

Minutes

VSAC Governance Committee Meeting

**January 27, 2025
8:30 a.m. – 10:00 a.m.**

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

Committee Members Present: Dave Larsen (Chair), Dodie Mitchell, Martha Heath, Tim Chamberlin, Ann Cummings
Committee Members Absent: N/A
Other Members Present: N/A
VSAC Staff Present: Tom Little, Patrick Leduc, Scott Giles, Meghan Metzler, Brad Fallon, Laurie Oliver, Jaye O'Connell

Chair Dave Larsen called the meeting to order at 8:31 a.m. With a quorum established, the Committee took up the first order of business.

Approval of November 18, 2024, Minutes

Dave Larsen noted that in the Board Manual section of the minutes, it states that Tom Little was to bring updates to the February meeting. He suggested this be updated to January, and members agreed.

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of November 18, 2024, with the requested update to change the word February to January.

Public Comment

There were no public comments given during the public comment period.

Tom Little arrived: 8:36.

Annual Risk Assessment Review

Chair Dave Larsen welcomed Laurie Oliver, Director, Internal Audit & Risk Management, and Jaye O'Connell, Director of Compliance and Information Security Officer. Dave reminded the Committee that Board Leadership risk is reviewed annually as part of the January meeting.

Laurie Oliver provided an overview, explaining the risk to the VSAC Board if the Board is unable to recruit and retain quality Board members and Board leadership. Laurie noted the loss of Caleb Elder leaving the legislature created a vacancy on VSAC's board. She then reviewed the upcoming ending terms of members and noted we have a large number of terms ending in 2027. Other risk factors are knowledge and skill gaps which are mitigated by Board trainings. Laurie then spoke of personal risk to Board members with the increasing need for personal information and attestations from members needed to comply with various state student lender licensing and servicing regulations. The Committee engaged in a conversation about these risks during which members of the Executive Committee and Laurie Oliver responded to questions.

Jaye O'Connell then presented on state law compliance. She reviewed the history of states requiring loan servicing licenses and how some states perceive board member roles differently than how the VSAC Board may function. Some states deem boards as 'control persons' so these states are increasing the

requirements of collecting personal information from boards to gain or retain state licensure. The Governance Committee engaged in a state licensing requirements discussion with Jaye O'Connell and the Executive Committee.

Laurie Oliver and Jaye O'Connell exited the meeting at 9:27 a.m.

Board Manual Revisions

Dave Larsen asked Tom Little to review with the committee the draft revisions to the Board Manual. Tom Little started a discussion on the use of conflict-of-interest disclosures of Board Members at the beginning of each board/committee meeting. This is a practice that is getting adopted by some public and non-profit boards. The Committee discussed and concluded by asking Tom to return to the Committee with applicable examples of where VSAC Board Members would need to disclose a conflict of interest.

Tom then transitioned the conversation to the specific Board Manual draft updates as outlined in the previously distributed materials. Committee members provided feedback to Tom Little and Dave Larsen.

Other Business and Planning for Next Meeting

Scott Giles let the Committee know that the newest VSAC Board Member, appointed from the Vermont State House of Representatives, is Mary-Katherine Stone. Her VSAC Board member mentor will be Martha Heath.

There being no other business, the meeting adjourned at 9:57 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary