

Minutes

VSAC Governance Committee Meeting

May 15, 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 8:34 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 Pam Chisholm, the Committee voted unanimously to approve the Governance Committee meeting minutes of January 9 and March 27, 2017, as presented.

Board Leadership

Dave Larsen shared that the Board Chair evaluation interviews and survey results were completed, compiled, and shared in an anonymous and randomized format with the Board Chair. The Committee then examined the process for future improvements. Recommendations included refining two survey questions and implementing a similar evaluation process for Committee Chairs. Dodie Mitchell then provided a summary of takeaway items that she would like to focus on in the coming year. The Committee expressed their appreciation for the leadership that Dodie provides to the Board.

The Committee then turned its focus to the continuation of the January Board Membership risk review. Laurie Oliver outlined updates to the previously distributed risk document created to facilitate the conversation. The Committee then reviewed the potential causes for the risk to occur and the potential opportunities to actively manage the risk. To serve as a wrap up, Dave asked Committee Members to individually review the document for potential gaps and redundancy; Scott Giles communicated that Management will map the identified indicators to this document. The Committee agreed to review this risk on an annual basis as part of the work plan. Dave Larsen will also plan to review this risk evaluation with the Board of Directors in October.

At 9:30 a.m., Pam Chisholm exited the meeting to respond to an emergent business need.

Board Manual and Code of Ethics Review

Tom Little shared background on a current Senate bill S.8, an act to establish the State Ethics Commission and standards of government ethical conduct, to provide context for the proposed changes that Tom introduced to the VSAC code of conduct form. In response to questions, Tom noted that although the current version does serve VSAC's purpose, it is recommended that the Committee undertake a critical review of the proposed version. Tom also suggested that the Committee consider

consistently referring to the document as a Code of Ethics. The Committee will take up a line by line review of the proposed versions and title recommendation as part of the November Governance agenda.

Other Business & Planning for Next Meeting

There being no other business, the meeting adjourned at 9:56 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary