



**Governing Board Meeting**  
**February 22, 2023 at 7:00 p.m.**  
**Location: 31 Lower Main Street Morrisville, VT 05661**  
**On Line Virtual meeting**  
**Draft Minutes**

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

**7:00 pm Roll Call:**

**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	V	Sam Lotto	P	Teelah Hall		
Eden	V	Carey Earle				
Elmore	V	Randy Tomlin				
Hyde Park	V	Michael Rooney	P	Carol Fano	A	Jack Wool
Johnson	V	Charlotte Reber	P	Paul Warden		
Morristown	V	Jane Campbell	P	John Meyer		
Stowe	V	Stephen Friedman				
Waterville	V	Jeff Tilton				
Wolcott	V	Andrew Ross				

**Other Lamoille FiberNet attendees:** Mark Schilling, Val Davis, Lisa Birmingham, Fabian Bourgeois

**Public/Guests:** none

**7:01 pm Agenda Changes & Public Comment.** No public comment. The Chair requested three agenda changes. First, to approve the January 25 and February 7<sup>th</sup> minutes together; second, to move the personnel contracts discussion up to follow the meeting minutes approval, because that discussion will affect some of other discussions this evening. Third, because the revised budget is not ready, it cannot be approved, however, the Chair would like to have a discussion

of the budget approval process, and approval of that process. Sam Lotto so moved; Jeff Tilton seconded. Approval was unanimous, no abstentions.

**7:03 pm Approval of January Meeting Minutes.** Jeff Tilton moved and Paul Warden seconded approval of the January 25 and February 7<sup>th</sup> minutes. Approval was unanimous, no abstentions.

**7:04 pm Personnel Contracts, Executive Session.** Stephen Friedman moved that the Board enter executive session to discuss personnel matters and that session include the board members present, specifically: Randy Tomlin, John Meyer, Sam Lotto, Carol Fano, Carol Caldwell-Edmonds, Michael Rooney, Jane Campbell, Andrew Ross, Paul Warden, Charlotte Reber, Carey Earle and Stephen Friedman. Approval was unanimous, no abstentions.

**7:25 pm Executive Session Ended.** The Chair asked for motions. Randy Tomlin moved to accept Val Davis's resignation as executive director effective February 22, 2023, and continuing as an advisory employee until March 5, 2023. This motion is made with our utmost gratitude and appreciation. Sam Lotto seconded. Approval was unanimous, no abstentions.

**7:27 pm** Mark Schilling, Lisa Birmingham and Fabian Bourgeois rejoined the meeting.

**7:28 pm** Randy Tomlin offered a second motion that effective February 23, 2023, Lisa Birmingham be appointed interim Executive Director and Clerk with all the necessary authority to act on behalf of our organization. Paul Warden and Jeff Tilton seconded. Approval was unanimous, no abstentions.

**7:28 pm** Val Davis rejoined the meeting.

**7:28 pm** Paul Warden moved to authorize the Treasurer and Clerk to update all the banking authorizations to add Birmingham, remove Davis, as authorized signatories and users of debit cards and furthermore, authorize the Board Chair and Vice Chair and Treasurer to take all necessary and prudent steps to support a successful transition to support a successful transition to our new leadership. Michael Rooney seconded. After calling for discussion and hearing none, the Chair called the vote. Approval was unanimous, no abstentions.

The Chair then identified the top priorities for the organization as 1) audit and audit support which will be lead by Mark and Lisa, 2) the negotiations led by Andy, Randy, Stephen and Lisa with staff support, and 3) updating the 2023 budget and the VCBB grant application schedule, which will be led by Lisa and Mark; and 4) to be discussed later in the agenda, the local ARPA match, for which Fabian and Lisa will support board members in that effort. The Chair asked if there were other priorities. No other issues were offered.

**7:31 pm Treasurer's Report and Update.** Mark Schilling offered to entertain questions regarding his report. Jane asked about the deferred revenues and how much, if any, were allocated to fiber purchases. Lisa explained that \$355,000 was used to pay for the 2022 fiber deliveries, however, the remaining funds on-hand could not be used to pay for the 2023 fiber delivery valued at \$73,000 because the funds are preconstruction grant dollars which could not

be spent on construction materials. Val explained that the fiber purchase would require a draw down from construction funds. Val noted that \$355,000 of the original preconstruction grant was available from VCBB , if supported by documentation. LFCUD could also request another advance from the construction grant allocation to pay for recent \$73,000 fiber delivery.

Jane asked Mark about the carry-forward number used in the budget, and whether or how it should be reflected going forward. For consistency, Mark put it into QB as a placeholder and will look into it.

**7:35 pm Board Oversight and Governance - Internal Financial Controls Checklist.** The Chair clarified that there are two sets of documents with similar names– internal procedures, which spell out the steps for payroll and paying invoices, and there are the internal controls, which get reviewed and updated annually by the Board to ensure financial oversight. The latter is the focus of tonight’s agenda item. Jane thanked Mark for his extensive and thorough work, then opened it up for questions.

In regard to the IT section, Carol Fano asked a few questions about access to files, authentication, and password policies. She suggested exploring two-factor authentication and hardware authentication, in the future. Lisa asked about the different levels of access to banking information. Noting that additional banking policies are in place but not specified in the checklist, Mark explained that the checklist is not intended to cover every aspect of financial control. He noted that the checklist is a model adapted by the Vermont League of Cities and Towns. There were no further questions.

**Board Oversight and Governance - Committee Composition, Schedules, Recommendations.**

Noting that there were two recommendations for consideration, the Chair asked if anyone had questions regarding the first recommendation to reduce Executive Finance Committee meetings from two meetings a month to one meeting. Paul Warden asked Lisa if the time savings would have a operational detriment. Lisa did not expect an impact. Jane then asked members to consider whether the Executive committee should meet on the first or second Wednesday. Mark noted that financial reports would not be available during the first week. Members expressed support for the second Wednesday.

Jeff Tilton moved to have the Executive Finance Committee meet once a month on the second Wednesday of the month, and Michael Rooney seconded. Hearing no further discussion, all in favor, none opposed, none abstained. The Chair asked Carol Fano to make the calendar changes.

The second recommendation, which did not require board action, was to encourage more communication and documentation of confidential information regarding committee work in between Governing Board meetings so that board members could keep up to date if they cannot attend various meetings. Members discussed how different communications - including email replies - triggered public meeting law concern and agreed to work on keeping board members informed.

**7:52 pm Executive Director Update.** Val’s only addition to his written update was that

negotiations were going to be scheduled. Jane wanted both Board members and staff to know that board members could attend and show support at VCBB meeting where LFCUD was on the agenda, and asked Lisa to keep the Board informed of any relevant dates.

**7:56 pm ARPA Local Match Program and Outreach.** Carol Caldwell-Edmonds outlined the opportunity for the VCBB local match and explained that the materials drafted for board member were intended as frameworks for initial conversations, not a specific ask. She noted that each town may have a different process and emphasized the May 2023 deadline. Lisa noted that she and Fabian would provide town by town universal service information and were available to attend meetings with board members.

Members asked a range of questions relating to use of funds, source of funds, and the expected process and outcomes. Members discussed and acknowledged that towns received different amounts and had different processes for allocating. Several members urged a more specific “ask” strategy and more specific factual information, such as cost estimates. Jane acknowledged that all points raised were good ones and added that we may not have the luxury of waiting until we have all the details. After Lisa noted that the local monies must be spent in that specific community and confirmed that towns had a voice in how their money was spent; the state match however, needed to comply with Act 71. Paul suggested we offer to work with the community to decide how they want to spend it. Carol Caldwell-Edmonds emphasized that the objective is to ask for date - a meeting in the future to make a presentation. Noting that sometimes it takes one or two months to get on a selectboard agenda, Jane encouraged members to get on this task right to meet the May 2023 deadline.

**8:13 pm PTF Update - RFP Status.** PTF Chair, Sam Lotto explained that Andy Ross would be leading the PTF discussion and thanked Any for his work. Paul Warden moved to enter executive session for the purpose of discussing pre-negotiation preparations with regard to the contracts, the premature discussion of which would put the CUD at a disadvantage, and in that meeting should be all current attendees, including Andy Ross, Carol Fano, Carol Caldwell-Edmonds, Charlotte Reber, Fabian Bourgeois, Jane Campbell, Jeff Tilton, John Meyer, Mark Schilling, Michael Rooney, Randy Tomlin, Sam Lotto, Stephen Freidman, Lisa Birmingham, Val Davis and himself, Paul Warden. Michael Rooney seconded. All in favor; none opposed; none abstained.

**8:28 pm Executive session ended.** The Chair noted that no action was necessary as a result of the executive session and moved on to next agenda item.

**8:28 pm Proposed Budget Revisions.** The Chair reiterated the agenda change and asked for clarify around the timing of a grant application, the likelihood of a revised budget, and need for board approval of any revised budget. Noting that much of the timing depended on progress with the RFP, Lisa offered that the preconstruction grant budget, not necessarily the revised organizational budget should be ready in March. Jane asked for a motion to authorize the Executive Finance Committee to approve a revised 2023 budget before the March Governing Board meeting if needed for a grant application, Paul Warden so moved and Sam Lotto seconded. Hearing no discussion, the Chair called the vote All in favor none opposed; none

abstained

**8:32 pm Wrap Up and Adjournment.** The Chair offered several take aways based on the evening's decisions:

- each board member will get a draft letter, personalize it, then send it to your town to let them know about the change in executive director, interim executive director and
- ASAP because of the May 1st deadline, each board member is going to start the conversation with our towns about the ARPA funds.
- Jane, Jeff, Lisa, Mark and Carol will work on an exit checklist and the communication plan around Val's leaving and Lisa being the interim
- Carol is going to follow up on the two-factor authentication , and change the calendar for the Executive Finance Committee (not meeting second Wednesday)
- Partnership Task Force negotiating team will continue to do their thing.

Then, on behalf of the entire board, the Chair expressed her gratitude for Val's really hard work over the past eighteen months which brought us to a point where we are almost ready to finally launch.

Hearing no further requests for discussion, Randy Tomlin moved to adjourn; Charlotte Reber seconded. The Chair declined the meeting adjourned.

**8:34 pm Meeting Adjourned.**

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