

## Minutes

### VSAC Governance Committee Meeting

September 30, 2019  
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:** Patrick Leduc, Scott Giles, Marilyn Cargill, Mike Stuart, Laurie Oliver, Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:34 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 Pam Chisholm, the committee voted unanimously to approve the Governance Committee meeting minutes of May 20, 2019, as presented.*

#### Board Leadership Risk Review

Laurie Oliver reviewed the previously distributed risk document created to facilitate the conversation. The Committee reviewed and discussed the factors that may influence risk to occur and the potential opportunities to actively manage the risk.

Laurie Oliver exited the meeting at 9:34 a.m.

#### Board Member and Officers Review and Update

Dave Larsen noted that he has not received communication from other non-officer members looking to serve as a Board Officer. The Governance Committee will recommend the slate of incumbent Board Officer candidates to the full Board at the October meeting.

The Committee then reviewed upcoming expiring Board member terms. Scott Giles noted that he will be meeting with Dodie Mitchell and Dave Larsen to discuss how the Board would like to proceed with review and recruitment of potential candidates as well as will review the plan for board leadership succession.

#### Board Orientation Process

Dave Larsen directed the Committee to the previously distributed Board Orientation Process documents, drawing attention to revisions made since the document was last reviewed in May. Dave emphasized the intent of the process is to formalize the orientation process while remaining flexible based on the needs and experience of new members.

*Upon a motion made by Pam Chisholm and seconded by Dodie Mitchell, the Committee voted unanimously to recommend that the full Board approve the Board Orientation Process.*

**Board Member Self-Evaluation Planning**

Due to time constraints, the Committee will take up this topic at the November meeting.

**Other Business**

Scott Giles noted that timing of evaluations should be considered so that the CEO Evaluation, Committee Evaluation, and Board Member Self-Evaluation aren't all occurring at once.

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary