee, and to ensure that the instructions were documented for Union Bank, requested a motion to approve check signing privileges for Paul Warden and read-only access for Val Davis and Lisa Birmingham. Michael Rooney so moved; Jeff Tilton seconded. All in favor; none opposed; no abstentions.

Before turning to the partnership Task Force update, the Chair asked how much time the Workforce Development Team was taking. Val reported that it was an hour a week, with representatives from NEK Broadband, Green Mountain Tech Center, and VCBB, and it promised to increase our available workforce.

**7:37 pm Partnership Task Force Update:** Val shared that NRTC contract is signed; Google Fiber counteroffer is with Google Fiber; and several responses are expected for the Design Build RFP. PTF Chair, Sam Lotto shared that the newly reconstituted committee was interested in attracting additional members and would sweeten the pot by scheduling their meetings from 5 pm – 6 pm on the first and third Tuesday of the month. Jane recommended that the Task Force reach out to some of the alternatives to encourage participation.

**7:40 pm Standing Committees and By-Law Changes:** The Executive and Finance Committee is evaluating whether and how standing committees and bylaws needed to evolve to meet the challenges of the organization. Board members were invited to review and comment on documents; a recommendation is scheduled for the June Board meeting. Val shared the documents via email.

**7:48 pm Other Business, Wrap Up and Next Steps:** The Chair noted a midyear budget review, standing committee and bylaw changes should be on June 22 meeting agenda. A member requested an update on the Tilson contract discussion; Val reported that the matter had been concluded; Tilson had made an offer of 50% payment; it was accepted by the Executive Committee; Larry processed the invoice.

As part of the potential committee changes, Lisa suggested that Committees reports could be a standing agenda item, with rotating committee members providing updates, rather than the ED summarizing all the committees. Jane offered that committee members may want to submit written reports with the Executive Directors Update. Sam requested that Val put reminders on the Committee Chair calendars to ensure timely support of committee reports. A brief discussion ensued regarding lead times for meeting packets - 48 hours, 72 hours, or 5 days, even 4 hours if live documents were available on SharePoint. The chair observed a consensus around 48 hours, with flexibility to changes as needed.

A few members then commented about difficulty receiving and accessing calendar invites via TEAMS and documents via SharePoint. Val recommended that he and Carol host at training.

On the topic of next steps, Val alerted the Board that a special meeting may need to be warned and scheduled to consider the final Goggle Fiber agreement and the Design Build RFP award. Paul requested that the decision matrix or synopsis of the contracts be shared in advance of Board consideration. Val then offered to share some tips and tricks on TEAMS and calendar.

**Adjournment:** Having completed the Agenda, the Chair again thanked Kipp Verner and Larry Lackey for their service and requested a motion to adjourn. Sam Lotto moved to adjourn; Michael Rooney seconded. The Chair called the vote. All in favor; none opposed.

**8:05 pm Meeting adjourned.**

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