

## Minutes

### VSAC Governance Committee Meeting

November 17, 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, Ann Cummings, Mary-Katherine Stone

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

Chair Dave Larsen called the meeting to order at 8:35 a.m. With a quorum established, the Committee took up the first order of business.

#### Approval of September 22, 2025, 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 22, 2025, as presented.*

#### Public Comment

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

#### Board Manual

Dave Larsen discussed the memos he and Tom Little sent separately to the Committee. Dave then went through the process he thought the Committee should use today to review the Board Manual sections. Also, he and Tom will take notes from the Committee's conversations in this meeting and will update the draft manual revisions accordingly. There being no questions the Committee began its review of the Board Manual sections listed on the Agenda.

#### Board Member Recruitment: (3.4):

The Committee reviewed the edits to this section. They had a discussion on the frequency of the Committee's assessment to identify any gaps between the Board's composition and the Board's needs. The Committee also had a discussion to whether maintaining a recruitment list should be an expectation of this Committee or should be an expectation of the Executive Committee; the consensus favored the Executive Committee.

9:14 a.m. Mary-Katherine Stone entered the meeting

#### Board Self-Evaluation (3.5):

Upon review of the edits to this section, the Committee discussed the importance of self-evaluations and the frequency the committee should initiate them. The Committee also noted that after a Board self-evaluation the Committee should evaluate the results and determine where the Board has gaps in experience and knowledge to inform member recruitment.

**CEO Evaluation (3.6):**

While the Committee reviewed the edits, they also discussed the current CEO Evaluation process and whether this section should contain more details of that process. Tom and Dave will add more detail to the section including information that needs to be sent annually to the Governor.

**Committee Charges (4.1):**

The Committee reviewed the edits to the section. They then discussed the importance of having the Board Chair be a member of the Committee, and the importance that a Board member should not hold both the Governance Committee Chair and Board Chair positions simultaneously.

**Other Business and Planning for Next Meeting**

There being no other business, the meeting adjourned at 9:56 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary