Minutes

VSAC Governance Committee Meeting

September 21, 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
Committee Members Absent:	Tim Chamberlin, Ann Cummings
VSAC Staff Present:	Tom Little, Meghan Metzler, Brad Fallon, Kirstin Boehm

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Dave Larsen, Chair, 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 May 18, 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 May 18, 2026, as presented.***

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

Board Manual, section on Board Chair Evaluation
Dave Larsen started by walking the committee through the work that Tom Little, Dodie Mitchell, Scott Giles and he had done on the Board Manual since the committee last met in May. Based on prior Committee meetings they only need to discuss in detail the Board Chair Evaluation section. Dave proceeded by reviewing the updates made to this section and the reasons why. The committee had a discussion and agreed that the section would be complete after the role of the Governance Committee Chair was clarified. Tom Little took notes on the Committee's changes, and he will update this section accordingly.

Board Manual, all sections
Dave Larsen led the review of each section. Tom Little took notes on members' comments for each section of the updated manual. Tom did inform the committee that someone will take care of typographical issues; for example, missing periods. Therefore, the Committee could focus on content. The Committee concluded their comments, and Tom will incorporate them in the next edition of the Board Manual. As requested, Tom will present the Committee with the next edition so they can review it before it is presented to the full Board in October.

> ***Upon a motion made by Dave Larsen and seconded by Martha Heath, the Committee voted unanimously to recommend to the Board for approval of the updated Board Manual with today's consensus edits.***

Other Business
There being no other business, the meeting adjourned at 10:06 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary