



**LAMOILLE FIBERNET COMMUNICATIONS UNION DISTRICT
GOVERNING BOARD MEETING
June 22, 2022 pm
Online Virtual Meeting Only
APPROVED MINUTES**

7:01 pm Call to Order & Roll Call: The Chair called the meeting to order and called the roll. Members present and voting were as follows:

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

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

Other Lamoille FiberNet attendees: Val Davis, Lisa Birmingham

Public/Guests: Salvador Morales (LCPC)



7:03 pm Agenda Changes & Public Comment: At the recommendation of Sam Lotto, Val asked if the Board would like to add a discussion of the days and times for committee meetings. The Chair recommended that each committee, not the Governing Board, determine the committee schedules. The Chair requested any changes to the Consent Agenda. No changes were requested. Hearing no further discussion, the Agenda was unchanged. No public comments were offered.

7:05 pm Consent Agenda: Jeff Tilton moved to approve the Consent Agenda; Paul Warden seconded. The Chair called the vote. All in favor; none opposed; none abstained.

Noting that she had shared a draft Treasurer's Report prior to the meeting, the Chair asked if anyone had questions. Hearing none, she moved to Executive Director's Update.

7:08 pm Teelah Hall joined.

7:08 pm Executive Director Update: In addition to the written update, Val recapped progress on some of the CUD's major initiatives as follows:

- June 30 is the deadline for invoicing commitments related to the 2021 DPS preconstruction grant; NRTC is working on submitting its invoice.
- NRTC continues to work on the updated designs and financial modeling, but now expects to have work product ready the first week of July. Joe Carbone is doing the GIS work and Kevin Fitzgibbons is overseeing the project.
- LFCUD and NWCUD's response to the initial Master Services Agreement draft has been sent to Google Fiber. Val will seek third-party review by RISI and counsel of the agreement.

Jeff Tilton inquired about the status of Treasurer's recruitment and advertising beyond Front Porch Forum. Jane asked whether the Department of Labor or counsel had provided further direction regarding an independent contractor versus employee, which would in turn impact how benefits were described in recruiting materials. Val noted that he was still waiting for legal feedback before publishing but expected a better response than before because the position offered compensation. He reiterated, and the Chair reinforced, the need for individual Board members to identify and recruit candidates. Val agreed to send the job description to all Board members once the employee/subcontractor issue was resolved.

Val then offered to discuss the construction operations manager position. Jeff Tilton asked if there was overlap between the project management work contemplated in the RFP and this position. Lisa offered that this position was necessary to ensure accountability and independent oversight of the third-party contractor. Randy Tomlin



shared his opinion that this position was critical and a wise use of funds. He also noted that project engineer was the right description, which inferred construction management and that such a position was 98% in the field monitoring. The Chair noted that, since Val indicated that the position will not change the bottom line of the budget, no Board action was needed.

Noting that the budget adjustments approved in the consent agenda was the \$1.9m grant budget, the Chair said the Executive Finance Committee and Board could expect a full organizational budget update in July.

Turning to grant and revenue opportunities, Val outlined a range of grant opportunities he hoped to pursue in 2022 and 2023, including a VCBB construction grant, and NTIA, BEAD, and Northern Borders grants. LFCUD would be able to apply for BEAD funds directly and indirectly through VCBB. Lisa noted that finalizing the updated business plan and outstanding grant reports will make the CUD eligible to apply for the VCBB construction grant. She further noted recent progress on the financials and outstanding reports. The chair requested that Val and Lisa identify grant deadlines and available resources, given the continued complexity and size of the current workload.

Again, noting the workload, the Chair shared with the Board the decision to postpone the discussion on standing committees and governance until the July or August meetings.

7:20 pm Record Retention Policy: The Chair recognized the significant effort and expertise of Carol Fano as well as the support from Vermont State Archives and gov.connection in preparing the Record Retention policy materials. Jane noted that we are already using recommended cloud-based software such as the government version of TEAMS, SharePoint, and that once the labeling/retention system is adopted, it will only be effective if all CUD documents are kept in the Teams/Sharepoint system. Members discussed a range of topics including how to structure file system, securing storage and a secondary dedicated backup; governance of authorizing access and amendments, laptop versus cloud storage, updating the cyber security policy, and determining the role of Board oversight for retention, security, and public records purposes. Stephen Friedman noted that clarifications in policy will help clarify file structures. There was consensus to table any decisions and further discussion until additional Board members can participate.

After confirming that there was no further compliance update, Val reported that he spoke to Christine Hallquist about scheduling Board and staff trainings for CUDs, and that the VCBB was supportive and would schedule.



7:42 pm Wrap Up and Next Steps: Brain Evans-Mongeon noted that he had a chance to drop into the National Fiber Connect Conference when he was in Nashville and felt the Association and its attendees were a good resource and provided valuable connections. Val agreed and noted that other CUD and VCBB leaders attended the Nashville conference and that he had attended a productive New England conference in April. The Chair encouraged others to bring such conferences and organizations to the Board's attention.

Turning to future agenda items and meetings schedules, Val informed the Board that he had published an RFP addendum and notified the bidders of the need to extend the decision deadline to June 30. The Partnership Task Force will have a special meeting on Monday, June 27 and the Governing Board Special Meeting has been warned for June 29 to finalize the selection of a vendor for the network design and build.

Val also asked the Board to consider scheduling another special meeting in mid-July if the ISP partnership agreement was complete. The chair asked if other contracts would ~~be~~ need board approval and requested an update on contract renewals at the next meeting.

The Chair also requested the record retention and cyber security issues to be discussed at the July or August Board meeting. Recapping the earlier discussion, the Board should be prepared to discuss:

1. Updated Cyber Security Policy, including policy for storing documents on laptops versus OneDrive, software, and access privileges
2. Review of proposed Record Retention Policy including recommendations for:
 - Backup system in addition to Microsoft cloud (Val has experience and will explore cost)
 - How the Retention Policy does/doesn't relate to the Remote Work/Telecommunications Policy
 - Treatment of retained versus archived documents
 - Alignment with Public Records
 - Recommended file structure (# layers/naming conventions) and access privileges, including authorizing access or changes to a retained versus archived document
3. Scope of Board oversight for Record Retention and Cyber Security compliance with and approval of policies and procedures; committee designation



7:51 pm Adjournment: Having completed the Agenda, the Chair requested a motion to adjourn. Stephen Freidman so moved; Charlotte Reber seconded. The Chair called the vote. All in favor; none opposed; none abstained.

7:52 pm Meeting adjourned.

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