

Minutes

VSAC Governance Committee Meeting

**September 22, 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: Mary-Katherine Stone

VSAC Staff Present: Patrick Leduc, Tom Little, Meghan Metzler, Brad Fallon

Chair Dave Larsen called the meeting to order at 8:34 a.m. With a quorum established, the Committee took up the first order of business.

Approval of May 19, 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 May 19, 2025, as presented.

Public Comment

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

Board officer Update

Dave Larsen started his update by announcing that the Governor reappointed him to the VSAC Board.

Dave said he has communicated to the full VSAC Board inquiring if anyone is interested in running for the positions of Chair, Vice-chair or Secretary in the next election. Currently Dave has only heard from the current Chair, Vice-Chair and Secretary that they would like to continue in their respective roles. Dave said his next step is to work with Scott Giles on finalizing nominees, and then have the vote at the next VSAC Board meeting. Dave concluded that when the vote is on the floor, members can still enter the election if they choose.

Board Manual Review

Dave Larsen and Tom Little lead a discussion on updates to the Board Manual for Section 3.4, Board Member Recruitment, and Section 3.5, Board Self Evaluation. The Committee reviewed the marked-up copies previously provided and discussed further updates to these sections. The Committee agreed to have Dave and Tom incorporate the Committee's thoughts on these sections for another review before finalizing changes.

Other Business

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

Respectfully submitted,

Governance Committee Meeting Minutes, September 22, 2025, APPROVED 11/17/2025

Thomas A. Little, Assistant Secretary