

Minutes

VSAC Governance Committee Meeting

September 20, 2021
8:30 a.m. – 10:00 a.m.

Zoom Videoconference Meeting

Committee Members Present: Dave Larsen (Chair), 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 8:32 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 Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of May 24, 2021, as presented.

Whistleblower Policy Review

Dave Larsen directed the Committee to the previously distributed Whistleblower Policy materials. Tom Little walked the Committee through the materials, responding to member questions, and highlighting that the Audit Committee's role is reserved for investigations specific to complaints that allege fraud. In response to member questions, Patrick Leduc confirmed the Executive Committee is reviewing other provisions in the Employee Manual to look for opportunities to better articulate protections for employees who report non-fraud-related suspected violations.

Board Officer Elections

Dave Larsen announced that he has not received communication from other non-officer Board members looking to serve as a Board Officer. The Governance Committee will recommend the slate of incumbent Board Officer candidates to the full Board at the October meeting, with the understanding that the advice and consent of the Governor has been engaged regarding the Board Chair.

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to recommend that the Board elect the following slate of Board Officers:

*Dorothy Mitchell – Chair
Martha Heath – Vice Chair
David Larsen – Secretary*

Board Membership Update

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee Members present voted unanimously to enter executive session at 9:35 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 9:41 a.m.

Upon a motion made by Dodie Mitchell and seconded by Martha Heath, the Committee voted unanimously to recommend that the Board appoint Clarence Davis to the Board to take the place of Matthew Derr who is resigning effective November 1, 2021.

Board Member Exit Interview Discussion

The Committee engaged in a conversation about the benefits of having a Board member exit interview for resigning Board members, noting that it's always valuable to get feedback. The Committee decided that an informal exit interview would be conducted for resigning members interested in providing feedback.

Other Business

Due to time, the Committee deferred the topics of Board Diversity, Evaluations, and Board Training & Education to a future meeting.

There being no other business, the meeting adjourned at 9:50 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary