

## **Minutes**

### **VSAC Governance Committee Meeting**

**March 22, 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, Scott Giles, Mike Stuart, Marilyn Cargill, Patrick Leduc, and Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:34 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 January 25, 2021, as presented.*

#### **Board Bylaw and Committee Charter Changes**

Board Chair Dodie Mitchell reviewed a proposal to reduce the number of Board Committees from five to four, eliminating the Human Resources Committee and assigning its critical functions to the Governance and Finance Committees. Dodie noted that this change is designed to manage the Board workload in a way that is both efficient and effective.

Tom Little reviewed proposed changes to the Bylaws. The Committee discussed the revisions to the Bylaws and offered no additional suggestions.

*Upon a motion made by Pam Chisholm and seconded by Martha Heath, the Committee voted unanimously to recommend that the Board of Directors approve the revised Bylaws, as presented.*

Tom Little noted that he and Scott Giles would revise the Committee Charges document for action by this Committee at the May meeting.

#### **Board Recruitment**

Chair Dave Larsen noted that VSAC's statutes require an active high school Guidance Counselor as well as a Financial Aid Officer of an institution of postsecondary education; therefore, now that Chuck Soule and Pam Chisholm are retired and their terms expiring, the Governor's Office will be appointing new members to replace them. Tom Little and Scott Giles provided an overview of the communication process with the Governor's Office and discussed next steps in the appointment process. Chair Larsen noted that the Committee would review possible suggestions for these two Board seats at the May meeting.

**CEO Evaluation Process**

Chair Dave Larsen provided background on the CEO Evaluation process noting that it has been one of the primary responsibilities of the Board Chair with input from the Human Resources Committee. Dave noted that if changes to the Governance Committee's responsibilities are approved, the Governance Committee will fulfill the role in the CEO Evaluation process previously played by the HR Committee.

Scott Giles reviewed the goals of the CEO Evaluation after which the Committee engaged in a conversation about the process and reviewed ideas for how the process could be improved.

**Other Business and Planning for Next Meeting**

Dave Larsen reviewed the timeline and process for the upcoming Board Officer Election.

There being no other business, the meeting adjourned at 9:55 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary