Minutes

VSAC Governance Committee Meeting

May 18, 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
Committee Members Absent:	Ann Cummings, Mary-Katherine Stone
VSAC Staff Present:	Tom Little, Scott Giles, Patrick Leduc, Meghan Metzler, Brad Fallon
Others:	N/A

Dave Larsen, Chair, called the meeting to order at 8:31 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 23, 2026, as presented.***

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

Review of CEO Evaluation Process
Dave Larsen reviewed the purpose and process of the Board of Director's annual performance review of the President and CEO. Dave then led a discussion with the Committee and Scott Giles on the previously distributed article 'Why Asking for Advice Is More Effective Than Asking for Feedback', (Yoon, et al.) September 20, 2019. The Committee concluded that both Dave Larsen and Dodie Mitchell will update the process to include the use of advice and they will prepare the evaluation for the June board meeting.

Board Manual, Review and Revise
Dave Larsen led a Committee discussion on the revisions and next steps needed to complete the updates to several Board Manual Sections.

- Board Chair Role – The Committee discussed the changes and agreed that Tom and Dave would update the last bullet in the section and bring this section back to the Committee for review.
- Board Committee Chair Role – The Committee discussed the changes and agreed that the section is complete.
- Board Officer Role - The Committee discussed the changes and agreed that the section is complete after a minor typographical correction.
- Board Member Role - The Committee discussed the changes and agreed that the section is complete after a minor typographical correction.

Other Business and Planning for Next Meeting
There being no other business, following a brief discussion about the committee's work later in the year, the meeting adjourned at 9:54 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary