

Minutes

VSAC Governance Committee Meeting

**January 28, 2019
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, Pam Chisholm and Martha Heath

Committee Members Absent: N/A

Other Members Present: N/A

VSAC Staff Present: Tom Little, Patrick Leduc, Scott Giles, Marilyn Cargill, Mike Stuart, Jodie Ducharme, Kristi Rocheleau

Chair Dave Larsen called the meeting to order at 8:40 a.m. With a quorum established, the committee took up the first order of business.

Approval of Minutes

Dave Larsen noted that the FY2019 Committee Work Plan topic, second paragraph should reflect that the Board Chair, not the Governance Chair, will reach out to the member with an expiring term.

Upon a motion made by Martha Heath and seconded by Pam Chisholm, the committee voted unanimously to approve the Governance Committee meeting minutes of November 19, 2018, as corrected.

New Board Member Orientation

The Committee reviewed the current new member orientation process, considered feedback collected from the two newest members, and discussed potential guidelines to shape future orientations. The Committee conveyed the importance for providing an opportunity to communicate the duties and responsibilities, to encourage participation, and to support a culture of 'no question is a wrong question'. The Committee and Executive team also shared the importance to remain flexible to consider the past board experience, knowledge and skillset of potential Board members. Dave Larsen will synthesize the conversation and will circulate the information to the Committee and Executive Committee to see if all mutually agree.

Annual Board Chair Evaluation Planning

Due to time, the Committee deferred this topic to the March agenda.

Work Plan Review

At the suggestion of Martha Heath from the November Governance Committee meeting, the Committee took up a line by line review of the current Governance Charter to confirm the Work Plan reflects the responsibilities of the Committee, and to make sure the Charter remains accurate. As a follow up, Tom Little will 1) search for examples of potential policies that the Governance Committee may (or may not) want to consider, and 2) draft suggested language changes to the Charter for the Committee to review in March.

Board Membership, Cont'd

The Committee discussed the approaching June 30 board member appointment to replace a board member who has decided to step down, and reappointments of existing board members with terms expiring. Scott Giles and Tom Little shared the steps in motion and discussed next steps with the Committee. Dave Larsen and Tom will provide the Board with an update in February.

Other Business and Planning for Next Meeting

There being no other business, the meeting adjourned at 9:52 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary