



2017-2019 Board of Governors & Annual Business Meeting Minutes

Friday, October 26, 2018, 2:00-5:00 pm,
Hyatt Regency Atlanta Hotel

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

President Carl S. Richie, Jr., called the meeting to order at 2:02 p.m. La Tonya Rajah called the roll and announced a quorum was established. Guests and staff were acknowledged.

APPROVAL OF MINUTES AND ACTION TAKEN BY THE STEERING COMMITTEE

President Richie called for approval of the minutes of the July 28, 2018 meeting and ratification of actions taken by the Steering Committee on behalf of the Board of Governors on September 17:

- 2021 National Conference Site: Phoenix, AZ – Oct. 7-9, 2021
- Name Change: Manufacturers and Suppliers Council to **Business Partners Council**
- Name Change: Manufacturers and Suppliers Council Community Service Award to **Business Partners Council Partnership Award**

Action: Motion to approve the minutes of the July 28, 2018, meeting and ratification of actions taken by the Steering Committee moved by Anthony Vasiliou; seconded by Marsha Parham-Green. Motion carried.

PRESENTATION OF THE MEMORIAL RESOLUTION AND RESOLUTIONS OF APPRECIATION TO LOCAL HOSTS AND SPONSORS AND EXHIBITION PARTICIPANTS

President Richie presented the Memorial Resolution and asked for a moment of silence in memory of members and industry colleagues who have deceased since October 2017 and called for a motion to approve the Memorial Resolution. He then called for motions to approve Resolutions of Appreciation to Local Hosts and Sponsors and Exhibition Participants.

Action: Motion to approve the Memorial Resolution, moved by Preston Prince; seconded by George Guy. Motion carried.

Action: Motion to approve the Resolutions of Appreciation to Local Hosts and Sponsors moved by C. Sean Gilbert; seconded by Ailrick Young. Motion carried.

Action: Motion to approve the Resolution of Appreciation to Exhibition Participants moved by Saeed Hajarizadeh; seconded by Mark Thiele. Motion carried.

There were no consent agenda items.

PRESENTATION OF DISCUSSION AGENDA

BUDGET AND ADMINISTRATION COMMITTEE (B&A)

Approval of 2019 Budget

Background:

Chair Clif Martin recalled in 2018, the B&A presented a realistic budget that was in the red. We have done better than projected, and we will finish the year in the black because of staffing, job vacancies and some concepts were slowed down.

The B&A is extremely comfortable with the proposed 2019 budget, after having vetted it thoroughly with department heads. It is realistic and reflects approximately \$71,000 in the black. The budget funds investments in staff, staff benefits and staff's workplace; infrastructure, information technology, iNAHRO and the services that we provide our Associates. The B&A is confident that staff will exceed budget projections because of anticipated enhancement of certain goals, coupled with increased staffing and onboarding new talent and skill sets. The B&A recommends approval of the 2019 budget as submitted.

Action: Motion to approve the 2019 Budget as presented by Clif Martin; seconded by DeeAnna Peterson.

DISCUSSION/QUESTION

Question: What is the source of the \$116,000 income in the policy budget?

Answer: In 2018, staff secured a \$230,000 grant from the Robert Wood Johnson Foundation to carry out smoke-free work. It represents the 2019 portion of that grant.

Question: What is the difference between Administration and Executive Office in terms of staff and benefits and salary? **Answer:** Administration includes corporate back-office, the CFO and three staff members; Executive Office includes the CEO and three staff members. Benefits for both include federal holidays, annual and sick leave, health care, life insurance and contributions to the 401k plan.

Question: What will iNAHRO look like in 2019 and is it reflected in the budget? **Answer:** There is a two-prong approach to iNAHRO. Embedded in the current technology budget is capacity to offer on-demand viewing via recorded training and some enhancements of the current tool. Not included are aspirational ideals of iNAHRO, on-demand for some multi-day sessions. NAHRO staff is working with the Professional Development Committee to determine expectations and costs of the training specifics.

CEO Todman commented it is important to save; yet also spend on certain technology items, i.e., Wi-Fi for the national office, putting the file server on the cloud and other hardware needed for the NAHRO staff.

President Richie commented on the increased travel budget for staff, which will enable staff to attend more regional and chapter events; thus, build good-will and relationships at the local levels.

President Richie called for action on the motion on the floor:

Resolution:

The Budget and Administration Committee requests approval of the FY 2019 budget by the Board of Governors.

Action: Motion to approve 2019 Budget moved by Clif Martin; seconded by DeeAnna Peterson. Motion carried.

MEMBER SERVICES COMMITTEE

Member Dues Increase

Background: In July of 2018, the Member Service Committee moved the acceptance of an eight percent dues increase in 2019 for housing and public agencies and a 15% increase for affiliate members. At that time, the committee also suggested NAHRO consider putting in place an automatic dues increase that would better address costs associated with advocacy, improving its communication tools, enhancing NAHRO's technology, adjusting to increasing fixed costs, and other business expenses. Staff researched the impact a 2 ½%, 3% or 5% increase would have on NAHRO's revenue stream, if the increase was held every two years. After reviewing the results, staff recommended the Member Services Committee consider a 3% increase every two years. After some discussion, the committee decided an annual increase would be better for agencies' budgeting purposes and proposed the following resolution:

Resolution:

The Member Services Committee proposes a 1½% annual dues increase starting in 2021, which would better address costs associated with advocacy, improving its communication tools, enhancing NAHRO's technology, adjusting to increasing fixed costs, and other business expenses and allow NAHRO members to include it in their budgets. The resolution passed by majority with one opposed.

Action: Motion to approve the dues increase as presented by Andy Rodriguez; seconded by DeeAnna Peterson.

DISCUSSION:

A member cited this conference as another example of how much more value our members are receiving, i.e., enhancement of vendor engagement. He is supportive of the 8% increase; yet, he is concerned about it being automatic. We should continue to make the business case of providing more value and justification of a dues increase annually.

President Richie advised he appreciated the expression of concern. The Member Services and the B&A Committees pointed out that a competitor implements an annual 3% increase. The question was asked why we are not doing that? Member Services Committee and staff examined

a nominal increase. When the dues are increased, a letter is sent outlining what it covers, which allows members to justify the cost to their respective boards. The increase will cover also unexpected circumstances. For example, the DC City Council imposed an increase in storm water fees that was not calculated into the budget.

Question was asked if it is anticipated that the increase will be more than 1.5% or are we locked in to 1.5% per year?

CEO Todman responded. This amount was discussed with Member Services Committee. An analysis of expenses was determined that 1.5% annually is the right amount to keep pace with building maintenance and ongoing staff costs. If there is a time when the Association needs an infusion of funds that members need to endure (there are other ways to raise money), Ms. Todman will go to Member Services and will be very explicit as to the reason for the increase.

A follow up question was if you lock in an automatic COLA for income, do you propose to lock in certain expenses that would be limited to 1.5%?

Ms. Todman noted there are some fixed expenses such as ownership of the NAHRO headquarters, which was built in 1990s and is now in need of incremental improvements, i.e., replacement of worn carpet. We also need to build in salary increases for staff. CEO Todman commented on staff's hard work and the desire to compensate them more for it and shared that staff had not received a raise in some years, until this year. The 1.5% increase assumes a built-in expectation that the Association is keeping up with the cost of doing business.

It was suggested that we need to take a vote on this issue and to create a public record of the increase. President Richie advised that opportunity would be made available.

President Richie shared during conversations about an automatic due increase, it was noted that everyone is on a different billing cycle. The Member Services Committee will examine how to get everyone on the same billing cycle.

An alternative solution was offered, which was to provide a 3-5-year time limit (and re-examination) in lieu of an annual increase.

A Board member expressed an interest in offering a motion. President Richie reminded the Board of the motion on the floor and advised the member could either offer a substitute motion or offer an amendment to the motion on the floor.

It was pointed out that the recommendation of a vote and public record of action taken is facilitated via a vote and record of action taken on the budget annually by the Budget & Administration Committee, followed by Board action and minutes of meetings. A challenge in the past related to numerous conversations at the Member Services Committee about a dues increase, a continued cost-of-living increase and the amount of time that it took to get a proposal out of the committee to the BOG.

It was suggested the Board take a vote to explicitly limit the increase to 1.5% annually because any increase greater than would invoke an analysis and discussion. In response, the Board was reminded any increase greater than 1.5% would be presented to the Member Services Committee for consideration and then to the Board for action. Furthermore, this is implied in the resolution on the floor. The Board member expressed his satisfaction with the discussion on this matter and thus did not feel the need to offer a motion.

