

## **VSAC Board of Directors Meeting**

**February 12, 2018  
12:30 p.m.**

**Boardroom, VSAC  
10 East Allen Street  
Winooski, Vermont 05404**

**Members Present:** Dodie Mitchell (Chair), Martha Heath, Dave Larsen, Pam Chisholm, Chuck Soule, Ann Cummings, Michael Smith and Matt Trieber

**Members Absent:** Dennis O'Brien, David Coates and Beth Pearce

**Staff Members Present:** Scott Giles, Tom Little, Marilyn Cargill, Mike Stuart, Patrick Leduc, Kristi Rocheleau, Miranda Roth and Marcia Corey

Following a 12:30 p.m. luncheon, Chair Dodie Mitchell called the Board of Directors meeting to order at 12:50 p.m., and a quorum was established.

Marilyn Cargill introduced two members of VSAC's grant staff, Miranda Roth and Marcia Corey, who provided the Board with a demonstration of the grant application process. Following questions and answers, Dodie expressed the Board's appreciation for the excellent work done by the grants staff.

Miranda and Marcia exited the meeting at 1:16 p.m.

### **Approval of Minutes**

*Upon a motion made by Martha Heath and seconded by Dave Larsen, the Directors voted unanimously to approve the meeting minutes of December 11, 2017, as presented.*

Scott Giles shared that the Private Activity Bond (PAB) tax status was preserved as part of the Tax Relief Act of 2017, which allows VSAC to continue its current tax-exempt bond financing model for the upcoming year.

### **President's Report**

Scott Giles opened the President's Report with an invitation to Board of Directors to participate in the annual VSAC Day on February 21 at the Vermont Statehouse. Approximately 80 VSAC students are planning to attend and will be partnered with a legislator from their region of the state during the day, followed by a reception with remarks from the Governor at 4:30 p.m.

At the federal level, Scott updated the Board on the two-year budget agreement in place and noted that 1) the guaranty agency account maintenance fee was added back to the bill, and 2) it appears that there will be a compressed grant competition timeline for the Gear Up grant because of budget resolution delays.

The Board of Directors were then briefed on State updates, including Vermont grant portability and developments pertaining to the Vermont National Guard Free Tuition program. The Board then discussed how best to advocate for Vermont students.

## **Committee Reports**

### *Finance Committee*

Chair Michael Smith communicated that the mid-year financials through December resulted in nothing unexpected or materially off and that the Committee agreed with Managements recommendation for no changes to the approved operating budget. Michael Smith also noted that the Committee discussed the private loan volume levels at the January 22, 2018 meeting and will continue to work with the Executive Committee to review and understand market trends.

The Board then transitioned to the better than expected 2010 and 2011 Bond Trust performance. Scott Giles and Mike Stuart conveyed that they are working with rating agencies on arbitrage to 1) obtain approval to use the excess earnings to provide loan forgiveness to borrowers whose loans are in this trust, and 2) adjust requirements moving forward.

### *Audit*

On behalf of Chair David Coates, Michael Smith recapped the Audit meeting record of January 22, 2018. In response to questions, Tom Little informed the Board that VSAC's Red Flags Identity Theft Prevention Program remains effective in identifying and preventing identify theft. This policy was reviewed and approved at the Committee meeting.

### *Programs & Services Committee*

Martha Heath reviewed Committee discussions during the meeting of January 22, 2018, highlighting the research brief preview provided by Robert Walsh on the degree attainment of High School Class of 2012, the private loan origination system replacement project status, and the ongoing grant policy review. Marilyn then outlined the background for the Residency, Termination of Residency, and Summer School policies, stating that the Committee was recommending no changes.

***Upon a motion made by Martha Heath, and seconded by Matt Trieber, the Board of Directors voted unanimously to approve the Residency, Termination of Residency, and Summer School grant policies, as presented.***

### *Human Resources Committee*

On behalf of Chair Dennis O'Brien, Dave Larsen summarized the ongoing market compensation study being conducted by Patrick Leduc and Randi Brevik, the retirement plan review and enhancements, wellness program offerings, and workplace safety risk.

### *Governance Committee*

Chair Dave Larsen then outlined the topics covered during the January 22, 2018 Governance meeting, and circulated the training topics identified in the email survey to all Board Members. Board Members agreed with the prioritization and approach for covering these topics at future Board meetings.

## **Meeting Review**

The Board of Directors reviewed the meeting with Scott Giles.

## **Other Business & Adjournment**

There being no other business, the meeting adjourned at 3:17 p.m.

Respectfully submitted,

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David Larsen, Secretary