

Minutes

VSAC Governance Committee Meeting

November 18, 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: Tom Little, Patrick Leduc, Scott Giles, Meghan Metzler, Brad Fallon

Chair Dave Larsen called the meeting to order at 8:33 a.m. With a quorum established, the Committee took up the first order of business.

Approval of September 16, 2024, 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 September 16, 2024, as presented.

Public Comment

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

Recent Legislation

Tom Little brought updates since the last committee meeting on the state statutory Open Meeting Law and Ethics Codes changes. Tom also said that he will continue to monitor these into the next legislative session because the laws might be revised due to the likely need for technical corrections. For now, we are waiting for the Secretary of State to implement the new Board Chair training from the Open Meeting Law. Tom concluded by saying he is in the process of making sure our Board Manual and Code of Ethics meet the new State Ethics Code.

Board Education – Discussion

Dave Larsen transitioned the Committee to a discussion reviewing the training session at VSAC's October Board meeting. Each board and executive committee member spoke about their thoughts and impressions of the training conversation. Overall, the committee felt that the conversation was productive and enhanced because the organization is in a relatively calm phase, it is mature and there is a high level of trust between the board and management. The committee discussed that to keep such engaging conversations going, board members need to ask thoughtful but serious questions about governance, when appropriate. The executives said they will also work with the board earlier in problem solving or opportunity searching phases. This will foster deeper conversations and better results for VSAC.

Board Manual Review – Discussion

Dave Larsen led a discussion on updating the Board Manual. The committee agreed that the manual is a resource used by new and tenured members, and that Dave Larsen and Tom Little will start working on updates outside of the committee meetings. In February they will bring to the committee recommendations for some parts of the manual and lead discussions on other parts, in an effort to fully update the manual.

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

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