

## **Minutes**

### **VSAC Governance Committee Meeting**

**May 11, 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, Patrick Leduc, and Kristi Rocheleau

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The meeting was called to order at 8:37 a.m., with all members present.

Dave Larsen summarized the work the Committee has accomplished with relation to the Board Self-Evaluation. Scott Giles reported that everyone has completed the survey and that the consultant has indicated positive responses. The Committee will continue this conversation on May 20 in order create a framework for the full Board discussion that is scheduled for June 15.

#### **Approval of Minutes**

The Committee reviewed the two sets of minutes. Dodie Mitchell pointed out an error on the January 23, 2015 minutes: Page 1, under Board self-evaluation timing and next steps, the third paragraph should read “will invite” rather than “invites”.

*Upon a motion made by Dodie Mitchell and seconded by Martha Heath, the Committee voted unanimously to approve the Governance Committee minutes of the January 23, 2015 meeting, as corrected, and the March 25, 2015 meeting as presented.*

#### **Gap Analysis and Board Member Recruitment**

Tom Little reminded the Committee of Board appointments and gubernatorial reappointments that need to be acted on at the June Board of Directors meeting and requested that these appointments be included as an agenda item. The Committee discussed and the following motion was made:

*Upon a motion made by Pam Chisholm and seconded by Dave Larsen, the Committee voted unanimously to recommend the Board appoint Martha Heath, Dodie Mitchell, and Dennis O'Brien and accept the anticipated reappointment of Pam Chisholm and Mike Smith.*

#### **eGovernance Tools**

The Committee proceeded to review and discuss eGovernance features structured to support productivity and efficiency of governance, membership, and meeting management workflow. The Committee agreed there would be value to the Board in adopting such a tool, and recommends that the management continue to review eGovernance suites and demonstrate two options at the June Board meeting.

**Other Business**

Upon there being no other business, the meeting adjourned at 10:02 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary