

## Minutes

### VSAC Governance Committee Meeting

May 22, 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, Ann Cummings, Tim Chamberlin (present for portions of the meeting)

**Committee Members Absent:** N/A

**Others Present:** N/A

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

Chair Dave Larsen called the meeting to order at 8:39 a.m. With a quorum established, the Committee proceeded with the agenda.

#### 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 March 20, 2023, as presented.*

#### Public Comment

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

#### Board Officer Elections Report

Dave Larsen provided an update on the officer elections scheduled for this fall, confirming that all incumbents have expressed an interest in serving another two-year term. Dave noted that he will reach out to the full Board to see if other members are interested in running and will announce the candidates to the Board at the June meeting. Dave explained that the Governance Committee will evaluate the candidates at the September Governance Committee meeting and make a recommendation to the full Board for action at the October Board of Directors meeting. Dave noted that he would send the Governance Committee's recommendation to the Board no later than two weeks prior to the October meeting.

#### Review of CEO Evaluation Questionnaire and Process

Dave Larsen transitioned the Committee to a discussion on the CEO evaluation questionnaire and process. 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 included in the questionnaire during which Dodie and Dave gathered feedback from the Committee and responded to member questions.

#### Review Board Education & Training Sessions

Dave Larsen directed Committee members to the previously distributed list of Board Education & Training sessions and thanked Scott Giles and Dodie Mitchell for the detailed planning and thought that went into the document. Dodie Mitchell reviewed how the list was put together, noting that Scott organized the various topics into the categories of fiduciary and generative. Scott explained that the

foundation of this document came from Board member feedback on the topics they felt would be valuable to receive additional training on. Dodie reviewed the recent audit training conducted at the April Board meeting and solicited feedback from the Committee. The members engaged in a conversation about the audit training and agreed that it was informative, engaging, and helped them to better understand what an audit is and is not.

Dodie noted that she and Scott will work on putting the list of training sessions into the order in which they will be presented and will work on having them scheduled to occur throughout the next couple of years.

Tim Chamberlin joined the meeting at 9:50 a.m.

### **Report on Compensation and Hybrid Work Model**

Patrick Leduc provided an update on VSAC's hybrid work model, including an overview of the initial model used when VSAC brought staff back to the building in June 2022. Patrick explained that in the fall of 2022, a survey was sent out to staff on how they felt the model was working for them individually and for VSAC as an organization and noted that a high percentage of staff responded to the survey. Patrick explained that, after reviewing the survey responses with staff Directors and having additional open-door conversations with staff, a modification was made to reduce the number of days in the office from 60% to two days. Marilyn Cargill noted that the modification was well-received by staff and Patrick noted the efforts by the Executive Committee to be as available for staff as much as possible, including being available via Zoom/TEAMS and scheduling monthly Cup of Joe sessions in the collaboration space. The Committee engaged in a conversation about the hybrid work model, during which members of the Executive Committee responded to questions.

Due to time, Dave Larsen asked Patrick to discuss compensation at the September Governance Committee meeting. Scott Giles noted that compensation is part of the FY24 budget that would be reviewed by the Finance Committee later today and by the full Board at the June meeting.

### **Review Committee Work Plan**

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

### **Board Manual Revisions**

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 10:25 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary