

Minutes

VSAC Governance Committee Meeting

November 21, 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: Tom Little, Patrick Leduc, Scott Giles, Marilyn Cargill, 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 September 19, 2022 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 19, 2022, as presented.

Public Comment

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

Bylaw Revisions

Dave Larsen noted that the full Board will need to ratify the vote taken at the October 2022 Board meeting to approve the Bylaw Revisions presented, as members did not have the revised Bylaw materials for the required minimum 15 days prior to the vote, as required in the Bylaws.

Board Manual Review

Dave Larsen directed the Committee to the previously distributed Board Manual materials on Board Member Recruitment and walked members through the proposed revisions. The Committee engaged in a discussion about the revisions and made additional recommendations to further clarify and strengthen the document.

Tom Little noted that he would draft the proposed revisions for the Committee to review at their January 2023 meeting before submitting to the full Board for its review and approval.

Board Self-Evaluation Planning

Dave Larsen transitioned the Committee to a discussion on the Board Self-Evaluation, directing members to previously distributed materials, outlining the methods and process used in the past for the Board Self-Evaluation and providing background and historical information for the newer Committee members. The Committee engaged in a conversation on methods and timing and decided to defer the self-evaluation and

continue the discussion at their January 2023 meeting, which would allow the Governance Committee to focus on Board education and training in the meantime.

Other Business and Planning for Next Meeting

There being no other business, the meeting adjourned at 9:55 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary