

## **VSAC Board of Directors Meeting**

**October 19, 2020 and October 20, 2020**

**9:00 a.m.**

**Via Zoom Video and Telephone Conference Platform**

**Members Present:** Dodie Mitchell (Chair), Martha Heath, Dave Larsen, Pam Chisholm, Dennis O'Brien, Chuck Soule, Ann Cummings, John McSoley, Beth Pearce, Caleb Elder

**Members Absent:** Michael Smith

**Staff Members Present:** Scott Giles, Tom Little, Patrick Leduc (October 20), Mike Stuart, Marilyn Cargill, Jodie Ducharme

**Others:** Chris Keevil, Partner; Rachel Light, Principal; and Liam Grace-Flood, Consultant, Wellspring Consulting (all on October 20)

Chair Dodie Mitchell called the Board of Directors meeting to order at 9:02 a.m., on the Zoom virtual meeting platform with all present able to hear one another throughout the meeting. With a quorum established, the Board proceeded with the agenda.

### **Approval of Minutes**

*Upon a motion made by Martha Heath and seconded by Dave Larsen, the Directors voted unanimously to approve the meeting minutes of June 15, 2020, as presented.*

### **Chair's Report**

Dodie Mitchell delivered her Chair's report and welcomed new Board member, Vermont House member Caleb Elder.

### **Public Comment**

There were no public comments given during the public comment period.

### **Board Member Strategic Planning Education and Training**

Chair Dodie Mitchell transitioned the Board to the Board Member Strategic Planning Education and Training.

*Upon a motion made by Martha Heath and seconded by Pam Chisholm, the Board voted unanimously to enter executive session at 9:27 a.m. in order to consider the evaluation and employment of public officers, i.e., VSAC employees, and related contractual matters, premature public knowledge of which would clearly place the employees and/or VSAC at a substantial disadvantage. The executive session was also necessary to obtain*

*confidential advice from legal counsel. The following were requested to remain in the meeting, as they have information needed for the executive session: Scott Giles, Tom Little, Patrick Leduc, Marilyn Cargill, Mike Stuart, and Jodie Ducharme. 1 V.S.A sec. 313 (a).*

The Board recessed the meeting for the day at 2:30 p.m. and reconvened the Executive Session at 9:00 a.m. on Tuesday, October 20, 2020, where at the invitation of the Chair they were joined by Chris Keevil, Rachel Light, and Liam Grace-Flood from Wellspring Consulting, inasmuch as they are needed for the Executive Session discussions.

Chris Keevil, Rachel Light, and Liam Grace-Flood exited the meeting at 11:12 a.m.

John McSoley exited the meeting at 11:21 a.m.

Beth Pearce exited the meeting at 11:46 a.m.

The Board exited Executive Session at 11:52 a.m. on Tuesday, October 20, 2020.

#### **Committee Chair Selection**

Chair Dodie Mitchell reviewed her selection process and recommendation to appoint the following Chairs for each standing committee:

*Martha Heath – Programs & Services Committee Chair*

*David Larsen – Governance Committee Chair*

*Dennis O'Brien – Human Resources Committee Chair*

*John McSoley – Audit Committee Chair*

*Beth Pearce – Finance Committee Chair (Interim)*

*Upon a motion made by Dennis O'Brien and seconded by Martha Heath, the Board voted unanimously to give the Board's advice and consent to the Committee Chairs, as presented by Chair Dodie Mitchell.*

#### **Meeting Review**

Chair Dodie Mitchell reviewed the meeting with the Board and VSAC staff.

#### **Other Business & Adjournment**

There being no other business, the meeting adjourned at 11:58 a.m.

Respectfully submitted,

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David Larsen, Secretary