

Minutes

VSAC Governance Committee Meeting

January 24, 2022
8:30 a.m. – 10:00 a.m.

Zoom Videoconference Meeting

Committee Members Present: Dave Larsen (Chair), Dodie Mitchell, Martha Heath, Tim Chamberlin, Ann Cummings
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 8:35 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 November 22, 2021, as presented.

Board Leadership Risk Assessment

Chair Dave Larsen welcomed Laurie Oliver, Director, Internal Audit & Risk Management and reminded the Committee that this risk is reviewed annually. This is the risk that VSAC may be unable to recruit and retain good Board members and Board leadership. Laurie reviewed the previously distributed risk document created to facilitate the conversation. The Committee reviewed and discussed the factors that may cause risk to occur, the impact and consequences if it does occur, and the potential opportunities to actively manage the risk. The Committee reviewed the controls and measures now in place to manage this risk.

Laurie Oliver exited the meeting at 9:10 a.m.

Board Diversity

Dave Larsen directed the Committee to previously distributed materials and engaged the members in a conversation on Board diversity as it relates to recruiting and engaging new Board members to help VSAC fulfill its mission. Dave noted that he will review the selection criteria currently outlined in the Board Manual and make suggested revisions to incorporate feedback received as part of today's conversation for review by the Committee at the March meeting.

Bylaw Review Update

Tom Little led the Committee through recommended edits of the Bylaws. The suggested modifications include broadening references to 'post-secondary' to include new programs that VSAC has been asked to administer for the state. Tom noted that it may be helpful to have an

annotated version of the Bylaws that include footnotes for clarity and use during new Board member orientation. The Committee agreed that an annotated version may be helpful. Tom will work on an annotated version and will bring a draft to the March meeting.

Anti-Harassment Language Review

Due to time, the Committee deferred this topic to the March agenda.

Board Training & Education

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 9:53 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary