

## Minutes

### VSAC Governance Committee Meeting

January 23, 2015  
8:30 a.m. – 10:00 a.m.

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

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

**Committee Members Absent:** None

**Other Board Members Present:** None

**VSAC Staff Present:** Scott Giles, Tom Little, Marilyn Cargill, and Kristi Rocheleau

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The meeting was called to order at 8:42 a.m., with a quorum declared present.

#### Approval of Minutes

*Upon a motion made by Martha Heath and seconded by Pam Chisholm, the Committee voted unanimously to approve the Governance Committee minutes of the November 21, 2014 meeting, as presented.*

#### Board self-evaluation timing and next steps

Chair Dave Larsen continued the discussion with Committee Members to collect input on the timing, format, process, and content for a Board self-assessment. Committee Members agree the format will require a facilitator familiar with VSAC and familiar with a hybrid of corporate and non-profit organizations in order to be effective and efficient. The Committee identified strategies and will invite the selected facilitator to participate at the next Committee meeting to determine a timeline and an instrument that integrates the full needs of the Board. Tom will research facilitator availability and will schedule a meeting with the Board Chair, Governance Chair, and Scott Giles to meet via phone to discuss the process prior to the next Governance Committee meeting.

#### Board member recruitment and gap analysis discussion

*Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to enter executive session at 9:47 a.m. in order to consider the evaluation and employment of public officers, premature public knowledge of which would clearly place the officers and/or VSAC at a substantial disadvantage. The executive session is also needed to obtain confidential advice from legal counsel. Scott Giles, Marilyn Cargill, and Tom Little are requested to remain in the room, as they have information needed for the executive session.*

The Committee exited executive committee at 9:54 a.m.

#### Other business

Upon there being no other business, the meeting adjourned at 9:55 a.m.

Respectfully submitted,

Thomas A. Little