Valley Community Fibre Network
Minutes of the Board Meeting of
October 6th, 2014 – 10:00 a.m.
Municipality of Kings County – Orchards Room
87 Cornwallis Street, Kentville, NS

1.   **Call to Order**: The meeting was called to order by the Chairman at 10:05 a.m. A quorum was present. Board members in attendance were:

Don Clarke (Chairman)

Dale Facey (NSCC) (via conference call)

Faye Hill (Councillor, Hantsport)

Gary Meister (Acadia University)

Shirley Pineo (Councillor, West Hants)

Hugh Simpson (Deputy Mayor, Wolfville)

Jim Winsor (Councillor, Municipality of Kings County)

Scott Geddes had earlier sent regrets, noting that Mondays are not possible for him.

Also present were:

Lauren Aker (IAI)   Bruce MacDougall (IAI)

Kathleen Leslie (Municipality of Kings)   Robin Veinotte (IAI)

2.   **Approval of Agenda:** The agenda (document 100-10657-376) was approved with the following amendments (Hill / Winsor):

              Item 9a, Documents received from Shirley Pineo, was added

              Item 9b, RFP arrangements, was added

3.   **Minutes of the July 9th, 2014 Meeting**: The minutes of the previous Board Meeting (document 100-170-372) were approved following a motion. (Pineo / Hill)

4.   **VCFN Operations Reports:**

   a. Bruce MacDougall noted that Network Operations Reports were circulated separately. Bruce noted that there had been no mainline network failures during the previous period.

   b. Bruce noted that IAI had received from Bell-Aliant notice of a road rearrangement requiring significant changes to the VCFN cable routing in the Wolfville area. The cable re-routing would require about 900m of cable be re-routed to accommodate these changes. According to support structure agreements, the cost of this work would be borne by the VCFN. Following a general discussion, the Board instructed Bruce to meet with Hugh Simpson, VCFN Board member and Wolfville councillor, as well as to make enquiries of the town CAO. Bruce agreed to keep the Board executive apprised of any changes.

   c. Bruce Noted that cable repairs following an event where tree branches have come in contact with the VCFN cable took place on September 22nd, but that no outage occurred as a result. Bruce also noted that work following hurricane Arthur was now substantially complete.

   d. Bruce MacDougall presented the Budget vs Actual report for the 2014-2015 fiscal year to date as well as interim financial statements for the VCFN for the period ending September 30, 2014. The plan was circulated as document 100-10657-375. A general discussion ensued.

   e. The Board meeting entered an in-camera session following a motion to that effect (Simpson / Winsor)

f. An informal presentation was made by Robin Veinotte regarding VCFN business prospects for the remainder of the fiscal year.

g. The Board meeting exited an in-camera session following a motion to that effect (Winsor / Hill)

h. Councillor Jim Winsor asked a question regarding the possibility of working with the "Build Canada" funding program. Following a general discussion it was concluded that the Industry Canada Rural Broadband Phase II funding program was more appropriate for the VCFN.

5. **VCFN Reserve Requirements**

a. Bruce MacDougall circulated document 100-10657-377 entitled VCFN Reserve Requirements. This document contained a proposed VCFN reserve requirements as previously requested by the Board. The document was circulated for information purposes at this time, with a note that the document could become VCFN policy at a subsequent meeting following a motion. Jim Winsor noted that reserves such as those proposed should be included in the financial statements of the VCFN. There was general agreement on this point. Bruce MacDougall was instructed to discuss the best way to accomplish this with the IAI VP Finance and the VCFN auditors. Bruce will report his findings at the next Board meeting.

6. **VCFN Risk Analysis:** Bruce MacDougall circulated a checklist document regarding Risk Management and reported that the IAI VP Finance Matt Favaro and the VCFN auditor Jessica Clahane had discussed this issue and would do further work to identify and analyse risk in the context of VCFN operations.

7. **Common Infrastructure:** A general discussion was held regarding the Common Infrastructure program operated by IAI and providing services over the VCFN to municipal partners. Bruce agreed to provide some more specific written information for the next Board meeting on this topic.

8.   **In camera**: The in-camera session having been held earlier in the agenda, no new in-camera session was held.

9.   **New Business**: The following new business items were discussed.

    a. **Documents Submitted.** Shirley Pineo submitted a number of documents relating to the VCFN that she had in her possession. Bruce MacDougall agreed that these would be scanned and distributed electronically. Kathleen Leslie had earlier noted that Board documents should be on the VCFN website. Bruce agreed at that time to update the website.

    b. **RFP for Management Services.** Chairman Clarke noted that he was working with staff to prepare an RFP document. Shirley Pineo noted that the Board should be involved, and should review the draft RFP once it is in place. Shirley also noted that the original RFP from 2008 should be used as a template.

10.   **Adjournment**: A motion was passed to adjourn the meeting at 12:05 pm, noting that the following meeting would be held on November 25th 2014 at 10:00 at the same venue. (Simpson)