

Minutes

VSAC Governance Committee Meeting

September 19, 2022
8:30 a.m. – 10:00 a.m.

Boardroom, VSAC Offices
10 East Allen Street
Winooski, Vermont 05404

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: Patrick Leduc, Scott Giles, Marilyn Cargill, Tom Little, Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:33 a.m. With a quorum established, the Committee took up the first order of business.

Approval of May 23, 2022 Minutes

Dodie Mitchell noted that for the Report on Compensation and Hybrid Work Model topic, the first sentence should reflect that the Committee receives a report on compensation from management to review so it is clear the Committee doesn't create the report.

Upon a motion made by Ann Cummings and seconded by Martha Heath, the Committee voted unanimously to approve the Governance Committee meeting minutes of May 23, 2022, as amended.

Public Comment

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

Bylaw Review

Tom Little directed the Committee to the previously distributed materials and reviewed the recommended edits to the Bylaws which incorporated feedback provided by the Committee at the May meeting. The Committee engaged in a conversation about the revisions during which Tom responded to questions.

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

Update on VSAC Hybrid Work Arrangement

Dave Larsen transitioned the Committee to a discussion of the hybrid work arrangement in place at VSAC. Patrick Leduc summarized the arrangement as well as the research and the preparation done, explaining that staff returned to work in the building, in a hybrid format, on June 22, 2022. Scott Giles explained that a survey was sent out to staff to get an initial snapshot of how they are feeling and to gain insights into any adjustments that may need to be made to strengthen the hybrid work model. Scott noted the survey just closed so results have not yet been evaluated. He also pointed out that the survey is not the only way for staff to provide feedback. Patrick commented that the Executive Committee is sitting in the café periodically for a Cup of Joe to be present for staff and to create space for conversations.

The Committee engaged in a conversation about the hybrid work arrangement during which the Executive Committee responded to questions.

New Board Member Recruitment

Dave Larsen directed the Committee to the previously distributed materials on Board member recruitment, which included feedback from the Committee gathered during their last discussion on this topic. The Committee engaged in a conversation about the materials and proposed revisions, during which Dave gathered feedback and noted that he and Tom Little will work on revising the document to incorporate the additional feedback.

Board Education and Training

Due to time, this topic was deferred to a future meeting.

Other Business

There being no other business, the meeting adjourned at 9:53 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary