

## Minutes

### VSAC Governance Committee Meeting

March 23, 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

**Committee Members Absent:** N/A

**Other Members Present:** N/A

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

Chair, Dave Larsen called the meeting to order at 8:32 a.m. With a quorum established, the Committee took up the first order of business.

#### Approval of January 26, 2026, 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 January 26, 2026, as presented.*

#### Public Comment

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

#### Board Manual Review and Revise

Dave Larsen started by reviewing his previously distributed memo on the Board Manual revision drafting since the committee's last meeting in January.

##### Board Chair Role and Description (Section 4.2)

Dave Larsen led a discussion with the committee and the Executives on the overall direction of the revisions that he and Dodie Mitchell made to this section. There was a general agreement that the direction of the changes were acceptable. Then the committee reviewed the changes in detail, discussing the leadership style and characteristics required for the Chair. The committee decided to create a separation between characteristics/style and position requirements, and decided that there should be more emphasis on the separation between the Board's work versus Management's. The committee also provided general edits that Dave noted to update for the next version. The committee then turned to the proposed appendix for this section which focuses on terms and concepts that are used in the section. The committee agreed to keep the appendix. Dave and Tom Little will work together to incorporate the committee's feedback into the next draft, and they will present the draft at the next committee meeting.

##### Orientation (Section 7.1)

Dave Larsen began the committee conversation by asking the two newest Board Members for feedback on their orientation process. Both Mary-Katherine Stone and Tim Chamberlin spoke on the help their orientations were to them as they transitioned to becoming a member. The committee decided to keep bullet #6 and provided some other feedback items. Dave Larsen and Tom Little will revise the draft and revisit the section with the committee in a future meeting.

### Board Member Responsibilities (Section 2.3)

The Chair noted there was not enough time left in the meeting to review this section, and it will be done at a future meeting.

### Nationwide Multistate Licensing System (NMLS)

Tom Little informed the committee that NMLS will be updating their standard questions in April. Tom or Greg Severance will let the Board know when members need to log into NMLS and answer the revised questions. Martha Heath asked about the NMLS phishing issue. Patrick Leduc responded that VSAC is aware and monitoring it, but it appears that it only affected administrators of the system. However, if any Board member receives any odd communication from NMLS they should contact VSAC.

### Board Manual Next Steps

Dave Larsen concluded that he and Tom Little will continue to work on updates to the Board Manual and bring revised sections to the committee's May meeting.

### Other Business and Adjourn

There being no other business, the meeting adjourned at 9:55 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary