

Minutes

VSAC Governance Committee Meeting

**September 21, 2020
8:30 a.m. – 10:00 a.m.**

Zoom Videoconference Meeting

Committee Members Present: Dave Larsen (Chair), Pam Chisholm, Dodie Mitchell, and Martha Heath

Committee Members Absent: N/A

Other Members Present: N/A

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

Chair Dave Larsen called the meeting to order at 8:30 a.m. on the Zoom virtual meeting platform with all present able to hear one another throughout the meeting. With a quorum established, the Committee took up the first order of business.

Approval of Minutes

Dave Larsen noted that the fourth bullet under Board Chair Evaluation should say “support” rather than “supports.”

Upon a motion made by Dodie Mitchell and seconded by Pam Chisholm, the committee voted unanimously to approve the Governance Committee meeting minutes of May 18, 2020, as corrected.

Board Member Recruitment Update

Upon a motion made by Martha Heath and seconded by Pam Chisholm, the Committee Members present voted unanimously to enter executive session at 8:39 a.m. in order to consider the appointment of a public officer. 1 V.S.A. sec. 313 (a)(3).

The Committee exited the executive session at 9:37 a.m.

Whistleblower Policy Review

Tom Little directed the Committee to the previously distributed excerpts from the VSAC Employee Handbook that are relevant to the Whistleblower Policy. Tom provided the Committee with historical information regarding the VSAC policy and noted that there is no overarching systematic approach to how this is handled at the state level. Tom stated that he can do some additional research to present the Committee with a recommendation for further action, which could include updating the policy at the Board and operational levels. Martha Heath noted that the current policy is focused on financial issues and fraud and suggested it would be worth exploring a broader Whistleblower Policy.

Committee Work Plan Review

Due to time constraints, the Committee deferred this topic to the November meeting.

Committee Self-Evaluation Review

Due to time constraints, the Committee deferred this topic to the November meeting.

Other Business

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary