

**VSAC Board of Directors Meeting  
December 8, 2014  
1:00 p.m.**

**Board Room, VSAC  
10 East Allen Street  
Winooski, Vermont 05404**

**Members Present:**

Dodie Mitchell (Chair)	Dave Larsen
Pam Chisholm	Ann Cummings
Katharine Hutchinson	Virginia Cole-Levesque
Dennis O'Brien	Martha Heath
Beth Pearce	
David Coates	

**Members Absent:** Michael Smith

**Staff Members Present:**

Scott Giles	Marilyn Cargill
Tom Little	Patrick Leduc
Mike Stuart	Kristi Rocheleau

**Others:** John West and Megan Rahman,  
Troutman Sanders LLP

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Chair Dodie Mitchell called the meeting to order at 1:02 p.m. A quorum of directors was present, and the meeting, having been duly convened, was ready to proceed with business.

**Approval of Minutes**

*Upon a motion made by David Coates and seconded by Martha Heath, the Directors voted unanimously to approve the meeting minutes of October 6, 2014, as corrected, and November 3, 2014, as presented.*

In the October 6, 2014, minutes under page 2, the second bullet should refer to the Board self-evaluation process rather than the Board evaluation process.

<b>Board Member</b>	<b>Vote</b>	<b>Board Member</b>	<b>Vote</b>
Dodie Mitchell (Chair)	Aye	Virginia Cole-Levesque	Aye
Martha Heath	Aye	Senator Ann E. Cummings	Aye
David Larsen	Aye	Katharine Hutchinson	Aye
Pam Chisholm	Aye	David O'Brien	Aye
David Coates	Aye	Beth Pearce	Aye
Michael Smith	Absent		

## Chair's Report

Chair Dodie Mitchell welcomed Board Members and updated the Board that she and Scott met to review CEO goals and progress for the year. Scott shared that the goals derive directly from the VSAC goals that the Board discussed as part of the strategic plan. Scott will be sending out his mid-year update on progress toward meeting the VSAC and CEO goals.

## President's Report

*Upon a motion made by David Coates and seconded by Martha Heath, the Board entered executive session at 1:05 p.m. in order to consider pending or threatened litigation. The executive session was also needed in order to obtain confidential advice from legal counsel. The following were requested to remain on the call, as they are either legal counsel or have information needed for the executive session: Scott Giles, Mike Stuart, Tom Little, Marilyn Cargill, Patrick Leduc, and attorneys John West and Megan Rahman.*

<b>Board Member</b>	<b>Vote</b>	<b>Board Member</b>	<b>Vote</b>
Dodie Mitchell (Chair)	Aye	Virginia Cole-Levesque	Aye
Martha Heath	Aye	Senator Ann E. Cummings	Aye
David Larsen	Aye	Katharine Hutchinson	Aye
Pam Chisholm	Aye	David O'Brien	Aye
David Coates	Aye	Beth Pearce	Aye
Michael Smith	Absent		

The Board exited the session at 2:00 p.m., and Megan Rahman and John West of Troutman Sanders LLP exited the meeting.

Scott Giles then addressed the following items:

- Scott is in the process of visiting college presidents to hear perspectives on challenges the different colleges face and to discuss where presidents see an opportunity to collaborate with VSAC.
- Planning is underway for VSAC's 50<sup>th</sup> anniversary in 2015. A list of activities was circulated, and Board input was collected.
- Scott and three other staff members delivered the items staff collected to benefit homeless veterans to the White River VA Medical Center. During the visit, Director Deborah Amdur and Scott agreed to convene VSAC, VA, and other Vermont state agencies in collaborative conversations about ways to deliver state services to veterans more efficiently.

- Preliminary staff survey results from the annual meeting show that the staff gave the meeting high marks. Scott and Patrick will share more detailed evaluation results at a future meeting.

## Committee Reports

### *Governance*

Chair Dave Larsen reported on the November 21, 2014, Governance committee meeting. As part of the update, Dodie Mitchell conveyed that 1) Virginia Cole-Levesque will be stepping down as Board-elected Director in January 2015 as she is spending much time living in another state and traveling, and 2) Martha Heath will be required to step down from her legislative-appointed Board seat as of January 7, 2015, as a result of completing her legislative term. Dodie requested that the Board consider electing Martha Heath to fill the Board-appointed seat left by Virginia Cole-Levesque's departure in January. The Board moved forward with a motion:

***Upon a motion made by Dennis O'Brien and seconded by Pam Chisholm, the Board voted unanimously to elect Martha Heath to fill the vacancy created by the resignation of Virginia Cole-Levesque, effective January 7, 2015. This term ends June 30, 2015.***

<b>Board Member</b>	<b>Vote</b>	<b>Board Member</b>	<b>Vote</b>
Dodie Mitchell (Chair)	Aye	Virginia Cole-Levesque	Aye
Martha Heath	Abstain	Senator Ann E. Cummings	Aye
David Larsen	Aye	Katharine Hutchinson	Aye
Pam Chisholm	Aye	David O'Brien	Aye
David Coates	Aye	Beth Pearce	Aye
Michael Smith	Absent		

The Governance Committee recommended to the Board that the Governance Committee implement a Board self-evaluation this year. The Committee also recommends holding a retreat in June to allow time to examine and discuss the results.

### *Finance Committee*

Mike Stuart and Scott Giles provided a summary of the November 21, 2014, Finance Committee meeting, reviewing the previously distributed memo that outlines the actual and budgeted line items within the FY15 Operating Budget through October 31, 2014. Mike noted that management will assess all budgeted revenue numbers at the mid-year point in January and that he will provide a report to the Finance Committee at its January 23 meeting. Scott also shared that the RFP for administration of VHEIP is in its final stages and that due diligence is under way for the two VHEIP contract finalists.

### *Human Resources*

This Committee also met on November 21. Dennis O'Brien outlined the committee work, noted in the minutes. Dennis reported on the conversation he and Dodie had with Scott with regard to

the evaluation instrument and timing. Minor changes are recommended at this time. The Human Resources Committee will review these suggestions at the January 23 meeting.

*Programs & Services*

Chair Martha Heath provided an update of the November 21, 2014, Programs & Services Committee meeting, highlighting the federal, Vermont, outreach, operations, and grant policy discussions. She noted that the committee received an update regarding the grant programs, the postsecondary aspiration project at Lamoille Union High School, and discussed possible changes to the grant policies with regard to the definition of eligible institution of higher education, the treatment of students at Veterinary schools, and tuition waivers. The committee approved the change in tuition waivers and authorized VSAC to ask for legislative changes to update the definition of eligible institution of higher education and the treatment of students at Veterinary schools when appropriate.

**Other Business**

There being no other business, the meeting adjourned at 3:25 p.m.

Respectfully submitted,

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David Larsen, Secretary