

Minutes

VSAC Governance Committee Meeting

May 24, 2021

8:00 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

Others Present: N/A

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

Chair Dave Larsen called the meeting to order at 8:03 p.m. on the Zoom virtual meeting platform with all present able to hear one another throughout the meeting. With a quorum established, the Committee proceeded with the agenda.

Approval of Minutes

Upon a motion made by Pam Chisholm and seconded by Martha Heath, the Committee voted unanimously to approve the Governance Committee meeting minutes of March 22, 2021, as presented.

Board Member and Officer Review

Dave Larsen noted that the terms expire this year for the three Board-elected members. Dave stated that he has confirmed with Dodie Mitchell and Martha Heath their interest in being reelected and has reached out to Matthew Derr to confirm his interest in reelection. The Committee discussed and the following motion was made:

Upon a motion made by Dodie Mitchell and seconded by Pam Chisholm, the Committee voted unanimously to recommend the Board reelect Dodie Mitchell, Martha Heath, and Matthew Derr.

Dave provided an update on officer elections scheduled for this fall, confirming that all incumbents have expressed an interest in serving another two-year term. Dave stated that he will reach out to the full Board to see if other members are interested in running and will announce the candidates to the full Board at its June meeting. Dave noted that the Governance Committee will evaluate the candidates at the September meeting for a recommendation to the full Board at their October meeting.

Whistleblower Policy Review

Tom Little reviewed the previously distributed materials and provided background on the policy, emphasizing VSAC's culture of making VSAC a safe place to work and where employees feel they are safe to be heard. Tom noted that upon review of the policy it appears there could be intersection between the historic anti-fraud policy and other personnel/Human Resources policies (those not dealing with claims of fraud) where routing reports and investigations through the Audit Committee may not be appropriate. Tom outlined two options to the Committee – 1) have two policies, with separate reporting, investigation and determination processes and routes 2) have a single policy, with separate reporting, investigation and determination processes and routes. Tom noted that with both options the Audit

Committee and Board would potentially be involved in any fraud scenarios. The Committee engaged in a discussion and agreed that non-fraud related reports should not be reported to the Audit Committee.

Tom noted that he will work on revisions to the existing Whistleblower Policy and will send materials out for the Committee to review in advance of the September meeting.

Board Recruitment

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to enter executive session at 8:35 a.m. in order to consider the appointment and evaluation of a public officer and to obtain confidential advice from legal counsel. 1 V.S.A. sec. 313 (a)(3).

The Committee exited the executive session at 9:23 a.m.

CEO Evaluation Report & Discussion

Dave Larsen explained that with the dissolution of the Human Resources Committee, the CEO Evaluation will now be a function of the Governance Committee. Dodie Mitchell referred members to previously distributed materials and reviewed the CEO Evaluation process with the Committee. The members engaged in a conversation about the process during which Dodie collected feedback from the Committee on the evaluation process and responded to member questions. Dodie noted that she will be circulating information to the Board prior to the June meeting.

FY22 Compensation Plan and Healthcare

Dave Larsen noted that compensation planning is also now part of the Governance Committee's functions (previously a function of the Human Resources Committee). Patrick Leduc provided an overview of the planning done for FY22 which included a review of compensation regionally and at many local organizations to help inform discussions. The Committee discussed the compensation recommendation (a 2.0% increase to base salary and a three-tiered performance-based payment not added to base salary) and the Executive Committee responded to member questions. Patrick noted the Finance Committee will review the FY22 budget later in the day with this compensation package reflected.

Patrick Leduc provided an update on healthcare and noted there is no planned change to the employee contribution for the upcoming fiscal year.

Other Business and Planning for Next Meeting

Dave Larsen stated that he will email the Committee to solicit ideas for the September meeting's Agenda.

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary