

DRAFT Minutes
VSAC Governance Committee Meeting

May 21, 2018
12:30 p.m. – 2:00 p.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: Tom Little, Patrick Leduc

Chair Dave Larsen called the meeting to order at 12:37 a.m. With a quorum established, the committee took up the first order of business.

Approval of Minutes

Upon a motion made by Dodie Mitchell and seconded by Martha Heath, the committee voted unanimously to approve the Governance Committee meeting minutes of March 8, 2018, as presented.

Board Member Self-Evaluation

The Committee took up discussion of the results of the April individual board member self-evaluation survey. While the scores on most questions were strong, on some questions the scores merit reflection (nos. 17-21). The members discussed number 20, in particular (a 3.7 score on “I understand VSAC’s finances and the various ways in which VSAC creates and receives revenues”). It was observed that the Board members on the finance and audit committee need to have (and do have) a high level of experience and expertise in this area. A presentation to all board members covering the sources and uses of VSAC’s revenues would be helpful. The members also discussed the appropriate reliance on recommendations from committees with experience and focus on areas that not all Board members have an opportunity to develop; the need to take a closer look at the net cost of delivering programs and the “cost-benefit” analysis discussed at last year’s Board retreat; and the need for a better understanding of with whom VSAC partners in delivering programs and services. Dodie explained her and Scott Giles’ plans to undertake that type of review and assessment over the upcoming cycles of board and committee meetings, to culminate with a synthesis of the work at the December 2018 board retreat – which will also kick off the next strategic plan work.

Board Chair Annual Evaluation

Dave summarized the past process undertaken and the goals of the process. Should this be done annually and, if so, in the same way each year? The policy calls for an annual evaluation of some type. Could the Board waive it on a year-by-year basis? The committee could develop some questions to facilitate an engaged board discussion in lieu of a survey, at least in some years. These might be called “seed questions” or “seed topics.” Dodie asked for there to be an annual opportunity for the Chair to receive honest feedback. David suggested taking the four areas of responsibility, from the Board Manual’s “Job Description” for the Chair, and generating a useful, candid Board meeting discussion. There was consensus around David’s suggestion, and he agreed to work on the details of setting that up and leading it. Pam suggested that perhaps the Committee chairs could be encouraged to help initiate the discussion. Perhaps a thirty minute segment at the June Board meeting.

Nominating Committee & Potential for Board Vacancies

Tom explained the upcoming expiring Board member terms for June 30 of 2019, 2020, and 2021. Martha suggested a member-by-member “gap” analysis, where each member’s skills and experiences would help identify a pool of persons who would be good replacements in the event the member is no longer on the Board. There was consensus around this. Patrick suggested including a variety of diversity goals in the process. Tom Little agreed to sketch out the process and goals for such a gap analysis, for committee review at its next meeting.

Ongoing Board Manual Review

Tom Little reviewed his working draft of a revised version of portions of the Board Manual. The members discussed a number of suggested revisions and indicated the drafting seemed to be on the right track, generally. Tom agreed to make progress on the balance of the affected sections of the Manual for the committee’s next meeting.

The committee then reviewed the proposed revision to the Code of Ethics document, which would require Board members to annually affirm their promise to adhere to the Code of Ethics. There was consensus that the addition was in good order. The final version will be brought before the committee at its next meeting for final review and action (recommendation to the full Board).

Other Business

There being no other business, the meeting adjourned at 2:03 p.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary