

CONSENT AGENDA

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 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

Resolution:

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

Resolution:

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

DISCUSSION AGENDA

BOARD OF ETHICS AND CREDENTIALING TRUSTEES (BECT)

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.

BUDGET & ADMINISTRATION COMMITTEE (B&A)

2018 Audit

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.

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 out-going 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 issues, 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.