

Minutes

VSAC Governance Committee Meeting

November 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,
Pam Chisholm

Committee Members Absent: NA

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

Chair Dave Larsen called the meeting to order at 8:38 a.m., with a quorum established. The Committee then transitioned to the first order of business.

Approval of Minutes

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of September 19, 2016, as presented.

Committee Work Plan

The Committee reviewed the amended version of the Fiscal Year 2017 Work Plan and focused their discussion on the Board Training & Performance Evaluation section. The Committee agrees that the Board Self-Evaluation timing should be evaluated based on membership, and that it should be seen as an opportunity to communicate and affirm the importance of Board engagement. Dave Larsen then outlined the progress of the lessons and direction identified at the June 2015 Retreat, which the Committee agrees are accounted for within the plan.

The Committee then considered potential opportunities to encourage long-term Board Member recruitment that includes collaboration and varied skillsets to support VSAC's mission. In response to the importance of the subject, Dave Larsen requested that Committee Members bring proposals and ideas to present at a future meeting.

Bylaws Review

Tom Little led the Committee through recommended edits of the Bylaws. The modifications incorporate new legislative language and clarification since the last review in 2009. The Committee provided small edits to further clarify the language. Tom will incorporate the changes and will circulate the final version for the Committee to review and act on at the next meeting.

Board Leadership

Tom outlined the progress on the development of a Board Leadership risk category and invited Laurie Oliver, Director of Internal Audit & Risk Management, to lead a discussion. Laurie solicited feedback on the previously distributed materials and will circulate an updated version through Boardvantage. The Committee expressed their appreciation for the approach and recommended that the Committee continue the review at a future meeting.

Board Manual Review

The Committee agreed to postpone this topic to spend time on other portions of the agenda.

Other Business & Planning for the Next Meeting

The Committee agreed to focus the next agenda on the review of the Board Leadership risk category, the Bylaws final changes, and the Board Manual.

There being no other business, the meeting adjourned at 10:08 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary