



NAHU Governance Committee Report to the NAHU Board of Trustees



Recommendation for the Binding Contracts P&P

- The Governance Committee was asked to review this P&P to clarify it regarding the execution of the employment contract of the EVP/CEO. This P&P was originally adopted because committee chairs were signing contracts.

ACTION: The committee unanimously approved a recommendation to amend the first paragraph of the “POLICY” section to read as follows:

Only the Executive Vice President/CEO or the CFO/COO of the Association is permitted to sign or otherwise obligate NAHU to any contractual agreements **with the exception of the EVP/CEO contract which is executed by the Personnel Committee Chair**. The BOT members and committee chairs may agree to customary and reasonable expenses which do not require a contract, and which have been authorized by the BOT within their respective budgets.

Recommendations for Bylaws for the House of Delegates

- **Recommendation 1:** Amend the bylaws to read Professional Development “Council” instead of “Committee”. The language in Article IX, Section 2 would be amended as follows:

Article IX: - Committees

Section 2:

Current Language

- A. *Legislative Council*
- B. *Membership Council*
- C. *Nominations Committee*
- D. *Elections Committee*
- E. *Harold R. Gordon Award Committee*
- F. *Finance & Audit Committee*
- G. *Professional Development Committee*
- H. *Governance Committee*

Amended Language

- A. Legislative Council***
- B. Membership Council***
- C. Professional Development Council***
- D. Nominations Committee***
- E. Elections Committee***
- F. Harold R. Gordon Award Committee***
- G. Finance & Audit Committee***
- H. Governance Committee***

- **Recommendation 2:** The advice from outside legal counsel states that there is not a need to amend the bylaws in order to conduct a 2020 virtual annual meeting, including the House of Delegates (HOD). The location of the 2020 annual meeting is “virtual”. The Standing Rules of Order address the necessary guidelines and are the first thing that the delegates vote on in the HOD.
- ACTION:
 - “Hybrid annual meeting” is a meeting held at a designated physical location and permits members to attend at the physical location or virtually on line. For future annual meetings beginning in 2021 this issue will be researched.
 - Options for a hybrid meeting be prepared by the October Budget Meeting.
 - EVP/CEO will check with legal counsel to determine whether the language in bylaws Article XI, Section 9 “The Board of Trustees has discretionary power to change the location in the event circumstances prevent the use of the place designated” permits NAHU to hold a hybrid annual meeting.

Respectfully submitted,

Governance Committee
April 14, 2020