



**Valley Community Fibre Network Board  
Minutes of the Board Meeting  
February 13<sup>th</sup>, 2012 – 10:00 a.m.  
Kings Municipal Office Kentville, NS**

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1. **Call to Order:** The meeting was called to order by the Chairman at 10:20 am. A quorum was present. In attendance were:

**Board Members:**

Don Clarke (Chairman)

Janet Newton (County of Kings)

Dale Facey (NSCC) (via teleconference)

Dave Seeley (Councillor, Windsor)

Shirley Pineo (Councillor, West Hants)

Hugh Simpson (Deputy Mayor, Wolfville)

Gary Meister (Acadia Univeristy)

**Regrets:**

Faye Hill (Councillor, Hantsport)

**Also Present:**

Terry Dalton (ACORN)(via teleconference)

Diane Mombourquette (CAO – Wolfville)

Stephen Kerr (Kings RDA)

Geoff Muttart (Lawyer, Muttarts Law Firm)

Bruce MacDougall (President, IAI)

Craig Parsons (Mainland Tel.)

Sue McArthur (Mainland Tel.)

Cris Shirritt (Lawyer, Muttarts Law Firm)

2. **Approval of Agenda:** The agenda was accepted following amendments. ( Newton / Simpson)

3. **Approval of the Minutes of the December 9<sup>th</sup> Board meeting.** A motion was moved and passed to accept the minutes of the December 9<sup>th</sup> board meeting.(Simpson / Seeley)

4. **Business Arising from the Minutes.** Bruce MacDougall presented a report of the status of the construction of eight new lateral branches. Further discussion relating to business

development was referred to the in-camera segment of the meeting. Legal matters were also referred to the in-camera session.

## 5. **Operations Reports:**

### a. **Operations Reports**

- i. **Network Operations Reports:** Reports were circulated to Board members before the meeting. Bruce MacDougall noted that there had been no recent outages.
- ii. **Project Report A:** Bruce MacDougall reported that arrangements had been made with the Berwick Electric Commission in following with VCFN policy for the fibre-optic extension from the Berwick Town Hall to the Berwick Electric Commission to become a VCFN lateral once completed. All costs associated with the lateral would be paid by Berwick.
- iii. **Project Report B:** Further project reports were referred to the in camera session due to commercial confidentiality requirements.
- iv. **Maine Fibre Company:** Materials were circulated to board members.

### b. **Financial Report**

- i. Bruce MacDougall presented Accounts Receivable, Bank Balance, and Accounts Payable reports for the period. A question was asked about repayment of the loan to the VCFN from the County of Kings. Bruce MacDougall noted that the loan was being repaid at the rate of \$ 1,000 per month following instruction from the Board in July 2011. Commercial-confidential items were referred to the in camera session.
- ii. Bruce MacDougall reported that the VCFN CGL insurance had been renewed for 2012 but that the cost had increased to \$ 13,500.00 due to the increased level of business that VCFN would be doing in 2012. Janet Newton asked whether IAI had received several quotes for this purchase. Bruce MacDougall replied that IAI had not solicited quotes for the service and based their decision to renew the policy on IAI's industry knowledge.

- c. **Business Development.** Bruce MacDougall presented a document entitled VCFN Business Development Dec 2011 – Jan 2012. Further business development items were referred to the in camera session
  
6. **Board Meetings for 2012:** Following discussion the Chair selected the following dates for Board meetings for 2012: April 16<sup>th</sup>, July 16<sup>th</sup>, October 22<sup>nd</sup>, and January 14<sup>th</sup> 2013.
  
7. **Governance Model:** A general discussion was held, spearheaded by Hugh Simpson, regarding governance models for the VCFN. It was noted that the executive had had some discussions about this issue but that there remained some requirement for a review of VCFN governance issues.
  
8. **In Camera Session:** A motion was passed to enter an In Camera Session in order to discuss legal matters and commercially confidential matters regarding marketing and business development. ( Pineo /Newton)
  
9. **In Camera Session:** Following discussion, a motion was moved and passed to adjourn the In Camera Session ( Simpson /Newton)
  
10. **In Camera business:**
  - a. A motion was passed to instruct IAI to proceed with business development items as directed during the in camera session. (Newton / Simpson)
  
  - b. A motion was passed to allow any two members of the executive committee to sign commercial IRU agreements in the absence of the Chairman.
  
11. **Adjournment:** The meeting was adjourned at 12:25. (Simpson / Newton)