

## **Minutes**

### **VSAC Governance Committee Meeting**

**March 24, 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

Chair Dave Larsen called the meeting to order at 8:33 a.m. With a quorum established, the Committee took up the first order of business.

#### **Approval of January 27, 2025, 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 January 27, 2025, as presented, with one grammatical change.*

#### **Public Comment**

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

#### **Executive Session**

*Upon a motion made by Dave Larsen and seconded by Dodie Mitchell, the Board voted unanimously to enter the executive session at 8:36 a.m. in order to receive privileged and confidential legal advice from VSAC's General Counsel.*

*Members of the Executive Committee were requested to remain in the meeting, as they had information relevant to the executive session.*

*After completing its discussion, the Board exited the executive session at 9:02 a.m.*

#### **Board Manual**

Dave Larsen asked Tom Little to lead the discussion on Board Manual updates. Tom reviewed proposed changes and led the discussion with the Committee regarding sections on Board Member Responsibilities, and the Roles of Board Officers. The Committee concluded that Tom would update the Manual with the discussed revisions to be reviewed again at the next Committee meeting. The Committee also requested that Brad Fallon work with each Board Member to review and update their biographies for the Board Manual.

#### **Other Business and Adjourn**

There being no other business, the meeting adjourned at 9:53 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary

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