

Minutes

VSAC Governance Committee Meeting

November 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: NA

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

The meeting was called to order at 8:30 a.m., with all members present.

Dave Larsen summarized the meeting agenda and collected input.

Approval of Minutes

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee minutes of the September 14, 2015, meetings as presented.

Review of FY 2016 Committee Work Plan

The Committee reviewed the work plan and discussed the schedule and training process. No changes were made, with the expectation that priorities will influence the workflow.

The Committee then discussed risk review and the role of the Governance Committee. Tom reported that the risk assigned to Governance is considered low at this time; with that being said, it is the Governance Committee that oversees and approves the larger allocation of risks to other committees. The Committee agreed to review the list of committee risk assignments and make recommendations at the January meeting.

Board Leadership

Dave Larsen introduced the topic of Board Leadership and solicited input from Committee members. The conversation focused on establishing a selection review process prior to election of officers every other October that includes feedback from individual Board members and the CEO. The Committee then discussed timing, frequency, methodology, leadership preparation, and flexibility. Tom and Dave will meet to develop a draft for the Committee to review in January.

Due to time, the recruitment process agenda item was tabled. This item will be added to a future meeting.

Board Portal Progress Report

Kristi Rocheleau reported that the contract for an e-governance tool was signed in October, and the five executive members are trained and utilizing the tool. Training for Committee members is scheduled to be completed prior to the January committee meetings, with the goal of utilizing the tool during the February 8, 2016, Board meeting. Kristi will forward details to members.

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Board Manual: Review Purpose, Scope

Tom proposed a simplified Board manual, and shared the existing table of contents and two external examples. The Committee discussed the recommendation and agreed with Tom's approach. The Committee also recognized the Board portal structure may influence how the Board manual is organized and accessed. The Executive Committee will develop an outline for the Governance Committee to review in January.

Planning for Next Meeting

The following agenda topics were identified:

- Board Leadership: Tom and Dave will document the board leadership summary and will share this with the Executive Committee and the Governance Committee to review and comment on in January.
- Board Portal: Provide time for implementation assistance and review of the directory structure as it relates to the Board Manual.
- Board Manual: Tom will share a rough draft of a simplified resource for the Committee to review.
- Risk Assessment: The Committee will review the risk assignments and consider approving.

Other Business

There being no other business, the meeting adjourned at 10:00 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary