

Minutes

VSAC Governance Committee Meeting

May 20, 2019

12:30 p.m. – 2:00 p.m.

Conference Room 402, 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

Chair Dave Larsen called the meeting to order at 12:35 p.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 March 25, 2019, as presented.

Board Membership Update

The Chair reminded the members that following the Committee's March 25 recommendation of John McSoley to the Board for the Governor's choice to replace the retiring Dave Coates, at its April meeting, the Board voted to recommend John McSoley to the Governor to fill the balance of the Coates term of office (through June 30, 2023). Tom Little indicated that the appointment process (for John McSoley, and for Dave Larsen to be re-appointed) seemed to be on track.

New Board Member Orientation

The committee then moved to a discussion of the Chair's May 14 draft revisions of the new Board member orientation policy. Suggestions were made for additional edits, including incorporating a post-orientation check-in some six months (or three Board meetings) after the initial orientation was completed. The Chair will make a final set of revisions for expected review and adoption at the Committee's September meeting. The committee would request the support of VSAC in tracking and triggering the "check-in".

Board Chair Annual Evaluation Planning

The committee discussed the annual Board Chair evaluation survey. The Chair will make the suggested revisions and share them asking for comments via email with the committee, Tom Little, and Scott Giles. After final approval by the committee, the Chair will send the survey to Board members, collate the results, and email them to the Board Chair.

Work Plan Review

Tom Little reviewed the prior suggested revisions to the Committee's Charter (from the Board Manual), which generated a series of questions and comments. Among these were: strike "measure" in the second bullet point; and, consider conforming the style to that of some of the other Charters. This item will be discussed further at the next meeting.

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Board Member Self-Evaluation Planning

The Chair walked the members through the most recent survey used for this purpose (pp. 20-22 of the materials). Martha Heath suggested returning to an evaluation of the performance of the Board as a whole, and recalled the process developed during and after the governance consulting work circa 2004 with Gretchen Cherrington. There was support for that approach, perhaps also incorporating some individual member self-evaluation questions and responses. Tom offered to circulate that version of the survey instrument. The Committee hopes to have a survey instrument ready for final review and recommendation at its September meeting.

Other Business and Planning for Next Meeting

Chair Dave Larsen summarized items to be included on the next agenda, viz.:

- Recommendations to Board for election of officers this fall (all incumbents have volunteered to serve another two-year term).
- Committee structure (perhaps to develop or approve a Committee chair survey form)
- Finalize orientation policy changes, Board chair evaluation process and Board/Board member performance evaluation process/
- Return to the Work Plan item covering enterprise risk management and the Committee's role and next steps in it.

There being no other business, the meeting adjourned at 1:53 p.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary