

Minutes

VSAC Governance Committee Meeting

March 20, 2023
8:30 a.m. – 10:30 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, Scott Giles, Marilyn Cargill, Patrick Leduc, and Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:37 a.m. 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 January 23, 2023, as presented.

Public Comment

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

CEO Evaluation Process

Chair Dave Larsen noted that the Governance Committee has conducted the CEO Evaluation twice now since the dissolution of the Human Resources Committee when this process became a function of the Governance Committee. Dave explained that today's meeting will be to discuss the process and any changes that the Committee feels are necessary and noting that at the May meeting the Committee will review the questionnaire that is sent to the Board. The Committee members discussed the timeline and process during which Dodie Mitchell and Dave Larsen responded to questions and collected feedback.

Board Officer Nomination and Election

Chair Dave Larsen provided background on the Board Officer Nomination and Election process, pointing out that it was formalized several years ago to be more inclusive and transparent. Dave explained that the election of officers occurs in October of every odd-numbered year and, as such, will occur this October. Dave noted that he would reach out to the incumbents to see if they have an interest in serving another two-year term and will also reach out to the full Board to see if other members are interested in running.

Board Training & Education

Chair Dave Larsen transitioned the Committee to a discussion on Board Education & Training to review the topics of interest gathered from the Board at their February 27, 2023 meeting. Dodie

Mitchell and Scott Giles provided an overview of the topics, explaining that they have compiled the topics into categories of fiduciary, generative, and strategic. Dodie and Scott reviewed possible options for how to plan and incorporate these training and education sessions into future meetings. The Committee discussed the planning process and timing of the sessions, and Scott and Dodie responded to questions and gathered feedback. Scott noted the next steps would be to review the plan with the Executive Committee and come up with a schedule. Scott noted that, with the Committee's support, he would proceed with scheduling the two fiduciary-related topics to occur over the next two Board meetings. The Committee agreed with this approach.

Committee Work Plan – Priorities for the Remainder of 2023

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

Board Manual Revisions

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

Other Business and Planning for Next Meeting

There being no other business, the meeting adjourned at 10:16 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary