

Minutes

VSAC Governance Committee Meeting

**January 25, 2021
8:30 a.m. – 10:00 a.m.**

Zoom Videoconference Meeting

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, Marilyn Cargill, Mike Stuart, Laurie Oliver, Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:31 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

Upon a motion made by Martha Heath and seconded by Pam Chisholm, the Committee voted unanimously to approve the Governance Committee meeting minutes of November 23, 2020, as presented.

Board Leadership Risk Assessment

Chair Dave Larsen welcomed Laurie Oliver, Director, Internal Audit & Risk Management, noting the last time the Committee discussed Board Leadership Risk was in September 2019. Laurie Oliver directed members to the previously distributed risk document created to facilitate the conversation. The Committee reviewed and discussed the factors that may influence risk to occur, the impact and consequences if it does occur, and the potential opportunities to actively manage the risk.

Whistleblower Policy Review and Discussion

Tom Little reviewed the Whistleblower Policy with the Committee, noting that this policy is included in the VSAC Employee Handbook. The Committee engaged in a discussion of the policy and members of the Executive Committee responded to member questions. Tom noted that he would work with Patrick Leduc and Julie Hulburd, Director of Human Resources, to complete a thorough review of the policy, related policies, and identify if changes are needed. Tom noted that a revised policy should be ready for the Committee to review by the September meeting.

Governance Committee Self-Evaluation

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 9:50 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary