

Minutes

VSAC Governance Committee Meeting

September 12, 2014
8:30 a.m. – 10:00 a.m.

Board Room, VSAC Offices
10 East Allen Street
Winooski, VT

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

Committee Members Absent: None

Other Board Members Present: None

VSAC Staff Present: Scott Giles, Tom Little, Marilyn Cargill, Patrick Leduc, Mike Stuart, and Kristi Rocheleau

The meeting was called to order at 8:32 a.m. with a quorum declared present.

1. Approval of Minutes

Dave Larsen requested the meeting record notes that he attended the May 12, 2014, meeting via phone. No other updates by Committee members were brought forth.

Upon a motion made by Dodie Mitchell and seconded by Pam Chisholm, the Committee voted unanimously to approve the Governance Committee minutes of the May 12, 2014 meeting, as corrected.

2. President's Update

President Scott Giles provided an update. In order to address the confidentiality of the subject matter, the Committee found that an executive session would be necessary.

Upon a motion made by David Larsen and seconded by Dodie Mitchell, the Committee voted unanimously to enter executive session at 8:42 a.m. in order to consider pending or threatened litigation; and sensitive, ongoing contract negotiations. Premature knowledge of any of these matters would clearly place VSAC at a substantial disadvantage. The executive session is also needed in order to obtain confidential advice from legal counsel. The VSAC Executive Committee members are requested to remain in the room, as they have information needed for the executive session.

The Committee exited executive session at 9:20 a.m.

3. Review of FY 2015 Committee Work Plan

Tom Little distributed a revised copy of the Committee Work Plan for the Governance Committee to consider. Upon Committee review, the following items were added:

- Develop a Board orientation process that includes a method for distributing an updated Board Manual to all Board members.

- The Committee agreed that modifications to the work plan would be considered throughout the year in order to align with the greater organizational needs of VSAC.

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the proposed FY15 Committee Work Plan, as updated.

As part of the FY15 Committee Work Plan review, the Committee revisited and adjusted the Emergency Management Plan, and recommended the Board vote on the updated plan at the October 6 Board Meeting.

4. Planning for Next Meeting

The Committee tabled the Board Training Effectiveness and Board Member Terms of Office agenda due to time, and instead focused on setting priorities for the November agenda.

Upon there being no other business, the meeting adjourned at 10:05 a.m.

Respectfully submitted,

Thomas A. Little