

## Minutes

### VSAC Governance Committee Meeting

March 21, 2022  
8:30 a.m. – 10:30 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, Scott Giles, Marilyn Cargill, Patrick Leduc, and Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:31 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 Dodie Mitchell and seconded by Martha Heath, the Committee voted unanimously to approve the Governance Committee meeting minutes of January 24, 2022, as presented.*

#### Public Comment

There were no public comments given during the public comment period.

#### Anti-Harassment Language Review

Tom Little noted that the recent work done by the Committee on the Whistleblower Policy led VSAC to a review of the VSAC Employee Handbook's anti-harassment policy as established and periodically revised by management. Patrick Leduc directed the Committee to the previously distributed materials which provided an overview of the existing non-retaliation policies and highlighted revisions that management will be putting in place, including the addition of a general non-retaliation policy. Patrick explained that the policies are designed to foster a positive work environment for all staff, maintain a safe work environment, and protect the information and assets of the organization and those we serve. The Committee engaged in a conversation about the policy and revisions and agreed that the revisions provide greater clarity. In response to questions, Patrick confirmed that the information provided in the VSAC Employee Handbook is reviewed on an annual basis, at a minimum.

#### Board Member Recruitment

Chair Dave Larsen directed the Committee to the previously distributed materials on Board member recruitment, noting that, in general, when identifying, recruiting, and evaluating potential Board candidates, the Board considers a wide variety of criteria suitable to VSAC's mission. The Committee discussed the selection criteria and agreed that the demographics of both Vermont and those whom VSAC serves are changing, therefore, the criteria by which the Governance Committee and the Board identify and recruit prospective members should reflect these changes. Dave gathered feedback from the Committee and stated that he and Tom Little

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will work on revisions to the materials.

### **Board Education & Training**

Chair Dave Larsen engaged the Committee in a discussion on Board Education & Training, noting interest from Board members in receiving additional learning opportunities. Dodie Mitchell suggested that the Executive Committee work on putting together a list of possible topics and ask for Board member feedback and suggestions at the April meeting. Dodie noted that, after receiving Board feedback, she and Scott Giles will compile a potential list of topics for review by this Committee at the May meeting.

### **New Board Member Orientation**

Chair Dave Larsen transitioned the Committee to a discussion of new Board member orientation. Scott Giles noted that with the recent orientation of three new Board members it's a great opportunity to get feedback on the process. Tim Chamberlin shared his feedback on the orientation process noting that he found the open flow of information and opportunity to ask questions valuable. In response to feedback about the volume of information, Patrick Leduc suggested that Zoom recordings of the sessions be made available so that members could listen to them again later as a refresher. Members agreed that having a recording to refer to would be a valuable resource. Dave Larsen noted that this discussion will be continued to gather additional feedback from members.

### **Committee Priorities for the Remainder of 2022**

Chair Dave Larsen directed the Committee to the previously distributed Governance Committee Work Plan, highlighting the upcoming CEO Evaluation. Dodie Mitchell provided background on the CEO Evaluation process. The Committee engaged in a conversation about the process during which Dave Larsen confirmed the questionnaire used in last year's CEO Evaluation would be made available to the Committee prior to the May meeting so the Committee can provide feedback on any potential changes.

The Committee reviewed the work plan through the end of the fiscal year and, in response to questions, Tom Little confirmed he is working on revisions to the Bylaws as a result of the Committee's discussion at the January meeting and noting the revisions will be ready for review at the May meeting.

### **Other Business and Planning for Next Meeting**

There being no other business, the meeting adjourned at 10:23 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary