

Minutes

VSAC Governance Committee Meeting

**January 22, 2018
8:30 a.m. – 10:00 a.m.**

**Boardroom, 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 8:35 a.m. With a quorum established, the Committee then took up the first order of business.

Approval of Minutes

In response to the minutes, Board Chair Dodie Mitchell updated the Committee that she has initiated conversations with new board members.

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of November 20, 2017, as presented.

Work Plan Review

The Committee reviewed the Work Plan for revisions. No revisions were suggested and the Committee accepted the plan as-is.

Board Training & Self-Evaluation Review

Dave Larsen shared the results of the informal survey to collect training topics from Board members earlier in January, and then he solicited priority input from the Committee and Executive Team. The Committee identified program cost analysis review, cyber security, and Vermont grants as the top three training initiatives. The Committee then discussed the potential delivery approaches and time frames for incorporating the training into future Board of Director meetings. In response, Dave noted he would provide an update at the February meeting and Scott and Dodie added that they will craft the agenda with the training discussion in mind.

Dodie then announced that the June retreat will be moved to a later date. In the meantime, she is reviewing the agenda with Scott to determine if the June Board meeting should be extended to a full day to embed a training component. Dodie and Scott will convey more details in the coming month.

The Committee then transitioned to the topic of Self-Evaluation. Dave Larsen led a review and discussion of the existing Board Member Responsibilities ("Job Description") to help determine if the Board should move forward with a self-evaluation this year. As a next step, the Committee requested that Tom Little revise the current document to eliminate redundancy and incorporate Committee suggestions. As well, the Committee agreed that a self-reflection/evaluation is an important best practice approach. Dave Larsen concluded the topic by stating he would solicit ideas on format and timing of a self-reflection exercise. The Committee will continue this topic at its March meeting.

Board Manual Review

Due to time, this agenda item was deferred.

Other Business

There being no other business, the meeting adjourned at 9:58 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary