MINUTES OF THE SPECIAL MEETING
OF THE COMMISSIONERS OF
RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY
HELD AT 600 EAST BROAD STREET, 5TH FLOOR BOARD ROOM
IN RICHMOND, VIRGINIA
THURSDAY, APRIL 2, 2026, AT 5:30 P.M.

Board of Commissioners

In Attendance
Eddie Jackson, Jr., Chair
Dyanne Broidy
Kyle Elliott
Barrett Hardiman
W. R. "Bill" Johnson - *attended virtually due to medical reasons that prevented physical attendance pursuant to Virginia Code §2.2-3708.3(B).*
Gregory Lewis
Marika McCray
Harold Parker, Vice Chair
Charlene Pitchford

Commissioners Attending Virtually
Harold Parker, Vice Chair

Staff In Attendance
Steven Nesmith, Chief Executive Officer
Michael Kelly, Chief Operating Officer - virtual
Patrick Baisi, Associate Counsel
Kim Cole, Chief of Staff
Sherrill Hampton, Senior Vice President of Real Estate and Community Development

Counsel
George Martin, Lead Counsel, McGuireWoods

Call To Order

Chair Eddie Jackson called the meeting to order at 5:30 p.m. A quorum was established.

Remote Participation

Vice Chair Harold Parker participated in the April 2, 2026, Special Board of Commissioners meeting remotely in Richmond, Virginia due to medical reasons.

Motion: (Elliott/McCray) Move to allow Vice Chair Harold Parker to participate in the April 2, 2026 Special Board of Commissioners meeting remotely
Motion Carried Unanimously

Board Governance Training

Counsel George Martin opened the session by explaining that the purpose of the meeting was to provide governance training to the Board. He shared his background, noting his service as co-chair of the governance committee of a publicly traded company to illustrate why he had been asked to lead this training. He emphasized that governance is a critical topic for the Board and that members must be certified as having completed this training. The following items were discussed.

Fiduciary Duty. Counsel Martin reviewed the section of the Code of Conduct addressing fiduciary duty, describing it as the highest duty recognized in law and one that requires Commissioners to exercise the utmost loyalty and care. Fiduciary duty applies to all boards - corporate, nonprofit, and public. He emphasized that Commissioners must place the interests of RRHA above their personal interests. Any potential conflict of interest must be disclosed, and the Commissioner must abstain from voting on the matter. An example of a conflict of interest includes situations in which a Commissioner works for or serves on the board of an organization entering into a contract or partnership with RRHA. He also noted that fiduciary duty extends to confidential information obtained through Board service, which must be protected and not shared outside the organization.

Code of Conduct. Attorney Martin reported that the Board's previous Chair had requested the development of a Code of Conduct and that the current Chair reaffirmed this request. The first section of the Code addresses fiduciary duty. It requires Commissioners to prioritize the interests of RRHA and its residents above person, professional or financial considerations. Commissioners are expected to act with loyalty and care, exercise independent judgment, maintain confidentiality, and make informed decisions to support RRHA's mission and long-term success.

Role of the Chair. The Chair serves as the official spokesperson for the Board. He also summarized the expectations for professionalism, dignity, and respect, emphasizing that Commissioners must maintain a respectful environment, treat all individuals with courtesy and avoid any behavior that could compromise the integrity of the Board.

Attendance of Meetings. An additional provision of the proposed Code of Conduct includes expectations regarding attendance of meetings, emphasizing its importance to effective board governance. He also highlighted the requirement for collaboration with the CEO in support of RRHA's mission.

The summary noted that Commissioners must comply with all applicable laws and policies, including HUD regulations, RRHA policies, and the Board's bylaws. Commissioners are also required to act in good faith. He explained that good faith conduct is a foundational expectation similar to the principle recognized in contract law. The Code of Conduct further includes a commitment to advancing the mission of the authority. It also provides that Commissioners should resign if they are unable to meet or uphold the standards outlined in the Code.

Closed Session

At 5:54 p.m., Counsel Martin, asked to go into Closed Session and read the following motion:

I move that we go into a closed meeting to consult with legal counsel regarding legal matters requiring the provision of legal advice: specifically, matters related to the Board of Commissioners governance and responsibilities and the proposed Board of Commissioner's Code of Conduct as permitted by Section 2.2-3711(A)(8) of the Virginia Freedom of Information Act.

Motion: (Lewis/Broidy) Move to go into Closed Session
Motion Carried Unanimously

At 6:30 p.m., the Board of Commissioners came out of Closed Session.

Motion: (Broidy/Lewis) Move to come out of Closed Session/
Certification of Closed Meeting
Motion Carried
Nay: Hardiman

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Board of Commissioners of the Richmond Redevelopment and Housing Authority (the "Board") convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act.

WHEREAS, Section 2.2-3712(D) of the Code of Virginia of 1950, as amended requires a certification by the Board that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board.

Note: During the roll call for the Certification of Closed Meeting, Commissioner Barrett Hardiman voted "No."

Adjournment

There being no further business, the meeting adjourned at 8:47 p.m.

Eddie L. Jackson, Jr.
Chair

Chief Executive Officer/Secretary