

MINUTES OF THE MEETING OF THE
GOVERNANCE COMMITTEE
RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY
HELD AT 600 EAST BROAD STREET, 5TH FLOOR
IN RICHMOND, VIRGINIA
ON WEDNESDAY, JANUARY 10, 2024

Governance Committee Members In Attendance

Kyle Elliott, Chair
Gregory Lewis
Charlene Pitchford
Barrett Hardiman

RRHA Staff In Attendance

Steven Nesmith, Chief Executive Officer
Mike Kelly, Chief Operating Officer.
Tonise Webb, Associate General Counsel

Call To Order, Kyle Elliott

Chair Kyle Elliott called the meeting to order at 5:32 p.m. with Tonise Webb serving as General Counsel. A quorum was established.

Citizens' Comment Period

No citizens were signed up speak.

Approval of Minutes

The Minutes from the November 8, 2023 *Governance Committee Meeting* were approved.

Motion: (Pitchford/Lewis) Move to adopt the Minutes from the November 8, 2023 Governance Committee Meeting

Motion Carried Unanimously

Revisions to RRHA's Bylaws

A first draft of the revisions to the Bylaws were presented and reviewed by the Committee. The following revisions were discussed:

Article 1 - Section 4 - **Board of Commissioners.** *New commissioners shall complete training 120 days following their first official board meeting after being installed into office. The Board shall complete training every year.*

Discussion

Commissioner Hardiman asked if the board training could be specific to the HUD training and if the Commissioners can have an option to participate in the training virtually.

Article 1 - Section 5 – **Duties of Commissioners.** The Board of Commissioners shall hire an Executive Director to manage the *day-to-day* operations of the Authority. The Board shall adopt policies and resolutions and provide oversight *of the Chief Executive Officer* and determine policy guidelines. *The Board shall conduct an annual evaluation of the Chief Executive Officer.*

Article II – Section 3 – **Chair.** The Chair shall *be the spokesperson* for the Board *and other Commissioners shall not make formal statements on behalf of the Authority unless directed by the Chair to do so.* The Chair shall serve as liaison within the City or Richmond and other constituent groups, reporting back to the Board regarding any meetings attended or upcoming meetings.

Article II – Section 11 – **Standing Committees.** Each Standing Committee shall have a Chair appointed from among the Commissioners and at least two (2) other commissioners. The Chair of each Standing Committee shall present a *written report which shall be included in the meeting minutes.* Any Standing Committee *shall* be composed *only* of Commissioners.

Discussion Items

A discussion was held regarding the written reports. CEO Nesmith explained that providing written reports rather than giving oral reports from each committee meeting during board meetings will shorten the length of the board meetings.

Commissioner Pitchford expressed concerns about the written reports. She stated that by providing written reports some of the discussion may be missed. CEO Nesmith explained that this will not prevent robust conversations from being held. Chair Elliott added that this change will not prevent Commissioners from asking questions or giving comments regarding an action item.

A discussion was held regarding the language that Standing Committees would be composed of Commissioners only. Ms. Webb explained that since there was no specificity in the Bylaws regarding this, the Chair of the Board could appoint some advisors or non-commissioners to serve on a committee. There have been previous discussions about the voting rights and the power of non-Commissioners who serve on the committees. Commissioner Pitchford expressed concerns about non-Commissioners serving on the committees without voting rights. Chair Elliott stated that in the past there were advisors or non-commissioners at committee meetings but since the City Council appoints the commissioners, they should be the only members with voting power. Commissioner Hardiman added that appointing non-commissioners started in the past because at that particular time, there was a challenge with RRHA leadership and the knowledge that was needed in different areas. He said “*we have a full board, a good executive team and are in a different place currently and this would make more sense than in the past*”. After a lengthy discussion, it was determined that this item will be presented to the full Board of Commissioners for further discussion.

Article II – Section 11.1 – **Property Management Standing Committee.** *The Property Management Standing Committee shall meet at least quarterly during the calendar year.*

Article II – Section 11.2 – **Finance and Administration Standing Committee.** *The Finance and Administration Standing Committee shall meet as necessary.*

Article II – Section 11.3 – **Real Estate Committee.** *The Real Estate Committee shall meet as necessary.*

Article II – Section 11.4 – **Governance Committee.** *The Governance Committee shall meet at least quarterly during the calendar year.*

Article II – Section 11.5 – **Other Committees.** *Other committees shall have quarterly meetings. Other committees shall be composed only of Commissioners. Other committees shall be dissolved upon completion of its main purpose or goal for which it was created.*

Article IV – Section 2 – **Regular Meetings.** *The Board may cancel any meeting at least three days prior to the scheduled meeting date. The Board shall select one of its monthly meetings to complete training on an annual basis. Notice of this meeting or meeting cancellation, including any preliminary agenda, shall be posted in accordance with the Virginia Freedom Information Act.*

Article IV – Section 11. **Telephonic Meetings.** No meeting of the Board or one of its Committees shall be held or conducted, nor shall any action be taken, through the use of telephone communication except as provided herein otherwise permitted by applicable law.

Article IV – Section 12. **Electronic all Virtual Meetings.** *All-virtual meetings may be held or conducted for the following reasons; (i) inclement weather and (ii) special call meetings. The Board or any one of its Committees shall not be permitted to hold or conduct an all-virtual meeting for more than two meetings per calendar year or consecutively with another all-virtual meeting. Notice of this meeting shall be posted in accordance with the Virginia Freedom of Information Act.*

HUD Comprehensive Management Review

Staff submitted RRHA's responses to HUD's Comprehensive Management Review in December 2023. Staff is waiting on HUD to respond to RRHA's report.

Travel/Training

CEO Nesmith stated that board training and travel is centered around the board's budget. He wants to make sure that all Commissioners are aware of the budget process and any travel that is associated with it. This item will be discussed at the next meeting.

Adjournment

There being no further business, the meeting adjourned at 7:07 p.m.