

**Minutes**  
**VSAC Governance Committee Meeting**

**November 20, 2023**  
**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, Mike Stuart,  
Jodie Ducharme

Chair Dave Larsen called the meeting to order at 8:36 a.m. With a quorum established, the Committee took up the first order of business.

**Approval of September 18, 2023, 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 18, 2023, as presented.*

**Public Comment**

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

**Board Member Terms - Discussion**

Dave Larsen directed the Committee to the previously distributed materials on Board member officers and terms and Tom Little reviewed the materials while providing an overview of how the Board's state statutes evolved.

Committee members engaged in a conversation about the materials, noting that there are no scheduled Board vacancies until 2025, and Tom responded to questions.

**Committee Annual Work Plan – Discussion**

Dave Larsen transitioned the Committee to a review of the Governance Committee Work Plan, previously distributed, including a review of the Committee's responsibilities and a calendar of when work is scheduled to be done. The Committee engaged in a discussion of the work plan and members agreed that the plan looked thorough.

**Future Committee Tasks and Agenda Topics – Discussion**

Dave Larsen directed the Committee to the previously distributed materials on the Governance Committee's responsibilities and solicited feedback on future tasks and agenda topics that the members would like to see included in a future meeting.

**Board Manual Review**

Dave Larsen directed the Committee to the previously distributed Board Manual Suggested Changes and Discussion Points materials and walked members through the proposed revisions. The Committee engaged in a discussion about the revisions and made additional recommendations. Members of the Executive Committee confirmed the next steps they would take to draft the proposed revisions.

**Other Business and Planning for Next Meeting**

There being no other business, the meeting adjourned at 9:50 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary