

## Minutes

### VSAC Governance Committee Meeting

September 16, 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, Tim Chamberlin  
**Committee Members Absent:** Ann Cummings  
**Other Members Present:** N/A  
**VSAC Staff Present:** Patrick Leduc, Scott Giles, Tom Little, 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 May 20, 2024, Minutes

*Upon a motion made by Matha Heath and seconded by Dodie Mitchell, the Committee voted unanimously to approve the Governance Committee meeting minutes of May 20, 2024, as presented.*

#### Public Comment

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

#### Open Meeting Law and State Ethics Code Amendments

Dave Larsen asked Tom Little to summarize and update his two Memoranda on these topics. Tom started by referring the Committee to his July 31<sup>st</sup> memorandum. He then reviewed the recent legislation that the General Assembly passed, S.55, enacted as Act 133. He went over the difference of an advisory body verses a non-advisory body. And he concluded that the VSAC Board of Directors was a non-advisory (i.e., it is a decision-making) body. Therefore, the Act's changes apply to the VSAC Board of Directors meetings. Furthermore, VSAC Board Committee meetings are advisory bodies and not subject to the changes within the Act. A discussion followed Tom's update reviewing different types meetings the Board may have and if they were advisory or not.

Next, Tom referred the committee to his August 22<sup>nd</sup> memorandum on the State Ethics Code enacted in the 2024 legislative session (H 875, Act 171). Tom recommends that VSAC make no changes at this time. However, the statute is being reviewed within the state to see how this interacts with other state ethics codes. Dodie noted that the new statute also includes Ethics Training for Board Members. In conclusion, Tom will review any updates on the state level and bring recommendations back to this committee in November.

#### Board Manual Review

Due to time, this topic was deferred to a future meeting.

#### Board Education and Training

Scott Giles started by speaking on his annual one on one meetings with all the board members. He shared some perspectives that he has heard about the use of the "governance as leadership" model (from the Governance Committee Meeting Minutes, September 16, 2024, APPROVED on 11/18/2024

book by the same title) for board training. He also reported that Board Members feel engaged in their work, and the relations with Management also function well. Scott then said that in prior strategic planning efforts VSAC had pressing questions to resolve. Dodie then posed a question for this new round of strategic planning, ‘can the Board do better or can we do more?’ She expressed that since we are in a relatively calm period it is the opportunity to look deeper and make sure the right questions are being answered when the next strategic planning occurs.

Dodie wants to make sure that all Board Members can contribute to the training and strategic planning, no matter their level of familiarity on topic of governance. She reviewed with the committee her thoughts on how to achieve this. A discussion took place, providing Dodie with feedback on her thoughts regarding engagement, and the importance of ‘Question Storming’. The conversation concluded by Dave Larsen volunteering to draft notes that highlight important passages and sections of the book for Board Members.

**Discuss Agenda for November 18 Committee Meeting**

Due to time, this topic was deferred to a future meeting.

**Other Business**

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

Respectfully submitted,

Thomas A. Little, Assistant Secretary