Minutes

VSAC Governance Committee Meeting

November 16, 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
VSAC Staff Present:	Tom Little, Patrick Leduc, Scott Giles, Meghan Metzler, Brad Fallon, Kirstin Boehm

Chair Dave Larsen called the meeting to order at 8:31 a.m. With a quorum established, the Committee took up the first order of business.

Approval of September 21, 2026, Minutes

> ***Upon a motion made by Dodie Mitchell and seconded by Martha Heath, the Committee voted unanimously to approve the Governance Committee meeting minutes of September 21, 2026, as presented.***

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

Review and Consider Revisions to the Board of Directors Bylaws
Dave Larsen began by reminding the Committee that a bylaws review was postponed until after the board manual revisions were complete. Dave asked Tom Little to walk through the previously distributed bylaws and revisions. Tom noted that italicized text in the bylaws is Vermont State Statute and can only be changed by the Vermont General Assembly. The Committee reviewed the bylaws and revisions and engaged in discussions over: open meeting laws, the use of pronouns where it appears to be male only, and the use of a telefax. Tom highlighted that one of the Board's responsibilities is to decide on how bills are paid or who signs checks. They concluded that this decision should be a biannual discussion and action following board elections. Tom said he will take the provided feedback and update the bylaws for the Committee's review at the January meeting.

Review and Consider Revisions to the Committee Work Plan
Dave Larsen said the Committee's Work Plan needs to be reviewed since the committee is no longer focused on board manual revisions. The Committee reviewed the plan and engaged in a conversation about risk management and decided that their focus should be on risks associated with the VSAC Board governance and its membership. They continued their discussion by reviewing the term 'policies' in the old work plan and determined that the policies the Committee should be reviewing are already in the board manual or bylaws. The committee also decided to have an annual work plan that would be reviewed and approved annually each September. They ended that Dave would update this year's plan and bring it back to the next Committee meeting in January for review and discussion.

Other Business and Planning for Next Meeting

There being no other business, the meeting adjourned at 9:43 a.m.

Respectfully submitted,

Thomas A. Little, Assistant Secretary

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