



2017-2019 Board of Governors Meeting Minutes

Friday, July 12, 2019

10:15am to 12:30pm

Staff Liaison: Sylvia Bowen | sbowen@nahro.org

<http://www.nahro.org/nahro-board-governors-members>

MINUTES

President Carl S. Richie, Jr. called the meeting to order at 10:28 a.m., and asked Sylvia Bowen to call the roll. A quorum was established. Guests and staff were asked to introduce themselves.

President Richie recognized and welcomed new Board member Richard LaFerte, Chair of the Bangor (ME) Housing Authority. He replaces Joseph Lamagna, who recently retired.

President Richie announced the Board would convene in Executive Session at this time; guests and staff were asked to leave the room.

Following the Executive Session, President Richie inquired if there were any speakers for the Associates comment period. There was none.

CONSENT AGENDA

President Richie then introduced items on the Consent Agenda and asked if any member wished to remove an item from the Consent Agenda to the Discussion Agenda.

Items: Approval of the minutes of the April 7, 2019 meeting as submitted; amendments to bylaws: Colorado Chapter, Wyoming Chapter, and the Southwest Regional Council; 2020 Census; and LIHTC.

MEMBER SERVICES COMMITTEE

Colorado Chapter By-Law Changes

The Colorado Chapter proposed the following additions and change to its By-Laws:

Article IV- Section 6, Executive Board: Addresses the issue of directed proxy voting for Board members which is not allowed in Colorado unless specifically addressed in the bylaws. This amendment specifies that proxy voting will be allowed but that proxy votes must be given to another director and that director is only able to cast the vote as specifically directed.

It also allows for votes being made by any technology that is approved by the Board (like a conference application etc...)

Article V- Section 4, Officers, Names and Duties: Removes the requirement that the vice-presidents of CoNAHRO standing committees also serve on the regional MPNAHRO standing committees. This is not happening and is not necessary based on Colorado's already active participation with the MPNAHRO Board.

Article VI- Nominations and Elections: Allows for electronic voting similar to what MPNAHRO does. Currently they do the vote at the annual membership meeting and it is very difficult to assess quorum and participation is low.

Article VII- Section 3, Meetings: Clarifies that a quorum for membership votes is 25% of the agencies and individual members with only one representative counted for active agencies. For example, if they have 60 active agencies and 20 individual members then they would require 15 votes from the active agencies and 5 votes from the individual members to total 20 votes to establish a quorum.

Resolution: The Member Services Committee moves the acceptance of the additions and changes to the Colorado Chapter's By-Laws.

Wyoming Chapter By-Law Changes

The Wyoming Chapter proposed the following additions and change to its By-Laws:

Article VI Nominations and Elections: Changed the date when officers are elected from the annual meeting to the 1st quarterly meeting and changed the term annual conference to annual meeting.

Resolution: The Member Services Committee moves the acceptance of the additions and changes to the Wyoming Chapter By-Laws.

Southwest Regional Council By-Law Changes

The Southwest Regional Council (SWRC) proposed the following additions and change to its By-Laws:

Article X, Sections 1 and 2: Added two sections that addressed when the By-Laws could be amended and the process that needs to be followed to get the newly amended By-Laws approved.

Resolution: The Member Services Committee moves the acceptance of the additions and changes to SWRC's By-Laws.

HOUSING COMMITTEE

2020 Census

WHEREAS the 2020 Census count will positively impact communities through additional jobs and ensuring fair representation;

BE IT RESOLVED that NAHRO supports raising awareness and taking actions to support the 2020 Census and its affiliated benefits including an accurate count.

HOUSING AND COMMUNITY REVITALIZATION & DEVELOPMENT COMMITTEE

LIHTC

BE IT RESOLVED that NAHRO supports the Affordable Housing Credit Improvement Act of 2019 (S. 1703 and H.R. 3077).

No items were moved to the Discussion Agenda. President Richie called for action on the Consent Agenda.

Action

**Motion to approve the Consent Agenda by Steve Merritt; seconded by John Mahon.
Motion carried.**

DISCUSSION AGENDA

BOARD OF ETHICS AND CREDENTIALING TRESTEES (BECT)

Chair Carrie Riley and BECT Trustee Mark Thiele

Recommendation that all NAHRO Elected and Appointed Leadership Complete Ethics Training with a Focus on the Code of Professional Conduct.

The Board of Ethics and Credentialing Trustees (BECT) has the primary responsibility within NAHRO for originating programs and initiatives to foster a high degree of professional ethical awareness and strict adherence to the principles embodied in the Code of Professional Conduct.

In an effort to refresh the NAHRO membership's attention to the foundational importance of professional ethical awareness and the Code of Professional Conduct; the BECT recommends that the Board of Governors complete a NAHRO Ethics Training, to include specific focus on the Code of Professional Conduct within one-year of the ratification of this resolution, facilitated in a format as deemed appropriate by the President and CEO. The BECT will also schedule a training for all Trustees within one-year of the passing of this resolution.

This meaningful action on behalf of the BOG and NAHRO Leadership will be the catalyst to a comprehensive marketing of the ethics training as a requirement for all NAHRO Certifications as well as a standard recommendation for all NAHRO members who have an interest in leadership in the affordable housing industry.

Action

Motion to approve the recommendation from the BECT that the NAHRO Board of Governors complete a NAHRO Ethics training, to include specific focus on the Code of Professional Conduct within one year of ratification of this resolution by Mark Thiele; seconded by George Guy. Motion carried.

BUDGET & ADMINISTRATION COMMITTEE (B&A)

Chair Clif Martin

2018 Audit

The December 31, 2018 audit concluded successfully in early May. NAHRO auditing firm Marcum presented the audit results to the B&A Committee meeting on May 29. The results were very positive, both on the 2018 financial outcome and the very minor adjustments and recommendations for improvement. NAHRO ended the year in the black, \$286,402.

Resolution: At its May 29 meeting, the B&A Committee members unanimously recommend approval of the 2018 audit report by the Board of Governors at its July 12 meeting.

Action

Motion to accept the 2018 Audit Report by Clif Martin; seconded by Diane Cohn. Motion carried.

STRATEGIC DISCUSSION: NAHRO GOVERNANCE

President Richie submitted a memorandum to the Board that included revisions to the Governance Report, which was submitted to the Board at its October 2018 meeting. The memorandum cites proposed administrative recommendations and referrals; and proposed constitutional amendments for the Board's consideration.

ADMINISTRATIVE RECOMMENDATIONS AND REFERRALS

Administrative Recommendations—No action Required by the Board

#1: Reform the Board agenda and presentations to permit more time during Board meetings to discuss strategic planning and substantive policy matters.

Status

We have taken steps to streamline the Board agenda to create time for substantive and strategic policy discussions.

#2: The CEO should be given wide latitude to develop, market and expedite the delivery of timely educational and training products to meet NAHRO members' current and anticipated professional development needs. The wide latitude definition removes timely and cumbersome approval processes and addresses critical issues facing the industry.

Status

After visiting with the CEO and Senior Vice President, President Richie believes the current structure addresses this issue.

#3: The CEO should have meaningful discretion to engage Congress, HUD and industry partners on NAHRO adopted policies and positions. Given the non-existence of a clear legislative policy, the CEO should have latitude to consult with the Steering Committee to move forward on a timely basis. Further, the Legislative Network should be convened as an advisory body to the CEO and provide counsel on legislative matters.

Status

The current structure addresses this issue.

#4: NAHRO must provide a platform and home for member agencies participating in the Rental Assistance Demonstration, Low Income Housing Tax Credit, Moving to Work and Choice Neighborhoods within the current NAHRO committee structure. These current initiatives are important to NAHRO members and NAHRO must strive to engage, nurture and support their meaningful work.

Status

The Housing Committee has already created a new subcommittee to address the various housing models.

#5: Given the current and future complexities of the legislative and regulatory landscape, the Governance Committee recommends that the President, Senior Vice President, CEO and B&A Chair consider engaging a General Counsel to assist the CEO, Board and Steering Committee.

Status

The CEO currently seeks counsel from the current President, Parliamentarian and various members of HDLI, all of whom have various levels of expertise in different areas. This is a management decision and the Board should not micromanage on this issue.

Request from a Board member for the record: It is important for members who serve in leadership positions to have a “go-to” General Counsel to seek advice and counsel on legal issues. Former legal counsel William Maher provided an essential conduit for information to be shared between the membership and NAHRO employees.

#6: Focuses on Board membership and the issues of diversity and encouraging emerging leaders to offer their talents and expertise to the Board. Encouraging members to be active in NAHRO and creating a path to leadership including serving on the Board should be embraced by NAHRO chapters and regions. There are differing regional processes by which representatives are selected by the regions to serve on the Board. The Governance Committee supports a comprehensive strategy to encourage and support the concept of revising regional by-laws to promote and foster the concept of diversity and promoting emerging leaders to serve in leadership and on the Board.

Status

We are moving in that direction and taking steps to operationalize this issue. The current composition of the Board, the work of the Diversity, Equity and Inclusion Task Force, and the commitment from the next generation of NAHRO leadership are all contributing towards this. While more needs to be done in this area, the issue does not require BOG action at this time.

Administrative Referral

#1: NAHRO should initiate a “Sustainability/Succession Planning” initiative to engage existing NAHRO members and recruit future members. The initiative should be leadership driven and it is recommended that it is promoted and lead by the Senior Vice President.

Recommended Action

Refer to the Senior Vice President, Chair of Member Services Committee and the CEO to develop a membership campaign that involves elected leadership (i.e., Regional Presidents and SVP and Standing Committee Chairs).

RESOLUTIONS—CONSTITUTIONAL AMENDMENT NOT REQUIRED

#1: CEO Evaluation Committee

The CEO Evaluation Committee should be comprised of: NAHRO Senior Vice President, Standing Committee Vice Presidents, the Chair of the Budget & Administration Committee and the Immediate Past President. Revision should commence in **2018** and consideration be given to a “360 Review” prior to the expiration of the CEO employment contract.

Action: Motion to approve by Sunny Shaw and seconded by Ailrick Young. Motion carried unanimously.

#2: Term Limits for ad hoc groups and task forces

All future ad hoc groups and task forces shall be limited to two years. At the end of the term, if there is a need to continue the group, the issues addressed by the group should find a home within the current NAHRO Standing Committee structure and the President should consider adding the chair of the group to the respective Standing Committee. Existing groups shall be grandfathered in.

Action: Motion to adopt by Diane Cohen and seconded by Anthony Vasiliou. Motion carried unanimously.

#4: Ad hoc groups and task forces

All existing groups shall be identified or named “Advisory Committees,” and shall be grandfathered in. The BECT is excluded.

Action: Motion to approve by Anthony Vasiliou and seconded by Mark Thiele to identify committees other than Standing Committees and the BECT as “Advisory Committee;” examples, Legislative Network Advisory Committee, Small Agency Advisory Committee. Motion carried unanimously.

#3: Board members Participation on Standing Committees

In the future, members elected or appointed to the Board should be expected to serve and participate (ex officio) on a Standing Committee, except the B&A, to foster a better and more productive relationship between the Board and Standing Committees.

Action: Motion to approve by C. Sean Gilbert and seconded by George Guy. Motion carried unanimously.

RESOLUTIONS—PROPOSED CONSTITUTIONAL AMENDMENTS
AMENDMENTS ARE BOLD TEXT

Article X: Standing Committees

Section 1: Title.

There shall be standing committees at the national, regional, and chapter levels: Housing, Community Revitalization and Development, Professional Development, Member Services, International Research and Global Exchange (optional at the regional and chapter levels), Commissioners, **and Budget & Administration.**

Section 2. General Function.

The Budget & Administration Committee serves to oversee and monitor the financial processes and practices of the Association and advise and recommend to the Board of Governors certain actions regarding all aspects of the finances and assist in the strategic financial planning of the Association.

Section 3. Establishment of committee Membership.

The Budget & Administration Committee is composed of:

- **nine (9) members appointed by the President;**
- **one member from each region;**
- **the President appoints the Chair;**

Action: Motion to approve the proposed amendments to the Constitution by George Guy and seconded by Anthony Vasiliou.

Action: Motion by Andy Rodriguez and seconded by Diane Cohen to amend the proposed Constitutional amendment to state both the Chairs of Member Services and Professional Development Committees shall serve as ex officio members of the Budget & Administration Committee.

Both the mover and seconder of the original motion accepted the amendment to the motion.

It was suggested that B&A meetings be opened to all NAHRO members (in the spirit of transparency) except when the committee is convened in an executive session. Current B&A Chair responded that 90+% of the business conducted by the B&A is confidential or sensitive in nature and that careful thought and consideration should be given to this suggestion before a decision is made.

Action: President Richie called for vote on the original motion as amended. Motion carried unanimously.

Staggered Terms

President Richie called for motion to state that Budget & Administration Committee members shall serve staggered terms.

Action: Motion by Anthony Vasiliou and seconded by George Guy to approve staggered terms for members of the Budget and Administration Committee.

Question was asked if term limits was discussed. President Richie replied that it had not been discussed. As requested, the record of this meeting should reflect that the President, when appointing members to serve on the Budget & Administration Committee, should be mindful of this concern and recognize the need to periodically “refresh” the membership of the Budget & Administration Committee.

President Richie called for action on the motion. Motion carried unanimously.

Composition of the Steering Committee

President Richie called for a motion to amend **Article IV, Section 6, Steering Committee Membership**

There shall be a Steering Committee of the Board of Governors consisting of the President, the Senior Vice-President, the Vice-Presidents, the three Immediate Past Presidents serving as members of the Board, and the Regional Presidents and **Chair of Budget and Administration Committee. All members of the Steering Committee are voting members of the Steering Committee.**

Action: Motion by George Guy and seconded by Diane Haislip to amend Article IV, Section 6 of the NAHRO Constitution as presented above.

Question was asked when the membership would be asked to vote on the amendment—prior to the October Board meeting or delayed until there is an election. President Richie stated the membership would be asked to vote prior to the October meeting. A roll call vote on the motion was requested.

Action: Motion carried unanimously by roll call vote.

The President called for motion to codify the authority of the Steering Committee in the NAHRO Constitution as adopted by the Board of Governors in 2000 and is presented below.

Article IV, Section 6. Steering Committee—Powers. The Steering Committee shall be available for consultation and advice as needed. **The primary role of the Steering Committee is to carry out existing policy and to advise the President on action when there is no specific policy in place or when action is needed to be taken to change current policy. On some occasions, the Board may choose to authorize, in advance, the Steering Committee to act on its behalf on an issue, particularly if a decision is anticipated to be required between meetings of the Board.**

Action: Motion to codify the authority of the Steering Committee in the NAHRO Constitution as presented by Steve Merritt and seconded by Anthony Vasiliou. Motion carried unanimously by roll call vote.

The Governance Committee recommended merging the Housing and CR&D Committees. President Richie advised the Board that the leadership of both committees had expressed opposition to the idea of merging the two committees at this time. The following motion was made:

Action: Motion to table the recommendation by Mark Thiele and seconded by Anthony Vasiliou. Motion carried unanimously.

REPORTS: PRESIDENT, SENIOR VICE PRESIDENT AND CEO

President Richie expressed appreciation to NERC and MASS NAHRO for the warm welcome extended to conference attendees and for their gracious hospitality. His time spent at regional and chapter meetings were enjoyable and appreciated, said President Richie.

Senior Vice President Sunny Shaw's item was discussed during the Executive Session of the Board.

CEO Todman reported the two Professional Development initiatives related to RAD are moving forward. We will kick-off the Financial Management series this year, in October. NAHRO will return to Washington, DC for the 2020 Washington Conference (March 29-31). This year, CEO Todman, Tess Hembree and the Policy Team have traveled to more regional and chapter events and to places where national NAHRO has not had a presence. This is important to membership retention and growth, and as built into the 2019 budget. This will continue in 2020. Staff continues to work on issues related to portability and will produce a policy paper on this topic. Having a COO onboard enables CEO Todman to focus more on external partnerships.

Policy Director Georgi Banna commented on opportunity zones and two funding opportunities that were recently announced by HUD (1) mainstream vouchers; (2) HUD VASH vouchers.

BRIEF HIGHLIGHTS: COMMITTEES, TASK FORCES, AD HOC GROUPS, BECT AND HDLI

COMMUNITY REVITALIZATION AND DEVELOPMENT (CR&D)

Vice President Mark Thiele

CR&D began its meeting with *member recognition*, which lead to vibrant conversations about what members are doing within their communities. Visitors included Chair of SPAG and Housing Committee member and of course the NAHRO Leadership—President Richie, Senior Vice President Sunny Shaw and CEO Todman.

Vice President Thiele reported the committee had a working lunch where they focused on how to operationalize inclusion. There was also conversation about ABAR (anti-bias, anti-racist). The committee will produce a white paper on opportunity zones and toolkits on mixed finance and asset management.

Lastly, CR&D looks forward to having more conversations about housing as a right, noting that housing the homeless is a growing and huge challenge.

MEMBER SERVICES COMMITTEE

Vice President Andy Rodriguez

The Awards Subcommittee has completed its review of the M. Justin Herman Memorial Award. Their recommendations will be shared with the NAHRO staff for comment and then submitted to the Board in October.

The Marketing and Relationships Subcommittee continued to discuss membership retention, recruitment, and reclamation. The group will focus on incorporating membership benefits surveys in the Yapp App, adding more incentives for members to renew, and creating more opportunities for peer-to-peer interaction.

The IT Subcommittee received an update from staff on the website redesign and use of Personas; learned about the upgrades underway at the national office, such as moving document storage to the cloud, replacing old equipment, increasing internet speed, and staff training. Staff is also looking into the possibility of a new association management system, a learning management system, and a membership forum.

The Emerging Leaders Subcommittee has agreed on a theme for its event at the National Conference, *Superheroes for Housing*. They discussed possible candidates for the *Emerging Leader award*; and their upcoming session with the Fellows. Emerging Leaders encouraged Board members to attend its lunch and learn session, which will be held later today on race, diversity and inclusion.

The committee also held a discussion on how NAHRO can stay relevant for agencies that have undergone RAD or are considering it. A member suggested that NAHRO should provide RAD training for commissioners.

HOUSING COMMITTEE

Vice President John Mahon

The Housing Committee discussed:

NAHRO's proposal for reforming the portability system within the Housing Choice Voucher program. The committee offered staff suggestions for improving their current proposal, though some committee members still wonder whether tying mobility funding to portability the appropriate way is to structure NAHRO's proposal. Other members felt the committee already agreed on the basic framework but was currently working on ironing out operational details.

HUD's proposed eligible verification status rule. Committee members noted regions that have passed resolutions on the rule and discussed their worries on the proposed rule. These worries include additional expenses to cover new families, the time to lease up new families, the difficulty of evicting people over this rule, the document requirements (though some regions have PHAs that already collect the required documents), among other issues with the rule. The Chair stressed that the committee meeting was a space where everyone could voice their views.

The opportunity for program participants to participate in the 2020 Census. The chair provided committee members with information on the 2020 Census, including appropriate timelines. Some members agreed that it was a good idea to participate in this because it affords increased opportunities for program participants.

Members of the IRGE committee came to the Housing Committee and discussed the United Nations Declaration of Rights, including the right to housing. The IRGE committee members discussed the history and context of the UN Declaration of Rights, including the unratified treaties that the United States is a member to. At the end of the presentation, a point was made that many common concerns around housing as a right have been mitigated in other countries and context.

The Public Housing Subcommittee discussed the REAC 14-day notice.

The Section 8 Subcommittee talked about what an “Opportunity Voucher” looks like. The Innovative Housing Solutions Subcommittee was joined by members of the CR&D Committee to discuss how Opportunity Funds may be used to create additional affordable housing. It was noted that Opportunity Funds will mostly work with Housing Agencies in instances where it can be paired with LIHTC, RAD, and other public housing preservation programs. However, doing so can be challenging due to how the regulations and statute are structured. CR&D informed subcommittee members about the plan to continue engaging with the Opportunity Zone Initiative and asked Housing to provide feedback and input on Opportunity Fund products produced by CR&D in the future.

Lastly, the Housing Committee discussed *housing as a right*. One member brought up the point that saying housing is a right does not mean that housing necessarily needs to be funded nor that it cannot be regulated. There was a robust conversation about the extent of housing as a right. One guest suggested that the committee look beyond the word “right” and focus on the underlying idea that all should have safe and decent housing. The committee had a vibrant discussion.

PROFESSIONAL DEVELOPMENT COMMITTEE

Committee Member Buddy Oldfield reported in the absence of the Chair and Vice Chair

Professional Development continues with updates to current curriculum. Making great progress on the curriculum for Financial Management. Marketing Subcommittee has focused on national awareness and messaging. The recipient of the *Partner of the Year Award* will be announced at the National Conference and Exhibition in San Antonio, TX. Evaluations are up-to-date and are mostly positive. Ongoing work on faculty performance standards and faculty recruitment process and review. Staff will host a faculty retreat following this conference.

INTERNATIONAL RESEARCH AND GLOBAL EXCHANGE COMMITTEE

Vice President Saeed Hajarizadeh

Program planning for the *International Forum on Housing and Community Development* continues with country partners: Germany, South Africa, Canada and the global organization, INTA. This event will take place following the San Antonio Conference, October 12-14, in Austin, TX. The committee discussed how to engage with the National American Indian Housing Council. Six NAHRO members have confirmed their participation in the study exchange scheduled August 27-September 3, 2019, in Darwin, Australia.

COMMISSIONERS COMMITTEE

Vice President Henrietta Snipes

Vice President Snipes proudly announced the release of the Commissioners Handbook and that copies were for sale at this conference. She commended editor Sylvia Gimenez for exemplary work and the NAHRO leadership for their support. President Richie shared he was pleased to see that a legislative calendar was included in the book.

He commended it as good resource for community leaders and city council members who do not fully understand the role of Commissioners.

BOARD OF ETHICS & CREDENTIALING TRUSTEES

Chair Carrie Riley

The BECT working group charged with completing a Strategic plan goal of reviewing all 16 current NAHRO Certifications reported that all 16 certification reviews have been completed and a report was submitted to BECT regarding proposed changes/additions to the NAHRO Certification programs.

The joint working group with Member Services and Professional Development committee and others on Ethical Leadership provided an updated Code of Professional Conduct for BECT review. The BECT approved revisions to the Code and will submit to the Board of Governors for review prior to the Board of Governors October 2019 meeting.

Staff reported progress in offering NAHRO Certification Exams online. They will continue to be proctored exams, retaining NAHRO's position as the most fair and ethical credentials in the industry.

The position of NAHRO Examination Boards Chair remains open. This position is responsible for all the NAHRO Examination Boards, which create the certification exams for some NAHRO Certifications.

BUDGET & ADMINISTRATION COMMITTEE (B&A)

Chair Clif Martin

Several action items are under way: (1) creating an updated, modern Investment Policy for review and approval by the Board at the October meeting; (2) improving business intelligence and financial reporting tools internally for better decision making; and (3) building a comprehensive internal cash flow tool. The Investment Policy will incorporate a B&A Committee SWOT analysis and benchmarking to the Chief Financial Analyst Institute's best practices checklist to ensure relevancy.

SMALL AGENCY TASK FORCE (SATF)

Chair Sharon Carlson

SATF discussed issues related to repositioning such as remaining in public housing was an option; members shared their experiences and mentioned what they had heard from their peers. There will be an e-learning session in August on this topic. SATF members commented on the Eligible Status Verification proposed rule and discussed the regulatory burdens that come with the rule. It was noted that some members have already been contacted about the 14-day REAC inspections.

Professional Development Director Jennifer Naughton visited with SATF and inquired about their needs. Suggestions included development of a template of policies accompanied by a webinar; basic training for new executive directors and basic financial literacy training.

LEGISLATIVE NETWORK (LEGNET)

Chair Michael Gerber

The Legislative Network has set an ambitious goal of 4,000 letters during the August recess. Topics that will be highlighted each week: homelessness, tax credits, capital fund and infrastructure, and transportation and HUD Appropriations bill. LEGNET is excited about the new Advocacy App and Action Center, which was announced via video at the opening plenary session.

President Richie commended staff on the production of the Advocacy Video and said that a similar marketing video for Professional Development would be a powerful tool for regions and chapters to showcase at their events. He asked Mike Gerber to work with Professional Development on this endeavor.

HOUSING AMERICA TASK FORCE

Chair Richie Herrington

Chair Herrington began his report by expressing appreciation to NERC NAHRO and MASS NAHRO for hosting the Golf Tournament for the benefit of the NAHRO Merit Scholarship Program. Approximately \$3,200 was raised for the program. At this conference, regional recipients and the first LDG Scholars will be announced.

Mr. Herrington reminded Board members of the deadline for submission of regional posters for the 2020 Poster Contest, August 2; judging will be held shortly thereafter. Keeping with tradition, winners will be announced at the National Conference and Exhibition.

President Richie stressed the significance of the scholarship program and the value that it provides to recipients. He also suggested that NAHRO use this opportunity to give back to the community. A motion was offered:

Action

Motion to donate \$1,600 of the proceeds from the Golf Tournament to NERC for the benefit of its Scholarship Program moved by Mark Thiele; second by Andy Rodriguez. Motion carried.

STRATEGIC PLANNING ADVISORY GROUP

Chair Jennifer Bergman

SPAG received an update from staff on newly released housing platforms of presidential candidates. Working with the policy team, SPAG identified topics for the Association's White Paper, which will be prepared by Dr. Tiffany Manual and presented to presidential candidates. The Paper will express our members' needs and values. Due to lack of time, discussion on the Strategic *Plan Close-Out* was deferred until the August teleconference.

DIVERSITY, EQUITY AND INCLUSION TASK FORCE (DEITF)

Member Phil Bernal reported in the absence of Chair

DEITF continues to focus its efforts on three primary activities: collect data in order to inform our DEI efforts; advocate for greater support for efforts in operationalizing DEI at NAHRO, including changing language of the diversity statement and diversity framework; work on educational resources and bringing in external partners, supporters, and trainers.

BUSINESS PARTNERS COUNCIL (BPC)

Chair Dionne Roberts

The BPC will soon unveil its Partnership Award, which has been designed to recognize both a vendor partner and a housing agency or community development whose partnership exemplifies a joint effort that creates positive change. BPC's ask of the President is to appoint one representative from each region to serve on the review panel.

BPC will sponsor its second *Business Speed Networking* event at the National Conference. Conference registrants will be asked to identify their interest when they register for the conference.

Ms. Roberts commented on the opportunity she had to network at the TX Chapter Conference. She will encourage BPC members to attend regional events in order to connect with regional vendors.

HOUSNG AND DEVELOPMENT LAW INSTITUTE

Kathie Soroka reported in the absence of HDLI Representative Vivian Bryant

HDLI members are appreciative of the relationship they have with NAHRO members. Ms. Soroka cited some of the services provided by HDLI: educational seminars, legal counsel and publications. HDLI will continue to offer a one-day legal conference in conjunction with the National Conference and Exhibition in October.

CEO Todman expressed appreciation to HDLI General Counsel Lisa Walker for being responsive to her call for advice and counsel.

President Richie called for a motion to accept reports presented by himself, the Senior Vice President, CEO, Vice Presidents and Chairs of Advisory Groups.

Action: Motion to accept the above reports by Anthony Vasiliou; seconded by David Lange. Motion carried.

Action: Motion to accept the BECT report by Sunny Shaw; seconded by Henrietta Snipes. Motion carried.

REGIONAL REPORTS

In the interest of time, President Richie called for deferral of Regional Reports, which are posted online. He called for a motion to defer.

Action Motion by Steve Merritt; seconded by Joseph D'Ascoli to defer presentation of regional reports. Motion carried.

Board members were given a copy of Major Garrett's book *Mr. Trump's Wild Ride.* He delivered a keynote address at the Washington Conference; his appearance fee included copies of his book.

Senior Vice President Shaw advised the Board that Southwest Senior Vice President Tonya Mabry had to leave the conference due to stormy weather in Louisiana. President Richie shared that CEO Todman has developed protocol on what to do in these instances.

There being no further business, President Richie called for a motion to adjourn.

Motion to adjourn, moved by Joseph D’Ascoli; seconded by Anthony Vasiliou. Motion carried.

ATTENDANCE:

Officers: Carl Richie, Sunny Shaw, Mark Thiele, Andy Rodriguez, Saeed Hajarizadeh, Henrietta Snipes and John Mahon

Past President: Steve Merritt

NERC: Diane Cohen, Joe D’Ascoli, Richard LaFerte, Anthony Vasiliou

MARC: Diane Haislip, Kathy Walter

NCRC: Jennifer Keogh, Marty Ryan and George Guy

SERC: C. Sean Gilbert, Ailrick Young, L. Thomas Rowe

SWRC: David Lange, Darrin Taylor, David Gates, and Deborah Jenkins

PNRC: Lowel Krueger, Cupid Alexander, and Lisa Stevens

PSWRC: Rob Fredericks, Ed Mayer, Patricia Wells and Ramsey Jay

MPRC: Duane Hopkins, Dianne Hovdestad, Peter Lifari, Julie Brewen and Philip Bernal

B&A Chair: Clif Martin

Ex officio: Jennifer Bergman, Carrie Riley, Sharon Carlson, Mike Gerber, Richard Herrington, Dionne Roberts, and Antonio Jackson

Excused Absences: Betsey Martens, Preston Prince, Regina Mitchell, Vernon Lawrence, Tonya Mabry, Earnest Burke, Rob Fredericks, Ed Mayer, Carol Gore, Vivian Bryant, Elizabeth Glenn

Absent: Dee Anna Peterson

NAHRO Staff in Attendance: Adrienne Todman, Georgi Banna, Lori Barringer, Sylvia Bowen, Tushar Gurjal, Tess Hembree, Jennifer Naughton, Eric Oberdorfer, Blake Pavlik, and Chuck Wellard, Ashanti Wright

***Next Meeting: In conjunction with the National Conference and Exhibition
San Antonio, TX: October 10-12, 2019***

MEMORANDUM

DATE: July 8, 2019

TO: Board of Governors

FROM: Carl S. Richie, Jr., President

SUBJECT: NAHRO GOVERNANCE STRUCTURE

During the last term, Past Presidents Betsy Martens and Preston Prince made a motion that the BOG adopted, which was to reexamine NAHRO's governance structure. Because we were focused on recruiting and retaining a new CEO, this issue was not addressed. Rather than letting this issue die, I established the Governance Committee composed of NAHRO Past Presidents. Beginning in January 2018 and since then, several face-to face meetings and conference calls were convened to discuss the purpose of the Governance Committee and to discuss the Past Presidents' experience with governance during their respective terms of office. The current NAHRO Senior Vice President and the CEO participated in our meetings and conference calls. The Committee was created pursuant to a BOG resolution that a group be formed to review the current NAHRO Governance structure and propose recommendations for improving and enhancing the governance process. There were numerous issues, proposals and initiatives discussed over the year, which included the following:

- A) BOG Structure, Size and Representation;
- B) Merging Standing Committees (Housing/CR&D Committees);
- C) Establishing limitations as to the length of time members serve on the BOG;
- D) Ad Hoc, Working Groups, Task Forces and their function and length of service;
- E) BOG Roles, Responsibilities and Authority versus that of the Steering Committee;
- F) Membership engagement and recruiting new members to the organization;
- G) Empowering the CEO to respond to the changing legislative environment in consultation with the Steering Committee: and
- H) Sustainability/Succession Planning

The Governance Committee wants NAHRO to be ***“flexible, nimble, responsive and a dynamic organization that can address current and future challenges facing the housing and community development industry”***.

The current governance structure consisting of 54 board members looks intimidating and appears to be too large to make quick decision in an ever-changing housing and community development legislative and regulatory environment. Governance enhancement will serve our legislative, professional development and member services initiatives with progressive and responsible policies and initiatives.

I want to personally thank members of the Governance Committee for their time and effort. They produced a report for us that was discussed at the BOG meeting, October 26th, 2018 in Atlanta.

After the discussion, listening to various members of the BOG, going through a pilot phase, reviewing the minutes of the BOG meeting and a thorough review of the NAHRO Constitution, I propose that we complete the work and take action on the recommendations contained in the report. In addition to being a flexible, nimble, responsive and a dynamic organization that can address current and future challenges, I want the BOG meeting to be a balance between addressing timely administrative matters and engaging in substantive and strategic policy discussion without exhausting an entire day. We all attend NAHRO conferences to network and attend education and training sessions. Every minute that we spend in a BOG meeting listening to rote reports takes away from the unique NAHRO conference experience. After all, we plan for education sessions and often are asked to serve on panels, and I believe we all feel a sense of purpose when we are sharing our ideas and are engaged in the latest policy discussions or innovative administrative programs that enable us to operate our respective agencies in a more efficient and effective manner.

The BOG meetings have evolved from a week-long meeting to a three-day meeting to a four-hour meeting to currently two- and one-half hours. When I was first elected President, several people asked me to make the BOG meeting shorter and more meaningful so that we are not texting back and forth, looking at our phones while someone gives a report.

Accordingly, I proposed that we take action on the Governance Committee's recommendations that will enhance the governance process. Only a few of the recommendations require us to amend the Constitution, and I'm proposing to modify some their recommendations:

- Reform the agenda and presentations to permit more time during BOG meetings to discuss strategic planning and substantive policy matters.

We have already taken steps to streamline the BOG agenda and to create time for substantive and strategic policy discussions. This process can and should be fine-tuned so that BOG members spend their valuable time involved in high-level policy and strategic discussions. I view this as an administrative matter that doesn't require a vote to implement this recommendation.

- The CEO Evaluation process should be restructured, and the Evaluation Committee should be revised to include the most appropriate leadership amongst the NAHRO BOG. The Committee would consist of the Senior VP, Standing Committee VP's and B&A Chair. We recommend that the Evaluation Committee revision commence in 2018 and **consideration be given to a "360 Review" prior to the expiration of the CEO employment contract.**

The current SVP has already implemented this recommendation and she has added the Immediate Past President who has a historical knowledge of past evaluations processes and activities to the CEO Evaluation Committee

If it is the will of the body, the Chair will entertain a motion to adopt this process.

- The CEO should be given wide latitude to develop, market and expedite the delivery of timely educational and training products to meet NAHRO members current and anticipated professional development needs. The wide latitude definition removes timely and cumbersome approval processes and addresses critical issues facing the industry. An example cited was NAHRO's response to the adoption of the 1998 Quality Housing and Work Responsibility Act!

After visiting with current CEO and Senior Vice President, I believe the current structure addresses this issue.

- The CEO should have meaningful discretion to engage Congress, HUD and industry partners on NAHRO adopted policies and positions. Given the non-existence of a clear legislative policy, the CEO should have latitude to consult with the Steering Committee to move forward on a timely basis. Further, the Legislative Network should be convened as an advisory body to the CEO and provide counsel on legislative matters.

Current structure addresses this issue.

- NAHRO must provide a platform and home for member agencies participating in the Rental Assistance Demonstration, Low Income Housing Tax Credit, Moving to Work and Choice Neighborhoods within the current NAHRO committee structure. These current initiatives are important to NAHRO members and NAHRO must strive to engage, nurture and support their meaningful work.

Housing Committee has already created a new subcommittee to address the various housing models.

- *In the future, members elected or appointed to the BOG should be expected to serve and participate (ex-officio) on a Standing Committee to foster a better and more productive relationship between the BOG and Standing Committees.*

If it is the will of the body the Chair will entertain a motion to adopt this recommendation.

- *The creation of Working Groups, Ad Hoc Committees and Task Forces serve an important function to analyze, recommend and advance NAHRO initiatives. However, once the special groups complete their tasks and should the President wish to continue their good work, the issues addressed by the groups should find a home within the current NAHRO Standing Committee, and the President should consider adding the chair of the group to the respective Standing Committee.*

If it is the will of the body, the Chair will entertain a motion to adopt this recommendation.

- NAHRO should initiate a "Sustainability/Succession Planning" initiative to engage existing NAHRO members and recruit future members. The initiative should be leadership driven and we recommend that it is promoted and lead by the Senior Vice President.

If it is the will of the body, the Chair will entertain a motion to refer this to the SVP, Chair of Member Services and CEO to develop a membership campaign that involves elected leadership (i.e., Regional Presidents and SVP and Standing Committee Chairs).

- Given the current and future complexities of the legislative and regulatory landscape, the Committee recommends that the President, Senior Vice President, CEO and B&A Committee consider engaging a General Counsel to assist the CEO, BOG, and Steering Committee.

The CEO currently seeks counsel from the current President, Parliamentarian and various members of HDLI. This is a management decision and the BOG should not micromanage on this issue.

- Focuses on BOG membership and the issues of diversity and encouraging emerging leaders to offer their talents and expertise to the BOG. Encouraging members to be active in NAHRO and creating a path to leadership including serving on the BOG should be embraced by NAHRO chapters and regions. There are different regional processes by which representatives are selected by the regions to serve on the BOG. The Governance Committee supports a comprehensive strategy to encourage and support the concept of revising regional by-laws to promote and foster the concept of diversity and promoting emerging leaders to serve in leadership and on the BOG.

We are moving in that direction and given the current composition of the BOG, the work of the Diversity, Equity and Inclusion Task Force and the commitment from the next generation of NAHRO leadership, we are taking steps to operationalize this issue. While more needs to be done in this area, this does not require BOG action at this time.

- Relative to the Budget and Administration Committee, we recommend that the outgoing and in-coming Presidents consider staggered terms of office for the B&A Committee. The goal is to maintain some historical knowledge as to financial and administrative issues facing NAHRO.
- The B&A committee is very important and plays a critical role with checks and balances on behalf the NAHRO membership. In the past, there have disputes regarding the role of the B&A committee (i.e. purely advisory, B&A Chair lack the ability to offer a motion to adopt the budget or vote for any item on the BOG agenda). Since the B&A Committee is not a standing it is either an ad hoc committee, advisory committee or task force. Accordingly, there is nothing to compel the President to appoint a B&A Committee or Chair. Further, under the current Article IV Section 6 of the Constitution the B&A Chair is not a member of the Steering Committee.

To clarify the B&A Committee's role, the President proposes the following:

1.) Amend the constitution to add the B&A Chair as a member of the Steering Committee;

2.) Amend the constitution to elevate the B&A Committee to a standing committee

3.) The B&A Committee would be:

- *Composed of nine (9) members;*
- *One member must be from each region;*
- *All members are appointed by the President;*
- *The President appoints the Committee Chair;*
- *The B&A Committee members serve staggered terms to ensure continuity.*

The Governance Committee recommended merging the Housing and CR&D Committees and offered the following rationale.

The NAHRO organization is a big tent and attempts to address the professional development and legislative policy needs of a very diverse group of members and agencies. In today's environment, NAHRO agencies are becoming more diverse and entrepreneurial than ever before. Local initiatives and discussions no longer focus on a single policy or program to address community and neighborhood revitalization. The issues of repositioning public housing (RAD), housing choice voucher mobility and inclusion, homeless, choice neighborhoods initiatives, inclusive neighborhoods, lead based paint, housing for persons with aids and many other societal issues requires NAHRO to engage member agencies with multiple goals and visionary thinking. The current structure of a Housing committee dealing with public housing and HCV's and a CR&D committee dealing with CDBG/HOME acts as a silo and does not foster discussions that are cross cutting to both committees. An example of this is the CDBG Consolidated Plan process where housing and community development agencies rarely interact with one another. A communities' strategy to address the previously cited issues requires they work together to achieve community and common goals. The issues of Fair Housing and LIHTC are both housing and community development issues where a cohesive policy could be developed by a single committee. *If merged appropriate and multiple subcommittees could be established to address specific areas associated with the larger committee.* The Governance Committee is very mindful of inclusion, representation and assuring members have access to the revised HSG/CR&D standing committee and subcommittees.

Another point to consider is that are a considerable number of members on the CR&D committee are from housing agencies and the fact that NAHRO has struggled for years to attract CR&D membership.

I have discussed the above with the current VPs of Housing and CR&D and they are opposed to the idea of merging the two committees at this time. They both have a lot on their agendas, and they are working closely together. Additionally, NERC and Connecticut NAHRO have both passed resolutions opposing this recommendation.

The Chair will entertain a motion to table the issue.

The Governance Committee recommended maintaining the current BOG size and structure with full Board addressing the NAHRO vision and the role of strategic advisors by creating a strategic planning process with an oversight function. The BOG would be the inspirational leaders of NAHRO. The Steering Commission would be the policy decision group with flexibility and timely responsiveness to matters that require critical actions in legislative, regulatory and organizational matters. The Steering Committee would be revised to include President, Sr. VP, Regional Presidents, Housing VP, CR&D VP, Member Services VP, Professional Development VP, Commissioners VP, IRGE VP, B&A Chair. BOG delegation of authority may require a NAHRO Constitutional amendment. It should be noted that the CEO conducted a survey of other similar size non-profit organizations and their policy boards were approximately seventeen (17) members.

On March 26, 2000, the BOG adopted a motion by Sammie Szabo, which was seconded by Karen Weitzel that established and delineated the role of the Steering Committee. The adopted motion specifically stated:

To carry out existing policy and to advise the President on action when there is no specific policy in place or when action needed to be taken to change current policy. On some occasions, the Board may choose to authorize, in advance, the Steering Committee to act on its behalf on an issue, particularly if a decision is anticipated to be required between meeting of the Board.

I proposed rather than transfer the policy decision authority from the BOG to the Steering Committee that instead, we amend the NAHRO Constitution with the language adopted by the BOG that outlines the role of the Steering Committee. This system has worked well for the past 19 years and I go back the questions several Past Presidents raised during our discussions: “What problems are we attempting to solve?” Our current system works well but there are occasions when someone questions the role and authority of the Steering Committee. So that no one has to look back to the year 2000 and hunt through the minutes to answer the question regarding the Steering Committee’s role and authority. By simply putting the language in the Constitution, we make it obvious the role and authority of the Steering Committee and clear any confusion that future BOGs or members may have regarding the role and authority of both the BOG and Steering Committee.

Proposed Constitutional Amendments

The proposed Constitutional Amendments are submitted based upon the recommendation of the Governance Group and the discussion at the Board meeting in Atlanta.

ARTICLE X

Standing Committees

Section 1. Title. There shall be standing committees at the national, regional, and chapter levels: Housing, Community Revitalization and Development, Professional Development, Member Services, International Research and Global Exchange (optional at the regional and chapter levels), Commissioners, **and Budget & Administration.**

Section 2. General Functions. The Housing Committee and the Community Revitalization and Development Committee shall generally address the programmatic areas of their respective functions, and shall recommend actions to the Board of Governors regarding, but not limited to, program dollars, legislation, regulations, administration at federal, state, and local levels and the effective representation of the membership's interests therein.

The Professional Development Committee shall focus on the general and specific areas of career identification, training and education, certification and credentialing, and the professionalization of the members.

The Member Services Committee shall serve the general and special interests of the members which cut across program and professional lines; represent the interests of special interest groups within the membership, including but not limited to minorities, commissioners, and women; and shall work to coordinate supportive products and services rendered by the Association such as conferences and conventions, workshops and seminars, publications, representation, and such related matters.

The International Research and Global Exchange Committee shall collect and disseminate information on housing and community development in foreign countries, identifying innovative programs, development techniques, and management systems that may be usable in the United States. The Committee shall also share information on American programs with its foreign counterparts. The Committee may encourage local housing and community development personnel to participate in international meetings, including official delegations organized by federal agencies, and it may arrange informational exchanges with professionals in other countries.

The Commissioners Committee shall serve to broaden the constituency supporting the goals and objectives of the Association; support programs to expand the skills of commissioners to effectively discharge their responsibilities; and work with staff, leadership and membership at all levels of the Association in fulfillment of these purposes.

The Budget & Administration Committee serves to oversee and monitor the financial processes and practices of the Association and advise and recommend to the Board of Governors certain actions regarding all aspects of the finances and assist in the strategic financial planning of the Association.

Section 3. Establishment of Committee Membership. The chapter presidents shall select chapter members to serve on chapter standing committees, and the committee chairperson shall be selected by a locally established procedure.

Regional committees will be composed of at least one representative from each corresponding chapter committee who shall be an associate of an organizational member or an allied individual member of NAHRO, such representative being selected by a locally determined procedure, plus at-large members to be selected by the Regional President. The chairperson shall be selected according to procedures established by the Regional Council.

Each national committee, except the International Research and Global Exchange Committee, shall be composed of three representatives from each corresponding regional committee, to be selected according to procedures established by the Regional Council, plus fourteen at-large members to be selected by the national President in consultation with the Regional Presidents. Of the presidential appointments, there shall be at least one representative from each region. The International Research and Global Exchange Committee shall be composed of three representatives from each Region to be selected according to procedures established by the Regional Council. If a corresponding regional International Research and Global Exchange Committee exists, the three representatives shall be members of the committee and one of the three shall be the current Chair. An additional fourteen at-large members shall be appointed by the National President in consultation with the Regional Presidents. At least one presidential appointment shall be made from each Region. The President may, in addition to the at-large appointments, appoint as non-voting ad hoc members of the Committee representatives of international organizations, provided that the number of such additional non-voting ad hoc members serving at any time shall not exceed seven.

The Budget & Administration Committee is composed of nine (9) members with at least one member from each region and the President appointing the chair. Committee members will serve staggered terms.

Local, regional, and national selection processes shall seek to provide for broad representation of all special interests of the membership, including but not limited to, commissioners, minority representatives, and women.

All national committee members, except for members from international organizations, shall be associates from organizational members or allied individual members of National NAHRO and remain members throughout their term. If the national membership status of a committee member lapses or he/she fails to attend three meetings of the committee, his/her position shall automatically become vacant.

Article IV

Board of Governors

Section 6. Steering Committee-Membership and Powers. There shall be a Steering Committee of the Board of Governors consisting of the President, the Senior Vice President, the Vice Presidents, the three Immediate Past Presidents serving as members of the Board, and the Regional Presidents. The Steering Committee shall be available for consultation and advice as needed.

Section 6. *Steering Committee – Membership and Powers.* There shall be a Steering Committee of the Board of Governors consisting of the President, the Senior Vice-President, the Vice-Presidents, the three Immediate Past Presidents serving as members of the Board, and the Regional Presidents and Chair of Budget and Administration Committee. All members of the Steering Committee are voting members of the Steering Committee.

The primary role of the Steering Committee is to carry out existing policy and to advise the President on action when there is no specific policy in place or when action is needed to be taken to change current policy. On some occasions, the Board may choose to authorize, in advance, the Steering Committee to act on its behalf on an issue, particularly if a decision is anticipated to be required between meetings of the Board.