

## **Minutes**

### **VSAC Board of Directors Meeting**

**February 24, 2025  
12:30 p.m. – 3:00 p.m.**

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

Audio recording of this meeting: <https://youtu.be/7J7SO6Kgx2k>

**Members Present:** Dodie Mitchell (Chair), Martha Heath, Dave Larsen, Ann Cummings, Mike Pieciak, Ryan Dulude, Mary-Katherine Stone

**Members Absent:** John McSoley, Clarence Davis, Michael Smith, Tim Chamberlin

**Staff Members Present:** Scott Giles, Tom Little, Meghan Metzler, Patrick Leduc, Brad Fallon, Jaye O'Connell

Chair Dodie Mitchell called the Board of Directors meeting to order at 12:30 p.m. With no quorum established, without objection the approval of minutes was moved to later in the meeting when a quorum could be established.

#### **Public Comment**

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

#### **Chair's Report**

Dodie Mitchell delivered her Chair's report, she is reviewing notes from the retreat and looking to find common threads in the conversations. She is planning to work with Scott Giles on this and plans to bring more to an upcoming Board Meeting.

#### **President's Report**

Scott Giles delivered his President's Report, providing updates on work that VSAC is doing in the state legislature. Scott discussed VSAC's legislative testimonies in the House and Senate, and reviewed VSAC's budget requests including an increase to the household income cap for 802Opportunity and a proposal to begin a similar program with VTSU. The Board had a few questions that Scott answered.

Mike Pieciak entered the room at 12:48, and a quorum was established.

Scott continued on with the budget requests for the Forgivable Loan Programs. VSAC is requesting funding for the Teacher Forgivable Loan program and the Mental Health Professional Forgivable Loan program. Scott then answered questions from the Board.

Chair Dodie Mitchell then called the Board of Directors' attention to the minutes of the December 10<sup>th</sup> Board meeting and their consideration of approving them.

Minutes of the Board of Directors Meeting, February 24, 2025, APPROVED 4/14/2025

## Approval of Minutes

*Upon a motion made by Dave Larsen and seconded by Martha Heath, the Directors voted unanimously to approve the meeting minutes of December 10, 2024, as presented.*

## Executive Session

*Upon a motion made by Dodie Mitchell and seconded by Ann Cummings, the Board voted unanimously to enter executive session at 12:55 p.m. in order to receive confidential advice from legal counsel concerning current and pending contracts, the Board having determined that premature general public knowledge of the matters and the related privileged and confidential attorney-client discussions would clearly place VSAC at a substantial disadvantage. 1 V.S.A. sec. 313.*

*The following were requested to remain in the meeting, as they have information needed for the executive session: Scott Giles, Tom Little, Meghan Metzler and Patrick Leduc.*

While in the Executive Session Mary-Katherine Stone entered and later exited the meeting.

Having completed its discussions, the Board exited the executive session at 2:08 p.m.

## Committee Reports

### *Governance Committee*

Chair Dave Larsen reviewed the January 27, 2025, Governance Committee meeting, covering the annual Board Leadership Risk Assessment review with Laurie Oliver, and a review of the State Law Compliance program with Jaye O'Connell. Dave also shared that the Governance Committee has started revisions on the Board Manual.

### *Programs & Services Committee*

Chair Martha Heath summarized the January 27, 2025, Programs & Services Committee meeting and reviewed each of the following policies:

- **In-State Institution Definition** – Martha reviewed the policy and that there were no material changes other than removing some background information.
- **School NPI Memorandum of Understanding** – Martha reviewed the policy and highlighted revisions.

*Upon a motion made by Martha Heath, and seconded by Ryan Dulude, the Board of Directors voted unanimously to approve the Policies for In-State Institution Definition and School NPI Memorandum of Understanding, as presented.*

### *Finance Committee*

On behalf of the Committee Chair, Meghan Metzler reviewed the January 27, 2025, Finance Committee meeting. Meghan discussed that the meeting focused on the standing reports for FY25, private loan origination volume, and financing of FY26 loans. She and Jeffrey Kellar, Director of Finance and

Controller, are working on updates to our current cash flow modelling with a consultant. The objective is to more accurately model and project cash flows. Meghan then answered some questions from the Board.

#### *Audit Committee*

On behalf of the Committee Chair, Meghan Metzler reviewed the January 27, 2025, Audit Committee meeting. In the meeting the committee reviewed the Annual Federal Trade Commission Red Flags Policy with Greg Severance, and the committee approved the report and program documents. They also reviewed the FY25 Audit plan with Laurie Oliver and approved the Single Audit Report from CLA. Finally, Jaye O'Connell presented the FY24 NIST Self-Assessment report concerning cyber and data security controls, noting that VSAC's NIST-compliant security policies, procedures, and controls are in place, effective, and operating as intended. The Committee recommended that the Board accept the Security Assessment Report as presented.

***Upon a motion made by Ryan Dulude, and seconded by Ann Cummings, the Board of Directors voted unanimously to accept the 2023-2024 Guarantor Services and Loan Servicing Information Security Assessment Report, as presented.***

#### **Compliance Training**

Jaye O'Connell, Director of Compliance and Information Security Officer, entered the room at 2:38 p.m. She directed the Board to the previously distributed materials, and she provided the VSAC Board of Directors the training that supports the Boards oversight role of VSAC's overall Compliance Management System. The training ended with a review and discussion of the Compliance Management System Policy.

***Upon a motion made by Martha Heath, and seconded by Ryan Dulude, the Board of Directors voted unanimously to delegate the formal approval of the Compliance Management System program policy and the annual review and approval of supporting compliance policies to the Vice President/Chief Operating Officer.***

#### **Other Business and Meeting Review**

Chair Dodie Mitchell went around the room for additional thoughts and comments.

#### **Adjournment**

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

Respectfully submitted,

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David Larsen, Secretary