Action: Motion to accept the Member Services Committee's proposal of a 1½% annual dues increase starting in 2021, which would better address costs associated with advocacy, improving its communication tools, enhancing NAHRO's technology, adjusting to increasing fixed costs, and other business expenses and allow NAHRO members to include the increase in their budgets moved by Andy Rodriguez, second by DeeAnna Peterson. Motion carried.

REPORTS

President

Carl Richie expressed kudos to CEO Todman and the B&A Committee for preparing a summary of our financial position that was presented at the Leadership breakfast. He noted the importance of being transparent about the association's finances. President Richie added he appreciates the Member Services Committee, which is expected to make recommendations regarding any dues increase; yet, the committee has not in the past had the privilege of seeing the entire budget. This is our way of sharing with the Member Services and others in the leadership.

A status report on the 2017-2019 goals that were adopted at the Board retreat in Austin was presented at the Leadership breakfast. President Richie thanked Board members and the entire leadership for their hard work, adding that we are making progress and holding ourselves accountable. He congratulated SPAG Chair Jennifer Bergman, Vice Presidents and chairs of task forces and ad hoc groups for their leadership and moving us forward.

The National Council of State Housing Agencies met recently in Austin. Board members Preston Prince and Deborah Jenkins introduced President Richie to the agency's Board President, Tia Boatman Patterson. She understands the need to work with housing authorities, having served as general counsel at the Sacramento Housing and Redevelopment Agency. Ms. Patterson is scheduled to be in Washington, DC twice by the end of this year and will visit with CEO Todman to discuss ways to work together.

The President's travel will be limited, January – May 2019, due to the legislative schedule in Austin.

Senior Vice President

Sunny Shaw reported. Typically, at this time of the year, the Board would receive a report from the CEO Evaluation Committee. The CEO evaluation work has not yet begun. Because we have a new CEO, the decision was made to take the time to be thoughtful and deliberate in the development of an evaluation tool and processes. As a result, President Richie offered an opportunity for a smaller group of the Steering Committee to be created that would develop an appropriate evaluation tool and to report back to the Steering Committee, taking their comments into consideration for that process. The small group met at the National Conference; will hold three teleconferences by the end of this year and present an evaluation tool for the Steering Committee's consideration at its teleconference in January 2019. The group will work with the CEO to create goals by March and complete the first evaluation of CEO Todman by October 2019.

Chief Executive Officer

Adrienne Todman provided the following highlights:

Conference attendance is just shy of 1300, our budgeted goal. A look back at past conference stats revealed the last time we achieved these numbers was in 2011 in St. Louis (excluding New Orleans). Ms. Todman thanked the NAHRO staff for their ingenuity with the conference sessions and the marketing strategies implemented.

New team members: **Jennifer Naughton**, Director, Professional Development. She comes to NAHRO with an amazing resume both in the professional development and credentialing.

Ashanti Wright, Public Affairs Specialist, Communications. She is adept at social media and will do a great job in the Communications shop.

CEO Todman commented that she stresses investment in technology because we are a nationwide member-association. By the end of this year, NAHRO members will be able to update their list of Associates in real time and pay for their business exchanges with NAHRO via E-check. The website will be redesigned in partnership with Matrix Group, a local company. It will feature a new interface with members and is scheduled for completion next year.

Ms. Todman noted it was intentional to strategically position Fair Housing colleagues at the plenary session on the 50th anniversary of Fair Housing. Speakers Lisa Rice of the National Fair Housing Alliance, and Phil Tegeler of the Poverty and Race Research Action Council, are the "NAHROs" in their field. We hope to strengthen communications with them at the national level moving forward and to provide opportunities for our members to see and meet them.

CEO Todman reminded the Board of the Move-to-Work Steering Committee's decision to have its administrative functions live inside of CLPHA. At that time, one of the reasons that decision was made was they wanted time to watch how NAHRO treated the MTW topic in general.

NAHRO now has an opportunity, with the release of the MTW operations notice and the application request, to set the tone for how NAHRO feels about our members who are existing MTW agencies and that wish to become MTW agencies. As we move the conversation forward regarding the operations notice, NAHRO will work diligently to strike that tone, as this is a critical moment for NAHRO.

STRATEGIC DISCUSSION TOPICS

ACC Recap

CEO Todman provided an update on our interaction with HUD as it relates to the ACC.

Recommendations on Governance Issues from the Council of Past Presidents

Past President Jim Inglis, chair of the Governance Group, presented highlights of the issues examined and recommendations of amendments to the NAHRO Constitution. See [Governance Report and proposed Constitution amendments](#)

Action: Motion by Marsha Parham-Green; seconded by Steve Merritt to accept the report presented by the Governance Group, which includes a pilot period October 2018 to April 2019.

Discussion

Members expressed concern about the proposed language for the constitutional amendments because it takes away authority of the Board and puts it in the hand of the Steering Committee. It was suggested the existing constitutional language regarding the role of the Steering Committee was intentional, which is to restrict the role of the Steering Committee. Additionally, Board members sought to ascertain the role of the Board moving forward and asked if decisions made by the Steering Committee would bind the organization. Furthermore, with Skype, webinars, etc., if there is a need to make decisions in-between meetings, you can convene the Board with ease.

The powers of the Steering Committee and the implied intent of the resolution adopted at this meeting relative to the annual dues increase are contradictory. The resolution states the Member Services Committee would bring before the **Board** any recommendations of a dues increase greater than 1.5% annually. The proposed constitutional amendment before the Board states “the **Steering Committee** shall oversee the financial affairs of the organization, including oversight and approval of the budget.”

Governance Chair Inglis said currently the Steering Committee acts on behalf of the Board in-between meetings and reports to the Board on actions taken on its behalf. The proposed amendment is an attempt to be explicit relative to current practice. The full Board would be used as strategic advisors, to discuss strategic issues and assist with moving NAHRO forward. The intent is to provide opportunity for the Board to have more time for high-level discussions on issues.

Board members offered suggestions for future conversations and recommended issues for the Governance Group to consider, as they fine-tune their final report of recommendations. Comments included the following:

- Have conversations with both Housing and CR&D leadership and subcommittee chairs relative to the recommendations; flesh out any new areas to focus on and discuss; and consider areas that may overlap.
- Ensure that small agencies continue to have a voice and seats on all standing committees, task forces and ad hoc groups.
- Think about how consolidating committees and making space for emerging leaders can exist simultaneously. As we talk about how to bring in post-RAD and multi-family (who will gravitate toward our policy making committees), we could end up with one committee that has 75 subcommittees. We need to recognize there are two opposing challenges--creating a larger tent while potentially collapsing opportunities.
- The proposed constitutional amendment relative to the role of the Steering Committee should include a notification provision and strict enumerated powers. Financial approval should not be included.

President Richie asked past presidents in attendance at the meeting if they recalled whether the Board either failed to ratify or overturned any action taken by the Steering Committee during their terms. Past Presidents Cameron, Flores, Rooker, Gentry, Inglis, Popoola, Merritt and Prince each responded “no.”

CEO Todman asked the Board to reflect on the BOG retreat held in January in Austin. There was fair amount of energy and desire for this Board to do something that would benefit the long-term of the Association. Everyone left the retreat invigorated that past President Inglis was going to engage his colleagues in a rigorous review of what some of those changes would be. Everyone was inspired by the fact that something different was about to happen with our Association. That moment is very important to the change that is being asked of the Board now, and it is important to think about the Association.

During CEO Todman’s first year, she met with other association CEOs in order to appreciate the association-world and to talk about governance and structure. When she told them the size of the NAHRO Board, they were aghast and asked, how do you get anything done? In the field of other associations, we are an outlier.

President Richie shared that past Presidents grappled with how to move forward in the context of experts advising that boards should not be larger than 25 people. It was felt a reduction in the size of the NAHRO Board was tantamount to taking away property rights.

Following President Richie’s comments, it was suggested that Board members be silent listeners of Steering Committee teleconferences, followed by a written report on action taken within five working days following the meeting.

President Richie suggested distributing Steering Committee teleconference agendas to the Board so that members could raise issues with their regional representatives prior to teleconferences. A written report on action taken would be forwarded to the Board following the teleconference.

Additional comments related to the critically important work of the B&A and the need for it to be a standing committee. It was recommended that the Governance Group consider this in their future deliberations.

Providing the Board with an organizational chart would be useful, said one Board member who also inquired about the vision for a General Counsel. The role of the General Counsel would be defined by the CEO, said Chair Inglis.

A few members of the Board expressed their inability to support the proposed language for amendments to the NAHRO Constitution. For clarity, the Board was reminded that the vote on the floor was not to accept the proposed constitutional amendments, rather to accept the report of the Governance Group, which includes a test pilot of the proposed recommendations from October 2018-April 2019. During the pilot period, the Governance Group will seek additional feedback from members on their recommendations and consider concerns expressed by Board members at this meeting. The Governance Group will present its final report and proposed language for amendments to the NAHRO Constitution to the Board at the April 2019 meeting.

A member expressed an interest in making a motion to table because the proposed language for amendments to the Constitution is not complete; has not been thought-out enough and more input from members is needed. Additionally, you do not do a trial or pilot with a constitutional amendment.

The Board was reminded of the need to act on the motion on the floor. A point of information was called, and the Parliamentarian was asked to explain the procedures for amendments to the Constitution. The Parliamentarian did so and then advised the President to call for vote.

President Richie restated the motion, which is as follows:

To accept the report from the Governance Group as presented, which includes a pilot period from October 2018 to April 2019. Motion carried with four nays.

The President was asked to restate the motion. He did so and said he would take a roll call vote.

Some members expressed confusion because they thought the vote taken was to close the debate, not on the motion on the floor.

There was a point of order called and call for question. The Parliamentarian advised this means to act on the motion on the floor.

A roll call vote was suggested, which required a motion.

Action: Motion by Anthony Vasiliou and seconded by Lowel Kruger that the Board take a roll call vote.

President Richie said a motion by someone on the prevailing side and a second would be required for a re-consideration of the vote taken. A “yes” vote would require a reconsideration of the vote; a “no” vote would not require reconsideration of the vote. Four members voted in favor of reconsidering the vote; all others voted not to reconsider the vote. The motion to reconsider the vote failed.

Mr. Inglis concluded his report.

President Richie requested an executive session of the Board and called for a motion to defer reports from committees, ad hoc groups, task forces, and Regional Presidents until the November Steering Committee teleconference. Reports are posted on the [BOG Webpage](#).

Action: Motion by Mark Thiele; seconded by Jennifer Keogh to defer the reports mentioned above until the Steering Committee’s teleconference in November. Motion carried.

Guests, and all staff, except CEO Todman, were asked to leave the room while the Board convened in Executive Session.

EXECUTIVE SSESSION

The Board went into executive session to discuss a personnel matter.

ANNOUNCEMENTS: 2019 CONFERENCES

- Washington: April 7-9: Arlington, VA
- Summer: July 11-13: Boston, MA
- National: October 10-12: San Antonio, TX

The chair declared the meeting adjourned.

ATTENDANCE

Officers: Carl Richie, Sunny Shaw, Marsha Parham-Green, Mark Thiele, Andy Rodriguez, Saeed Hajarizadeh, Henrietta Snipes and John Mahon. **Past Presidents:** Steve Merritt and Preston Prince.

NERC: Diane Cohen, Joseph D'Ascoli, Joseph Lamagna and Anthony Vasiliou.

MARC: Vernon Lawrence, Clif Martin, Regina Mitchell and Diane Haislip.

NCRC: Jennifer Keogh, DeeAnna Peterson and George Guy.

SERC: C. Sean Gilbert, Mark Taylor and Ailrick Young.

SWRC: David Lange, David Gates, Tonya Mabry and Deborah Jenkins.

PNRC: Lowel Krueger and Cupid Alexander.

PSWRC: Rob Fredericks, Ed Mayer and Patricia Wells.

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

Ex Officio: Jennifer Bergman, Vivian Bryant, Sharon Carlson, Mike Gerber, Elizabeth Glenn, Richard Herrington, Antoinette Jackson, Carrie Blackburn Riley and Dionne Roberts.

Excused Absences:

Betsey Martens, L. Thomas Rowe, Marty Ryan, Darrin Taylor, Earnest Burke, Ramsey Jay, Carol Gore, Lisa Stevens and Dianne Hovdestad.

NAHRO Staff: Adrienne Todman, Georgi Banna, Lori Barringer, Sylvia Bowen, Lori Myers Carpenter, Sylvia Gimenez, Tushar Gurjal, Tess Hembree, Jennifer Naughton, Eric Oberdorfer, Blake Pavlik, La Tonya Rajah and Greg Shpak and Ashanti Wright.