

Minutes

DRAFT VSAC Governance Committee Meeting

**November 20, 2017
8:30 a.m. – 10:00 a.m.**

**Board Room, VSAC Offices
10 East Allen Street
Winooski, VT**

Committee Members Present: Dave Larsen (Chair), Pam Chisholm, Dodie Mitchell, and Martha Heath

Committee Members Absent: NA

Other Members Present: NA

VSAC Staff Present: Scott Giles, Tom Little, Marilyn Cargill, Patrick Leduc, Kristi Rocheleau

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

Approval of 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 September 25, 2017, as presented.

Work Plan Review

The Committee continued its review and discussion of its Fiscal Year 2018 Work Plan. The Committee prioritized topic areas and identified the following for the December Board meeting and January Governance Committee meeting:

- The Board Chair and CEO will identify a training topic and incorporate it as part of the December Board of Directors meeting agenda. In order to build in enough time, the Committee discussed alternative ways to modify the current Committee Reports portion of the Board agenda to allow for ample time for the training topic.
- Board Members will be sent an email survey in early January to prioritize training options previously identified at the retreat and October Board meeting.
- Each Committee Chair will provide VSAC VP's with a list of topics to focus on at future Board or Committee meetings. This information will be shared at a future Board Meeting and then incorporated into future agendas.

VSAC Board Leadership Risk

As a follow up to the September meeting, the Committee continued its review and discussion of potential Board Leadership risk indicators that could identify the increasing likelihood of a risk event. As an outcome, Dodie Mitchell will reach out to the newest Board members in the summer of 2018, and the Committee will continue to review this risk throughout the year.

Code of Ethics

Tom provided the history of the existing Board of Director Code of Ethics, which was modeled after the State's Executive Order Code of Ethics and informed by review of the University of Vermont Board of Trustees' code of ethics. Tom noted that he reviewed the current VSAC Code of Ethics with the latest changes as a result of the establishment of a state ethics commission under Act 79, and he recommends no changes to this particular document. He suggested instead that the Committee consider adding a statement to the existing Code of Ethics Disclosure form in order to confirm that Board members have reviewed the Code of Ethics policy on an annual basis. The Committee discussed the Code of Ethics and Annual Code of Ethics Disclosure and agreed with this recommendation. Tom will incorporate the new language in the Disclosure form presented to Board members in December. The Committee will revisit the Code of Ethics topic at a future meeting.

Other Business

There being no other business, the meeting adjourned at 10:01 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary