

Minutes

VSAC Governance Committee Meeting

**January 27, 2020
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: Matt Trieber

VSAC Staff Present: Tom Little, Patrick Leduc, Scott Giles, Marilyn Cargill, Jodie Ducharme, Laurie Oliver

Chair Dave Larsen called the meeting to order at 8:36 a.m. and a quorum was established.

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 November 25, 2019, as presented.

Governance Committee Self-Evaluation

Dave Larsen noted that the Committee may want to consider doing a Committee Self-Evaluation as the Audit Committee does, annually, with the guidance of Laurie Oliver, Director of Internal Audit & Risk Management. Dave introduced Laurie who presented the concept and benefits of a Committee Self-Evaluation, highlighting the goal to evaluate if the Committee is meeting its roles and responsibilities. She noted potential outcomes include identifying any potential gaps in skills and experience, improving effectiveness, and identifying opportunities for professional development.

“Constructing” a New Board Member

The Committee reviewed the timeline and process for the upcoming Board appointment and continued the discussion they started at the November meeting of the desirable skills, knowledge, experiences, and characteristics of potential new Board members.

The Committee discussed the skills and characteristics they feel are important highlighting the importance of the potential new member having the time to commit to the level of participation required by the Board, critical thinking skills, having potential to step into a leadership role, capacity to grow and learn as a Board member, having influence within their community, knowledge of higher education, and the ability to help us innovate as changes evolve in higher education.

The Committee noted that a discussion of traits and characteristics will be continued with the full Board at the February meeting.

Board Officer Selection Process; Review of Statute; Revision of Board Manual in this Regard

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

Other Business and Planning for Next Meeting

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary