

## **Minutes**

### **VSAC Governance Committee Meeting**

**May 18, 2020**

**12:30 p.m. – 2:00 p.m.**

#### **Zoom Videoconference Meeting**

**Committee Members Present:** Dave Larsen (Chair), Dodie Mitchell, Pam Chisholm and Martha Heath

**Committee Members Absent:** N/A

**Others Present:** N/A

**VSAC Staff Present:** Tom Little, Scott Giles, Mike Stuart, Patrick Leduc, Jodie Ducharme

Chair Dave Larsen called the meeting to order at 12:33 p.m. and a quorum was established.

#### **Approval of Minutes**

*Upon a motion made by Pam Chisholm and seconded by Martha Heath, the Committee voted unanimously to approve the Governance Committee meeting minutes of March 23, 2020, as presented.*

Chair Dave Larsen reviewed the goals and objectives of the meeting with the Committee and VSAC staff present.

#### **Board Membership Update**

Tom Little reported that the efforts to identify two new Board members are ongoing.

#### **Evaluations**

The Chair noted that inasmuch the CEO evaluation is within the purview of the Human Resources Governance does not need to discuss that except to note that the evaluations under the oversight of Governance should not conflict with the timing of the CEO evaluation in the late spring each year.

#### **Board Chair Evaluation**

- The committee agreed that a Board chair evaluation is important. The evaluation should happen every other year.
  - If the Board chair was newly elected (in October of an odd numbered year), the evaluation should be completed at the Board's meeting a year later (i.e., in the even-numbered years).
  - If the Board chair is a returning chair, the evaluation should be completed at the Board's meeting two years later (i.e., in the odd-numbered years).
  - In both cases, the Board Chair evaluation process should begin at a logical time, to support the scheduled completion deadline.
  - The format of the evaluation will be determined by the Governance Committee.
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- Include in writing (perhaps in the Board Manual) that notwithstanding the Board chair evaluation and the opportunity it provides to evaluate the chair's performance, if a Board member has a concern regarding the chair's performance, it is incumbent upon that Board member to communicate that concern to the chair or another Board officer in a timely manner.
- Perhaps include in the Board chair's job/role description checking in with Board members at the end of each meeting and communicating at least annually with each Board member via phone or in person regarding the Board chair's performance.

#### Evaluation of the Board as a whole and of each Board Member

- These two evaluations should be combined into a "Board and Member Evaluation."
- This should be conducted within the first two months of each even numbered year.
- The format of the evaluation will be determined by the Governance Committee, and may vary from year to year.

#### Governance Committee Self-evaluation

- This should be related to the Committee's charge (in the Board Manual).
- The evaluation should occur at the end of the period covered by the Committee's work plan.
- The evaluation should include an assessment of the skills needed for members of the committee based on the work plan, should gauge the committee's success in completing the items on the work plan and should include an assessment of how well the Committee's work contributes to VSAC's mission.
- Tom and Patrick will research possible models or examples of appropriate formats.

#### Committee Work Plan/Calendar

- Dave will create a draft based on previous work plans, calendars, and agendas and submit it to Tom for his thoughts, and then submit the draft to the Committee members for their consideration.

#### Whistleblower Policy

- Tom and Patrick will send the committee a copy of the current VSAC policy for their perusal.

#### **Other Business and Planning for Next Meeting**

The Committee will continue to work on the projects discussed today at its next meeting. There being no other business, the meeting adjourned at 2:09 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary