

## Minutes

### VSAC Governance Committee Meeting

May 23, 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

**Others Present:** N/A

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

Chair Dave Larsen called the meeting to order at 8:36 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 proceeded with the agenda.

#### 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 March 21, 2022, as presented.*

#### Public Comment

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

#### CEO Evaluation Report & Discussion

Dave Larsen reminded the Committee that with the dissolution of the Human Resources Committee, the CEO Evaluation is now a function of the Governance Committee. Dodie Mitchell referred members to previously distributed materials and reviewed the CEO Evaluation process with the Committee, noting the importance of providing feedback as it is valuable to both the Board and to Scott. The members engaged in a conversation about the process and the questions provided in the questionnaire during which Dodie and Dave collected feedback from the Committee and responded to member questions.

#### Bylaw Review

Tom Little directed the Committee to the previously distributed materials and reviewed the recommended edits to the Bylaws. The Committee engaged in a conversation and provided additional feedback for clarity. Tom noted he will incorporate the Committee's feedback and provide a revised version of the Bylaws for approval at the September meeting in the form of a Motion to recommend adoption by the Board at the Board's October meeting.

#### Report on Compensation and Hybrid Work Model

Dave Larsen pointed out that receiving a report on compensation planning is also now part of the Governance Committee's functions (previously a function of the Human Resources Committee) and that he will be revising the annual work plan to reflect this. Patrick Leduc provided an overview of the planning done for FY23 which included a review of compensation regionally, nationally, and locally, along with a review of the competitive nature of the workforce, and the rising cost of living, to help inform discussions. The Committee discussed the compensation recommendation (a 5.0% increase to base salary for staff who at least meet expectations and a three-tiered performance-based one-time payment not added to base salary) and the Executive Committee responded to member questions. Patrick noted the

Finance Committee will review the FY23 budget later in the day with this compensation package reflected.

Patrick Leduc provided an update on healthcare and noted that, due to the rising cost of healthcare, a 4% increase to the employee contribution is planned for the upcoming fiscal year.

Dave shifted the Committee's attention to the previously distributed Voluntary Hybrid Work Arrangement Policy. The Committee noted that they would like an update at the September meeting after VSAC management has had some experience with the new hybrid plan to see how it is going.

**Continue making changes to Board Manual**

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

**Other Business and Planning for Next Meeting**

There being no other business, the meeting adjourned at 10:22 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary