

## Minutes

### VSAC Governance Committee Meeting

May 20, 2024

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, Ann Cummings, Tim Chamberlin

**Committee Members Absent:** N/A

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

Chair Dave Larsen called the meeting to order at 8:36 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 Tim Chamberlin, the Committee voted unanimously to approve the Governance Committee meeting minutes of March 25, 2024, as presented.*

#### Public Comment

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

#### Introductions:

Brief introductions were given to welcome the new CFO, Meghan Metzler.

#### Review of CEO Evaluation Questionnaire and Process

Dave Larsen (Chair) reviewed the reasons a Board of Directors does a performance review of the CEO of a corporation, and he spoke about the questions and feedback each board member provides in VSAC's process. The Committee reviewed the CEO performance evaluation process and discussed the core elements—the board survey, the CEO reflections, and the rubric on leadership that the Chair uses during the June board meeting to benchmark the CEO's performance as a leader.

The members agreed that the process has developed over time and currently is meeting both the needs of Scott Giles (President/CEO) for detailed suggestions for improvement and the Board of Director's need to fulfill its governance role.

The Chair transitioned the discussion to the specific questions the Board Members use to complete their portion of the CEO performance evaluation. The committee adopted two proposed changes to the board survey. Question #9 will be eliminated and question #4 will be revised to read as *Board Engagement*. In addition, question #5 will be revised to read: *The CEO develops strategies to successfully achieve VSAC's mission.*

#### Board Education & Training

Dave Larsen asked Dodie Mitchell and Scott Giles to speak on the Board Trainings they are planning. Dodie reviewed the education plan she has for the next board meetings between June and December, which will dovetail into new strategic planning. Scott added that he will also be discussing the training and materials with board members when he has his one-on-one meetings with each member this summer.

### **Board Manual**

Dave Larsen shared that he has been reviewing the Board Manual and found several things that needed updating.

After doing his review Dave and Tom Little, in the spirit of generative exploration, pondered the reasons for a manual, so Tom Little researched the origins of the Board Manual. Tom spoke to the climate and contributing factors at that time in history (2002-2004) that may have inspired the writing of the manual. Tom then reviewed the memorandum that was included in the committee materials (date 4/23/24) that outlines the 20-year history of the manual. The Chair concluded the discussion by noting that the Board Manual will be something this committee will be working on generatively with the goal of updating and simplifying it.

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

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary