

Minutes

VSAC Governance Committee Meeting

March 21, 2016
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 8:33 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 November 23, 2015, meeting, as presented.

Board Leadership

The Governance Committee continued its Board Leadership discussion. Chair Dave Larsen directed Committee Member attention to the confidential material prepared by Dave and Tom Little for Committee consideration, and the Committee focused its conversation on Board officer terms and a process for evaluating the Board Chair, incorporating feedback received from consultant Gretchen Cherrington.

The Committee reached consensus on a Board Officer term of two years (as it is now), recognizing that a well performing officer will be re-elected. The Committee also agreed that the process should include a process for checking in with Board Members to determine if there is interest in chairing a Committee or becoming a Board officer.

The Committee then transitioned to the Board Chair evaluation topic, reviewing the check-in structure and purpose. Committee members agree that the evaluation process should solicit feedback on the performance of the Board Chair annually. The Committee will continue to explore this topic at the next Committee meeting.

The Committee will review the nomination and election process for new Board officers at the next meeting.

Board Manual:

This project has been deferred, in part due to time spent at the State House, and time to better understand how the Board portal could support an online manual. This conversation will be continued at a future meeting.

Assignment of Risk Assessments to Board Committees

Dave Larsen transitioned the Committee to the review of the risks assigned to committees. Scott outlined the process, noting the items are part of each Committee's work plan. Programs & Services Committee has the largest share of risks assigned. Marilyn Cargill shared that her goal is to review two risks per meeting.

Upon a motion made by Pam Chisholm and seconded by Martha Heath, the Committee voted unanimously to approve the Risk Assignments, as presented in the May 19, 2015 version.

Planning for June Board Retreat

Board Chair Dodie Mitchell shared preliminary plans for an extended June meeting. Scott then outlined a proposed focus and invited input from Committee members.

Other Business

Tom Little shared an update regarding State Auditor participation in Audit Committee meetings, noting that Vermont State Auditor Douglas Hoffer has proposed Statute changes to strike State Auditor references. Tom will keep the Board informed of official changes. On a similar note, the Internal Auditor has received confirmation that the State is willing to change the completed audit review/finding due date to December 1.

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary