

Minutes

VSAC Governance Committee Meeting

May 19, 2025

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, Mary-Katherine Stone

Committee Members Absent: Ann Cummings

VSAC Staff Present: Tom Little, Scott Giles, Patrick Leduc, Meghan Metzler, Brad Fallon

Others: N/A

Chair Dave Larsen called the meeting to order at 8:33 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 24, 2025, as presented.

Public Comment

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

Board Officer Election Update

Dave Larsen began by referring to his previously distributed memo to the Committee. In the fall of 2025, there needs to be an election for the Board Officers: chair, vice-chair, and secretary. Dave discussed the election process, and he has already established that the current officers are willing to serve another two-year term. Prior to the next Board meeting he will reach out to the full board to see if other members are interested in serving as an officer. In September candidates will be reviewed, and elections will occur in October. The Committee then discussed the election process.

Review of CEO Evaluation Process

Dave Larsen reviewed the main purposes of and the process for the Board of Directors performance review of the President and CEO, Scott Giles:

1. To actively engage the Board in providing specific and meaningful feedback to the CEO to support and encourage their professional growth.
2. To ensure that the CEO is fulfilling their obligations to the organization.
3. To provide a record of the Board's oversight of the CEO and the organization.

9:12 a.m. Mary-Katherine Stone joined the meeting.

Dave continued onto the Board's rubric/questionnaire that has been a part of the evaluation process. He proposed to the Committee some updates to the questionnaire, and they decided to review each question

together. During the Committee's review they reached a consensus on changes to the questions and order. Dave will make agreed upon updates to the questionnaire prior to it being sent to the full Board.

The Committee discussed the full evaluation process (which includes the questionnaire) and decided to continue with the process they have used before.

Other Business and Planning for Next Meeting

The Board Manual agenda item was deferred to the Committee's next meeting. There being no other business, the meeting adjourned at 9:56 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary