

Minutes

VSAC Governance Committee Meeting

**January 9, 2017
8:30 a.m. – 10:00 a.m.**

**Board Room, VSAC Offices
10 East Allen Street
Winooski, VT**

Committee Members Present: Dave Larsen (Chair), Dodie Mitchell, Pam Chisholm
Committee Members Absent: Martha Heath
VSAC Staff Present: Scott Giles, Tom Little, Marilyn Cargill, Patrick Leduc,
Laurie Oliver, Kristi Rocheleau

Chair Dave Larsen called the meeting to order at 8:36 a.m., with a quorum established. The Committee then took up the first order of business.

Approval of Minutes

The Committee reviewed the minutes and noted one correction to the Committee Work Plan section: second paragraph, first sentence, strike the word 'of'.

Upon a motion made by Dodie Mitchell and seconded by Pam Chisholm, the Committee voted unanimously to approve the Governance Committee meeting minutes of November 21, 2016, as modified.

Board Leadership

Upon a motion made by Dodie Mitchell and seconded by Pam Chisholm, the Committee voted unanimously to enter executive session at 8:38 a.m. in order to consider the evaluation and employment of public officers, premature public knowledge of which would clearly place the officers and/or VSAC at a substantial disadvantage. The Executive Management team and Laurie Oliver were requested to remain in the room, as they have information needed for the executive session.

The Committee exited the session at 9:58 a.m.

Bylaws Review

The Committee discussed the final revisions of the Bylaws and offered no additional suggestions.

Upon a motion made by Dodie Mitchell and seconded by Pam Chisholm, the Committee voted unanimously to recommend that the Board of Directors accept the revised Bylaws as presented.

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

There being no other business, the meeting adjourned at 10:03 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary