

Minutes

VSAC Governance Committee Meeting

January 22, 2024
8:30 a.m. – 10:00 a.m.

Boardroom, VSAC Offices
10 East Allen Street
Winooski, Vermont 05404

Committee Members Present: Dave Larsen (Chair), Dodie Mitchell, Martha Heath, Tim Chamberlin, Ann Cummings
Committee Members Absent: N/A
Other Members Present: N/A
VSAC Staff Present: Tom Little, Patrick Leduc, Scott Giles, Laurie Oliver, Jodie Ducharme, Brad Fallon

Chair Dave Larsen called the meeting to order at 8:33 a.m. With a quorum established, the Committee took up the first order of business.

Approval of November 20, 2023, Minutes

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of November 22, 2023, as presented.

Public Comment

There were no public comments given during the public comment period.

Board Leadership Risk Assessment

Chair Dave Larsen welcomed Laurie Oliver, Director, Internal Audit & Risk Management, and reminded the Committee that the Board Leadership risk is reviewed annually as part of the January meeting. Laurie provided an overview, explaining this is the risk that VSAC may be unable to recruit and retain quality Board members and Board leadership. Laurie noted that, currently, the risk is low as there is continuity and stability with no terms set to expire until 2025. Laurie explained that having stability in the Board is helpful in managing the risk, while allowing the Board to focus on education and training. The Committee engaged in a conversation about the risk during which members of the Executive Committee and Laurie Oliver responded to questions. Mention was made of the Board member term of office spreadsheet available to members.

Laurie Oliver exited the meeting at 9:25 a.m.

Board Chair and Board Self-Evaluation Discussion

Dave Larsen transitioned the Committee to a discussion on the Board Chair Evaluation and Board Self-Evaluation, reminding members of the timing, method, and process used in past evaluations. The Committee discussed possible methods and timing for the next evaluations. After gathering the Committee's feedback, Dodie Mitchell noted that she would work with Scott Giles on next steps for a future Board Self-Evaluation.

Board Manual Revisions

Due to time, the Committee deferred this topic to the March agenda.

Other Business and Planning for Next Meeting

There being no other business, the meeting adjourned at 9:54 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary