DRAFT Minutes

VSAC Governance Committee Meeting

November 19, 2018
8:30 a.m. – 10:00 a.m.

Boardroom, VSAC Offices
10 East Allen Street
Winooski, VT

Committee Members Present:	Dave Larsen (Chair), Dodie Mitchell, and Martha Heath
Committee Members Absent:	Pam Chisholm
Other Members Present:	N/A
VSAC Staff Present:	Tom Little, Patrick Leduc, Scott Giles, Marilyn Cargill

Chair Dave Larsen called the meeting to order at 8:33 a.m. With a quorum established, the committee 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 24, 2018, as presented.***

FY 2019 Committee Work Plan

Chair Dave Larsen led the Committee through a review of the Work Plan last approved in January 2018. The Committee discussed each area and the associated work to consider in the upcoming year. The Committee then cross referenced the current topics with the Governance Committee Charter. Changes to the Work Plan include the addition of Board Orientation, removal of completed items under Board Manual Revisions, and the first bullet under Board Training & Performance Evaluation, revisions to the Committee Structure Review section. The Committee also reached consensus to remove references to fiscal/calendar year in the Work Plan title, and instead move to a system of including only approval dates. A revised version will be circulated to the Committee for review prior to the January meeting.

As part of the Work Plan review, the Committee Member discussed terms expiring in 2019 and next steps. Dave Larsen expressed his interest in continuing to serve, and as the Governance Chair, he'll reach out to the other member with an expiring term.

Board Membership, Continued

The Committee then transitioned to Tom Little's previously circulated confidential "gap" assessment of the current Board composition and Board Member selection criteria. In reviewing the Professional Qualifications included in the Board Membership Recruitment Best Practices, the Committee reached consensus that a reference to Audit should be included as a separate item. The Committee also discussed the absence of legal counsel experience on the Board; given that VSAC employs a general counsel, although it might not be necessary, it would be useful. Acknowledging the remaining time available for the meeting, Dave Larsen requested that the Committee continue the Board Membership discussion at the January meeting. The Committee then focused the remainder of the meeting time on capturing January meeting plans.

Other Business and Planning for Next Meeting
Dave Larsen conveyed that he will work with Tom Little and Kristi Rocheleau to prepare the agenda for January. Topics identified include continuing the gap analysis conversation, reviewing Work Plan revisions, and identifying Board Orientation and Board Training opportunities.

There being no other business, the meeting adjourned at 9:54 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary

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