

Minutes

VSAC Governance Committee Meeting

November 22, 2021
8:30 a.m. – 10:00 a.m.

Zoom Videoconference Meeting

Committee Members Present: Dave Larsen (Chair), Dodie Mitchell, Martha Heath
Committee Members Absent: N/A
Other Members Present: Tim Chamberlin
VSAC Staff Present: Tom Little, Patrick Leduc, Scott Giles, Marilyn Cargill, Mike Stuart, Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:41 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 September 20, 2021, as presented.

Whistleblower Policy

Tom Little summarized the work done by both the Governance Committee and Executive Committee in relation to the review of the Whistleblower Policy. Tom directed the Committee to the previously distributed materials outlining the existing policy, thoughts about the changes to the policy, and a draft of a proposed revised policy. Tom noted the next step would be for the Audit Committee to review the proposed revised policy before submitting to the full Board.

Committee members discussed the proposed draft, agreeing that the revisions clarified the policy and strengthened the whistleblower protection for VSAC employees without involving the VSAC Board of Directors (or its Chair) where such involvement is not necessary given the distinct roles of the Board and senior management.

Upon a motion made by Martha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the revised Whistleblower Policy, as presented, and ask the Audit Committee and full Board to review and take action on it.

Tom Little explained that the work on the Whistleblower Policy led VSAC to take a fresh look at the employee handbook's anti-harassment policy and noted that this work will be ready to share with the Committee at the January 2022 meeting.

Board Diversity

Dave Larsen briefed the Committee on a board diversity presentation he attended and directed them to his notes, previously distributed, from the session. The Committee engaged in a conversation and agreed that they would like to explore this topic further.

Board Training & Education

Dave Larsen led a conversation summarizing previous trainings and asked for Committee feedback on future trainings and when to offer them. The Committee discussed and determined that a verbal survey to gather Board feedback and suggestions would be done at the February 2022 Board meeting.

Other Business and Planning for Next Meeting

There being no other business, the meeting adjourned at 9:45 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary