

## Minutes

### VSAC Governance Committee Meeting

**January 26, 2026**  
**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 November 17, 2025, Minutes

*Upon a motion made by Dodie Mitchell and seconded by Ann Cummings, the Committee voted unanimously to approve the Governance Committee meeting minutes of November 17, 2025, as presented.*

#### Public Comment

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

#### Board Manual – Review and Revise

##### *Board and Committee Chair Responsibilities (Section 4.2)*

Dave Larsen started the Committee discussion on this Board Manual section. The Committee discussed what should happen when a member cannot attend a meeting, and they decided it is a member's responsibility to follow up with the Chair. They also discussed if there is a need for Committees to review their effectiveness, and they agreed that the Board Chair or the Committee should do a review on a periodic basis.

Dave then asked the Committee if they wanted to review the bullets of this section together to determine relevance and the committee decided to do so.

- Provide leadership to the Committee:
  - Foster a sense of purpose and team. *-The Committee chose to keep this bullet.*
  - Set a good example by being an effective Committee member: *-The Committee chose to keep these bullets.*
    - communicate well
    - attend and come well prepared for meetings.
- Facilitate the Committee meetings: *-The Committee chose to keep this bullet.*
  - Jointly set agenda with President/CEO (or designee). *-The Committee chose to keep this bullet.*
  - Keep the Committee on task. *-The Committee chose to keep this bullet.*
  - Facilitate dialogue and communication among Committee members: *-The Committee chose to keep these bullets.*
    - Ensure that all Committee members participate in meetings;
    - do not let one member dominate meetings.
  - Ask for future agenda items before the end of each meeting. *-The Committee chose to remove*

*this bullet.*

- Ensure follow-up after a meeting for those who were not present. *-The Committee chose to remove this bullet subject to further review by Tom and Dave – who will evaluate if this should be a member responsibility instead.*
- Assist President/CEO (or designee) in determining the need to re-schedule committee meetings when it appears that a quorum will not be present. *-The Committee chose to keep this bullet.*
- Communicate with Committee members between meetings as appropriate or needed. *-The Committee chose to keep this bullet.*
- Seek feedback on performance. *- The Committee chose to remove this bullet.*
  - Communicate cross-committee issues to other Committee Chairs and Board Chair, as needed. *- The Committee chose to remove this bullet.*
- Present Committee report to the next Board meeting. *-The Committee chose to keep this bullet.*
  - Monitor and assess Committee performance and effectiveness. *- The Committee chose to remove this bullet.*
  - Keep Board Chair informed of Committee's work and performance. *-The Committee chose to keep this bullet, but Tom and Dave will work on rewording it.*

The Committee decided to have Tom and Dave work on a rewrite of this section and present it back to the Committee.

#### *Board and Committee Meeting Guidelines and Best Practices (Section 4.3)*

The Committee started going through questions and comments that Tom Little had on this section. Their discussion moved onto expectations of a committee, which is to advise the Board. The full Board is responsible for making decisions. They also recognized this section had redundancy with other sections of the Manual. The Committee concluded that Tom and Dave will work together to simplify this section and bring it back to the Committee for review.

#### *New Board Member Orientation Process (Section 7.1)*

Dave Larsen began the discussion on this section. The Committee started by clarifying who is the Board Liaison and discussed the difference between orientation of a new Board Member and a discussion with a Board Member candidate. The committee did focus on the bullet on who should be at a new Board Member orientation, and after discussion they did not feel the bullet was required. Finally, the Committee decided to have Tom and Dave rewrite the section and bring it back to the Committee for review.

#### **Board Manual Next Steps**

Dave Larsen said that he and Tom Little will be working on re-writes of sections 4.2, 4.3 and 7.1 to bring back to the Committee for review. He asked if any members had any suggestions or comments to reach out to him or Tom.

#### **Committee Discussion: Risk Assessment Review from 2025**

The Committee did not have time for this agenda item.

#### **Other Business and Planning for Next Meeting**

There being no other business, the meeting adjourned at 9:53 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary