

Minutes

VSAC Governance Committee Meeting

May 16, 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

Committee Members Absent: Pam Chisholm

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

The meeting was called to order at 8:39 a.m., with a quorum established. Chair Dave Larsen then transitioned Committee Members to the first order of business.

Approval of Minutes

Upon Committee review, two typos were identified: 1) page 1, second paragraph, first sentence of Board Leadership parenthetical text should read (as it is now); 2) page 2, Other Business, first sentence the word Statue should read Statute.

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of the March 21, 2016, as corrected.

Board Leadership

Chair Dave Larsen summarized the outcomes of the March 21 Governance Committee meeting and solicited input from Committee Members. Members agree with the proposed modifications: a feedback loop for the Board Chair and Board Members, two-year term limits, and no limit on the cumulative number of terms.

The Committee transitioned to the review of the Board officer re-election and election sections. The Committee agreed that the policy for the two sections should mirror one another; therefore the two sections previously separated will be combined. The Committee then clarified the timeline and process for Officer and Board Member elections. The Committee also agreed that this policy should be included on the Governance Committee work plan to review every three to five years.

The Committee will discuss the Board nomination process at the September meeting.

Board Manual:

The Committee reviewed a draft revision of a Board manual. After discussion, the Committee agreed to incorporate review of manual sections as a recurring agenda topic.

Other Business & Planning for the Next Meeting

Tom Little notified the Committee that the State Auditor will remain a nonvoting member of the Audit Committee as no amending legislation was passed as had previously been anticipated. Agendas and meeting materials will continue to be forwarded to the State Auditor's Office.

Scott Giles recommended assigning a new risk to the Governance Committee to recognize the effect of Board Member turnover on the organization. This topic will be added to a future agenda.

In response to upcoming expiring Board terms, Tom communicated the current terms for each Board Member. The Committee will discuss this topic further at the September meeting.

The Committee then summarized items to be included on the next agenda.

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary