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Minutes
Board of Governors Meeting
July 8, 2021

President Shaw called the meeting to order at 1:03 pm. Board liaison Sylvia Bowen called the roll. A quorum was established. President Shaw announced the Associates comment period. There were none. She then called for motions on the minutes of the February 22, 2021, and the June 10, 2021, meetings.

Action: Motion by Alan Zais; seconded by Marsha Parham-Green approval of the minutes of the February 22 meeting as submitted. Motion carried.

Action: Motion by Anthony Vasiliou; seconded by Kathy Walter approval of the minutes of the June 10 meeting as submitted. Motion carried.

President's Report--Highlights

- Urged Board members to examine committee reports and commended committees for including how they will incorporate the DEI Framework into their work.
- Expressed appreciation to SERC and PAHRA for the opportunity to attend their in-person conferences. Excited to attend the NERC conference later in the month.
- Encouraged Board members to attend the NAHRO Conference and Exhibition in Phoenix and asked if they would encourage others to attend as well. During the conference, NAHRO will present *Dollars for Scholars Online Auction* to benefit the NAHRO Merit College Scholarship. Staff is exploring the legality of having a 50/50 raffle.
- Commented on the Alaska Exchange in August, a mutually beneficial sharing and learning experience between NAHRO members and Alaska Native communities. Discussion topics include homelessness, creative property development, and partnerships.
- Mentioned Senior Vice President Wells' visit to Idaho, which focused on leadership transition. The visit also afforded Ms. Wells exposure to a smaller agency. President Shaw thanked Senior Vice President Wells for her commitment to a smooth transition.

President: **Sunny Shaw**, CME, C-PHM; Senior Vice President: **Patricia S. Wells**, CME; VP-Housing: **Lisa Ann Garcia**, CME, CMVO; VP-Member Services: **Denita Johnson**; VP-Budget and Administration: **Clif Martin**, CME, CMPO, SPHM, PHM; VP-Commissioners: **Karina Mason Rorris**, NCC; VP-Community Revitalization and Development: **Stacy L. Spann**; VP-Professional Development: **Sally Stang**, CMVO, CRPBV; VP-International Research and Global Exchange: **Alan Zais**, SPHM, PHM; Interim Chief Executive Officer: **Michael Gerber**

Senior Vice President Report—Highlights
Before commenting on areas that she will focus on during her presidency, Senior Vice President Wells shared that our collective advocacy work has impacted the Administration's and HUD's decisions not just to sustain our work but also to house more people and get more funding for the families whom we serve. She is working alongside President Shaw and Interim CEO Gerber to onboard a new CEO, and she has reached out to some members of the Board for insight and wisdom. The committee appointed to help recruit the new CEO will also work to ensure there is a smooth transition for the CEO and our leadership.

During Senior Vice President Wells' presidency, there will be a deliberate focus on:

(a) improving the relationships amongst national NAHRO, regions, and chapters. This means a group will focus on building what is already great relationships (but there is room for improvement). The goal is to have a unified voice even though our voices might be different;
(b) mentoring members at the local level who aspire to become leaders at either or both the regional and national levels;
(c) identifying best practices in the DEI space for members to implement at the local level and, as a result, make changes in their individual communities; and
(d) taking lessons learned and the skill sets to make sure that staff of smaller agencies who are unable to attend conferences can still participate in advocacy, take advantage of PD, and the mentoring and the camaraderie that we get when we all come together to do the mission of NAHRO and the collective missions of our agencies.

Interim CEO Report—Highlights
Mike Gerber expressed appreciation to the Board for the privilege to serve as Interim CEO. He then presented an overview of staffs' work on behalf of the membership.

- The policy team continues to focus on maximizing the annual appropriations for HUD programs while working with HUD and Congress to solidify *Housing is Infrastructure* by advocating for more than $70 billion for the Public Housing Capital Fund backlog and ensuring the availability of housing vouchers and services to all who are eligible. The Policy team has curated the content for the Summer Symposium on universal housing vouchers. Additionally, the staff is gathering members' thoughts on the reinstatement of the HUD AFFH definitions and disparate impact proposed rule, which will be included in NAHRO's formal comments to HUD.
- The congressional relations team is implementing NAHRO's 2021 congressional strategy, as outlined in the Legislative and Regulatory Agenda. This includes communication with Congressional offices, hearings, mark-ups, and bill tracking**,** and aggressive outreach to key offices on infrastructure and FY 2020 funding, as well as organizing NAHRO's grassroots advocates to push for housing is infrastructure and gearing up for August advocacy.

Staff is also providing government relations consultation to the PHA PBCA group, recently launched a state-level advocacy pilot program, is working closely with our housing industry partner organizations.

- To date, NAHRO Professional Development has 154 training and/or TA events that have occurred/scheduled for the year; 2,000 individuals registered have registered for PD trainings, showcasing the responsiveness to meeting members' training needs. The PD Director is leading a team of faculty in a curriculum revision process.
- The communications team is working to ensure that we communicate with our members. They are also working on the NAHRO LDG Scholars program, working to amplify the awards of merit and excellence and the What Home Means to Me calendar.
- The conference director is currently coordinating NAHRO's Online Summer Symposium scheduled for July 13. She is also preparing for our *family reunion* in October in Phoenix. Mr. Gerber noted that all Board members will be in attendance and said he is hopeful that Board members will work with us to help maximize attendance. Phoenix will be a great place for us to come back together and set the stage for the next era of NAHRO leadership.
- The operations team is working on our association management system (AMS) journey, a $550,000+ investment on upgrading our association management infrastructure. It will have a profound impact on optimizing our financial performance, developing new revenue streams, helping support our internal operations, and it will transform the experience of members with NAHRO.

President Shaw recognized Past President Rick Gentry for comment. He expressed admiration and appreciation to President Shaw for exemplary work and leadership during the pandemic.

CONSENT AGENDA

President Shaw announced the item on the Consent Agenda and provided the Board an opportunity to remove it from the Consent Agenda to the Discussion Agenda. There was no response.

MEMBER SERVICES COMMITTEE

Middle Atlantic Regional Council (MARC) Bylaws

Background:
MARC proposed additional changes to their bylaws. These included adding the region's commitment to inclusion, bringing clarity to the definition of active membership, expanding voter eligibility to include honorary membership, and expanding the Executive Board to include the national advisory committees and the emerging leaders subcommittee liaisons. The changes also redefined the schedule for executive board meetings, delineated the process for board members to request virtual participation in face-to-face meetings, prescribed the process for filling vacancies, encouraged the consideration of the diversity of individual agency representation, agency size, and individual ethnicity, and urged the president to be cognizant of the diversity of individual agency representation, agency size, particularly small agencies, and individual ethnicity when making appointments. The changes also redefined the duties of the Treasurer, aligned the nominations and election schedule with specific months and dates instead of the NAHRO Washington Conference because the conference dates change each year, and provided flexibility with respect to the number of appointees to standing committees; all appointments will be made by the regional president; and encouraged the appointment of representatives from small agencies.

Resolution:
The Member Services Committee moves the acceptance of the changes/additions to the MARC bylaws.

President Shaw called for a motion.

Action: Motion by David Lange; seconded by Clif Martin, approval of amendments to the Middle Atlantic Regional Council bylaws. Motion carried.

Statement from President Shaw
President Shaw read a statement regarding the Discussion Agenda. It was prepared in consultation with Interim CEO Mike Gerber, Senior Vice President Patricia Wells, and candidates for Senior Vice President George Guy and Marsha Parham-Green.

President Shaw acknowledged and expressed appreciation for all of the time and hard work the Chair, Vice-Chair, and all of the members of the Community Revitalization and Development Committee spent on this important equity topic, atonement. The thoughtfulness and intention of their work on the resolution is applauded.

Although President Shaw agrees with the sentiment and intention of the resolution, there remains a number of concerns that need to be addressed before this matter is returned to the Board for a vote.

The resolution does not expressly identify specific and historic positions or actions that require NAHRO as a member-driven organization to atone or apologize for. By generally acknowledging that NAHRO contributed to past racial discrimination, this resolution may be used as evidence against our own members.

It is important that we take the time to collect additional information on the previous actions of NAHRO and the consequences of the resolution. Furthermore, this very important topic deserves an in-person meeting of the Board of Governors once we have the information to have a fully informed discussion, and we will have that opportunity in Phoenix.

To gather the needed information and continue our work in the best interest of NAHRO, President Shaw informed the Board that she has formed an ad hoc task force chaired by Interim CEO Mike Gerber to perform additional due diligence and to examine the questions of NAHRO's historic actions related to systemic racial discrimination along with the legal impact that passage of a resolution of this type might have on our members and NAHRO as a member association. This task force will engage with subject matter experts inside and outside of NAHRO, will work over the next three months, and report back to the NAHRO Board of Governors at the next meeting, October 7, 2021, in Phoenix, AZ.

DISCUSSION AGENDA

BUDGET & ADMINISTRATION COMMITTEE

2020 NAHRO Audited Financial Statements and 2020 Governance Letter

Background:
At its April 28 meeting, the Budget and Administration Committee members unanimously approved the December 31, 2020, audited financial statements, notes to the financial statements, and the governance letter. Total assets were $6,879,354, total liabilities were $2,962,523, net assets were $3,916,831, total revenue was $5,250,734, total expense was $4,439,166 and net surplus was $811,568.

Resolution:
The Board of Governors accepts the Audited Financial Statements and Governance Letter for the FY2020 year ending December 31, 2020, as recommended by the Budget and Administration Committee.

President Shaw called for a motion.

Action: Motion by Marsha Parham-Green; seconded by Diane Cohen Board acceptance of the 2020 NAHRO Audited Financial Statements and 2020 Governance Letter as submitted.

Discussion:
(1) $1,500 is a small amount to capitalize, and we should look at revising upward.
(2) Why is approximately $1.8 million not in the protection of the FDIC?

Staff response: Since our close in Dec. 2020, staff has worked with B&A to move to a more responsive, optimal investment mix in alignment with our approved Investment Policy. We are now working with Merrill Lynch (the move occurred in May-June). This gives us more options to invest in short-term investments that are more diversified. The 2021 audit report will reflect a notable decrease. Since July 1, $1 million has been successfully moved from NAHRO's PNC Bank Money Market to Merrill Lynch into the new diversified Short-Term Reserves account, congruent with our approved Investment Policy. Like many organizations, from time to time, we may have deposits of more than $250,000, with PNC, our main bank, which saves us in fees. We strive to balance our portfolio in accordance with our investment policy.

Regarding depreciation, we visited this issue with our tax consultant, Marcum, during the 2019 audit. In the association space, it is typically $1,000 to $5,000 per item, which benefits NAHRO in a couple of ways: as we repurpose items like PCs, these assets get depreciated over the useful life rather than immediately written off as expense. We will look into this in 2022 and may consider changing our capitalization policy.

Another question related to how the $350,000 PPP loan was applied and its impact on our financial statement.

Staff response: The loan was 100% forgiven on January 23, 2021, and will be reported at the end of this calendar year as we close our books on December 31, 2021. It will be reflected as unbudgeted other income. Our rolling surplus now includes this $350,000 other income.

There being no additional questions, President Shaw called for Board action on the motion.

Action: The motion passed unanimously.

INTERNATIONAL RESEARCH AND GLOBAL EXCHANGE (IRGE)
ALAN ZAIS, VICE PRESIDENT

Five-year Renewal of Memorandum of Understanding between NAHRO and the Canadian Housing and Renewal Association (CHRA) MOU Documented Updates/Changes

Background:
NAHRO and CHRA have similar views regarding affordable housing. Back in the mid-sixties, a group of concerned urban renewal professionals in Toronto became members of the Upper New York State Chapter NAHRO, and, in 1967, the Canadian Association of Housing & Renewal Officials (CAHRO) was born. Since then, the name has changed, but the ideals that brought them together are still at our core; for over 40 years, CHRA has been working to bring affordable housing issues and solutions to the attention of decision-makers.

NAHRO entered into its first MOU with CHRA in June 2011 to facilitate an exchange of housing and community development information, promote regular exchange programs including personnel exchanges, study tours, and conferences, and assist each association in promoting and marketing each organization's activities and programs. The NAHRO Board of Governors has subsequently approved the renewal of the MOU between NAHRO and CHRA every five years. MOU Renewal.

Resolution:
Whereas the mission of NAHRO's International Research and Global Exchange Committee (IRGE) is "to promote and share global exchanges of information and develop relationships to assist the NAHRO membership and further the work of all those engaged in the development and operation of housing and community development programs," and:

Whereas the explorations and experiences of the IRGE Committee have led to the finding of housing and community development issues, practices and programs of the Canadian governments, provinces and municipalities bear a considerable likeness to those in the U.S., and:

Whereas the research of the IRGE Committee has identified the Canadian Housing and Renewal Association (CHRA), both member-based professional associations with programs of advocacy, annual congresses, roundtables, peer-to-peer panels, publications, professional training and development, conferences and a purpose similar to the of interest to NAHRO, and:

Whereas many years of previous contacts and collaboration with CHRA, has brought forth a productive and ongoing relationship with NAHRO, including specific items of mutual interest

Now, therefore, the IRGE Committee hereby resolves that the Board of Governors consider and approve the renewal of the Memorandum of Understanding with CHRA for five years and that notice of this action be provided to CHRA to continue this long-standing professional collaboration, to include such items and activities as the NAHRO Board of Governors specifies in the existing MOU.

President Shaw called for a motion.

Action: Motion by Marsha Parham-Green; seconded by Anthony Vasiliou to approve the renewal of the MOU between NAHRO and CHRA. Motion carried.

Question was asked if there is any prohibition against NAHRO going to Canada for a conference. President Shaw responded this is an interesting opportunity and suggested that it be explored by the Member Services Committee. It was noted that IRGE and MS may want to explore jointly.

BOARD OF ETHICS AND CREDENTIALING TRUSTEES (BECT)
MARK THIELE-CHAIR

Board of Ethics and Credentialing Trustees (BECT) Bylaws

Background
Independent third-party accreditation of NAHRO Certification Programs has been an ongoing goal of NAHRO, and creating the process to explore implementation is a current objective of the NAHRO Strategic Plan assigned to the BECT. Independent accreditation demonstrates NAHRO's certification programs perform well under third-party review.

The proposed revisions are required to establish an autonomous certification board separate from the BECT to perform essential certification decisions only (defined below) for each NAHRO Certification seeking third-party accreditation.

Summary from *National Commission for Certifying Agencies (NCCA)* accreditation standards:

1. Essential certification decisions refer to certification requirements; disciplinary determinations; creation and maintenance of certification exams; and the selection of subject-matter experts (SMEs).

2. Decisions that are NOT considered essential include those decisions related to employee selection, office location, marketing, and communications efforts, budget, and operations, continued offering of the certification, or any other decision not considered an essential certification decision as defined.

<u>BECT Bylaws Article II</u> – Purpose, Powers, Authority

<u>Existing Language</u>

The Board of Ethics and Credentialing Trustees (BECT) shall administer the NAHRO Certification and Credentialing Programs in accordance with policies promulgated by the NAHRO Board of Governors. In administering these programs, the Trustees may solicit, or receive without solicitation, the views and recommendations of appropriate NAHRO committees concerning the management and operation of the certification programs.

Proposed Language

The Board of Ethics and Credentialing Trustees (BECT) shall administer the NAHRO Certification and Credentialing Programs in accordance with the governing documents, mission, and values of NAHRO. In administering these Programs, the Trustees shall:

- Establish policies, procedures, and protocols consistent with certification and credentialing considerations; particularly with regard to credibility, integrity, and standards recognized by the credentialing industry; and
- Consider the views and recommendations of the NAHRO Board of Governors, its authorized Committees, Regions, Chapters and other groups, the NAHRO CEO, and other appropriate persons and groups regarding the management, operation, and offerings of the Programs; and
- Create autonomous board(s), committee(s), or group(s), and engage in partnerships within and outside of NAHRO, as is necessary to satisfy accreditation and other credentialing industry standards.

Resolution:
The Board of Governors approve the proposed language regarding Article II - Purpose, Power, Authority of the Board of Ethics and Credentialing Trustees (BECT) Bylaws as presented.

President Shaw called for a motion:

Action: Motion by Marsha Parham-Green; seconded by Anthony Vasiliou approval of the resolution regarding Article II—Purpose, Power, Authority of the Board of Ethics and Credentialing Trustees (BECT) as presented.

Discussion/Questions:
How does this work and what is the cost to NAHRO? Response: Certification would be housed within NAHRO and governed by an autonomous board/council, who is granted authority to make essential certification decisions in the limited categories as described. NAHRO continues to have authority over all other aspects of the certification programs with the autonomous board/council having input. With respect to costs, per application fee, approximately $3-4,000, and ongoing annual fees, same range, depending on the number of certifications; fees to engage outside consultants/experts in the credentialing field to assist us throughout the process, designers, testers, additional $5,000-10,000 of preparation over a number of years.

Clarity regarding costs: The B&A is anticipating in October getting information regarding costs of the accreditation. Each certification will have its own independent track and there are a number of steps that NAHRO must complete with the accreditation board and there are costs associated with each. Staff will submit information to the B&A annually for inclusion in the budget; thus, costs will be transparent through the budget process. Currently three certifications have met accreditation standards. It is the intent of the BECT to begin work on one certification at this time. Currently, the NAHRO Certified Management Executive (CME) certification is projected to be the first. Conversely, there will be revenue earned as well from application and testing fees.

President Shaw call for vote on the motion.

Action: Motion carried unanimously.

COMMUNITY REVITALIZATION AND DEVELOPMENT COMMITTEE (CR&D)
PETER LIFARI, VICE CHAIR

<u>Support for Equity-Based Housing Policy</u>

Background:
More than 50 years after the Fair Housing Act's passage, most American communities remain segregated by race. Existing residential patterns are largely not the result of personal preference among people of color to live in ethnic enclaves, but rather centuries of policies enacted by lawmakers on every level. Racial segregation has contributed to persistent disparities in access to public goods - such as parks, hospitals, streetlights, and well-maintained roads—and has undermined wealth building in communities of color nationwide. For centuries, structural racism in the U.S. housing system has contributed to stark and persistent racial disparities in wealth and financial well-being, especially between Black and white households.

In fact, these differences are so entrenched that if current trends continue, it could take more than 200 years for the average Black family to accumulate the same amount of wealth as its white counterparts. While homeownership and affordable housing are not panaceas for eliminating entrenched racial inequality, new laws designed to expand access to prosperity for all Americans must be enacted.

In order to meet the goals of NAHRO's Diversity, Equity, and Inclusion (DEI) Policy Framework, the Community Revitalization and Development Committee recommends focusing on five critical priorities, identified by the Housing Equity Task Force, a collaboration of equity focused individuals, which require federal legislative action to help remedy the adverse impact of systemic and structural racial segregation in housing. These priorities focus on topics included in NAHRO's DEI Policy Framework such as housing, self-sufficiency, access to resources, and education.

Resolution:
Be it resolved, to meet the goals of NAHRO's Diversity, Equity, and Inclusion Policy Framework, NAHRO and the Community and Revitalization Committee supports the following legislative priorities and will work to embed these priorities in its own equity agenda as a strategic priority both now and in the future until resolved:

- **Robust and intentional educational resources are needed for low-income families;**
- **Housing policies should include resources, partnerships and programs that are needed to address the mental health needs of low-income families;**
- **Exclusionary zoning should be eliminated thru nationwide adoption of best practices with zoning and planning communities;**
- **Additional employment opportunities are needed to provide livable wages, create equity and address the wealth gap; and**
- **Successful MTW initiatives focused on self-sufficiency and educational support should be available to all Public Housing Authorities.**

(**Passed as part of resolution:** *Motion to approve the resolution as proposed with the understanding that the resolution will require consideration by NAHRO leadership, including the Board of Governors, staff, and other designees, if necessary, to review the NAHRO constitution, bylaws, prior actions, et al., to determine the appropriateness or enforceability questions raised by this resolution and whether future committees and leadership can be bound to act in accordance therewith.*)

President Shaw call for a motion.

Action: Motion by Carl Richie; seconded by John Mahon approval of the CR&D resolution regarding support for equity-based housing.

Discussion:
A member expressed concern that the resolution was not vetted by the Housing Committee, state chapters, and regional chapters. Aside from concerns over the process, he also expressed concern about NAHRO promoting best practices for zoning at the national level, noting that national best practices for zoning might not work in all communities and these best practices will vary depending on local conditions and politics. Additionally, there was concern with potential consequences that might arise at the local level, especially as it relates to land management and planning as local planning boards often have significant political power in local government.

Two friendly amendments:

(1) Expand the resolution to be more inclusive, that is to include all committees and thus not limit to CR&D.
(2) Exclusionary zoning replace with *equitable zoning should be supported.*

CR&D Vice Chair Peter LiFari and the seconder of the amendments voiced their support of both amendments. Committee Chairs in attendance re-affirmed the engagement of their committees on this issue.

President Shaw called for vote on the motion.

Action: Motion passed as amended; one nay vote.

Chief Executive Officers Search Committee
President Shaw called on co-chair Clif Martin to report on work done to date. An RFP has been issued with a response deadline of July 8. Our goal is to engage a firm by the end of July. The Board will be updated as warranted by the President and Senior Vice President.

Reports
Chairs of standing and advisory committees, Regional Presidents and the HDLI representative submitted written reports. Those in attendance at the Board meeting were provided an opportunity to give brief highlights.

New Business
B&A Chair Clif Martin advised the Board that he will ask the committee to prepare a resolution for consideration at the October Board meeting that would provide presidential amenities and benefits to President Shaw during 2022 because all in-person events were cancelled in 2020 and only one-in person event will be held this year.

It was suggested that the benefits be extended in 2022 and 2023, if there are no budgetary constraints.

The following motion was offered:

Action: Motion by Steve Merritt; seconded by Marsha Parham-Green that the Board extend presidential amenities and benefits to President Shaw during 2022 and 2023.

- Senior Vice President Wells call for vote on the motion.

Action: Motion adopted unanimously.

President Shaw then called for additional business. There being none, President Shaw called for a motion to adjourn.

Action: Motion to adjourn by Marsha Parham-Green; seconded by Steve Merritt. Motion carried.

In attendance:

Officers:
Sunny Shaw, Patricia Wells, Lisa Ann Garcia, Clif Martin, Sally Stang, and Alan Zais (also NCRC at-large rep.)

Past Presidents: Carl Richie and Steve Merritt.

Advisory Chairs and BECT: Elizabeth Glenn, Senghor A. Manns and Mark Thiele (also SW at-large rep.)

Reg Reps.
NERC: Anthony Vasiliou, Diane Cohen, Randy Waters, and Joseph D'Ascoli

MARC: John T. Mahon, Marsha Parham-Green, Kathy Walter, Vernon Lawrence, and Diane Haislip

NCRC: George Guy

SERC: Mark Taylor, C. Sean Gilbert, Michael Wong, Shaundra Clark, and Susan Johnson-Velez

SW: David Lange and David Gates

PSW: Richard Gentry and Suket Dayal

PNW: Saeed Hajarizadeh and Jillian Patterson

MPRC: Peter LiFari and Julie Brewen

HDLI Rep: Ricardo Gilmore

Parliamentarian: G. Matthew Pike

Staff: Interim CEO: Mike Gerber. Board Liaison Sylvia Bowen and the entire NAHRO Team

Excused Absences:
Chairs: Karina Mason Rorris, Denita Johnson, Stacy Spann, Jennifer Keogh, Richard Herrington, Andy Rodriquez

Past President: Preston Prince

Regional Reps:
NCRC: Jackie Newman
SW: Tonya Mabry
PSW: Barbara Kauss and Rob Fredericks
PNW: Cupid Alexander and Lisa Stevens
MP: Joan Smith