

## Minutes

### VSAC Governance Committee Meeting

September 19, 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,  
Kristi Rocheleau

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Chair Dave Larsen called the meeting to order at 8:34 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 Pam Chisholm, the Committee voted unanimously to approve the Governance Committee meeting minutes of May 16, 2016, as presented.*

#### Committee Work Plan

The Committee reviewed the Fiscal Year (FY) 2016 Work Plan to determine a plan for FY2017. The Committee agreed to add Gap Analysis review under the Nominating Committee section, and to add a new topic Code of Conduct. The Going Paperless item will be removed, as the full Board has adopted a paperless system. A draft of the revisions will be shared via the portal prior to the November meeting so that the Committee can review and share additional recommendations.

#### Board Leadership Discussion, Continued

Chair Dave Larsen then 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.

#### Review of Risks Assigned to the Committee

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.

**Other Business & Planning for the Next 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