# Community Housing Expansion of Austin

Regular Meeting of the Board of Directors

February 27, 2017

Genieva Croley calls the meeting to order at 8:12 p.m.

In attendance, constituting a quorum:

Genieva Croley - Chair

Joshua Sabik - Treasurer

Patrick Connelly - At-large

Madeline Hillsmith - Secretary

Also in attendance:

Natalie San Luis -- Operations Administrator

#### Review of Minutes from January 4, 2017 and January 31, 2017

The Board considers the minutes from January 4, 2017 and January 31, 2017

**Motion to approve the minutes from January 4, 2017 and January 31, 2017 (Patrick/Josh)**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus.

#### Staff Update

Natalie: The first week was spent getting familiar with our governing documents and how each of the houses operate. I’m centralizing all Board documents and applied to Dropbox for a free business account, hopefully we’ll get that. I think I need to swing by Sasona to see if any CHEA documents are in there that I need to digitize. I met with Corrigan from NASCO, who will set me up with staff members from other co-ops in NASCO systems so I can figure out some best practices in terms of staff/board relationships. I set up an appointment at the grant library to see what’s there and what kind of funding might be available to us. I’m setting up times to meet with La Re founders to document the process of opening a house. I am interested in setting up a survey of the membership to get a better idea of the opinions of the membership and get a temperature check on the membership.

#### Alterations to the bylaws

The Board then considered the Policy Proposal, attached as **Exhibit “A”**

Josh: I like it. I’m glad we’re getting a conflict of interest policy, we get asked about that every time we apply for insurance or do our taxes.

**Motion to accept the Policy Proposal as written [Madeline/Josh]**

Accepting: 4 Rejecting: 0 Abstaining: 0

The motion passes by consensus.

#### Set date for General Meeting of the Members

The Doodle poll comes out to a tie between Saturday, April 8 and Sunday, April 9.

**Motion to set the 2017 GMM date for April 8, 2017 [Genieva/Patrick]**

Accepting: 4 Rejecting: 0 Abstaining: 0

The motion passes by consensus.

The Board moves on to setting the Agenda.

Madeline: I think we should use GMM to start a strategic planning process and figure out a 3-5 year plan for CHEA as an organization.

Josh: I spoke to a few people about being community rep.

Genieva: We advertised on facebook last time.

Josh: We can advertise on 501(c)ommunity too.

Natalie: I was planning on emailing a few other co-ops and housing orgs, I can include that in my outreach.

Genieva: We’re electing a new NP board rep in July, I think it would be good to let candidates have a platform.

Madeline: It can be a debate!

The Board discusses the timeframe for both elections, including whether or not we can or should open the voting for NP rep directly after GMM, and how to best conduct secret ballot elections for both positions. The Board realizes that there is no set procedure for either election, and determines that procedure will be documented and taken to the houses for codification in the bylaws.

**Motion to set the GMM Agenda with the following Agenda Items:**

**State of the Co-op Address**

**Financial Address by the Treasurer**

**Nasco Properties Board Rep Address**

**Community Rep Debates**

**NASCO Board Rep Debates**

**Member input on CHEA’s 5-year plan/Mission Statement [Genieva/Patrick]**

Accepting: 4 Rejecting: 0 Abstaining: 0

The motion passes by consensus.

#### ADA Compliance Action Plan

Patrick is working on creating guide to expand on the Madison Policy (January 4, 2017 meeting minutes, exhibit A) and resource guides for members and officers about their rights and how to interact and manage housing in a non-discriminatory way, he is also eating paper and it is delicious.

We discuss how to best structure a standing committee of the Board such that it is effective and consistently populated. Patrick brings up that there are some decisions that fall outside of the scope of powers of the Board. Madeline suggests that the standing committee has procedure for issuing recommendations to the houses for potential courses of action.

#### Action Items

The Board assigned the following action items:

Genieva & Patrick - contact Daniel Miller re: NASCO rep voting procedures

Madeline - draft ADA Compliance Standing Committee powers and procedures

#### Future Meeting Schedule and Agenda Items

The Board determined the following discussion items for the Working Meeting, which was agreed to take place at 7:30 p.m. on March 13 at Sasona:

* Plan GMM
* Community Rep Recruiting
* ADA Committee and Policy
* Board Election Procedure

The Board determined the following discussion items for the Voting Meeting, which was agreed to take place at March 27th on 7:30 p.m. at Sasona:

* Plan GMM
* Community Rep Recruiting
* ADA Committee and Policy
* ACBA dues
* Board Election Procedure

There being no further business to be brought before the Board, the meeting was adjourned at 9:40 p.m.

**EXHIBIT “A”**

**Policy Proposal**

Proposed modifications to the CHEA bylaws

February 27, 2017

1. **Modify Article II, Section 5 of the CHEA bylaws as follows**

Any member may resign by filing a written resignation with the Secretary of the Board. **Termination of membership is considered a material violation of their membership agreement; if the terminating member is a resident of any property the Secretary shall inform the appropriate Officer to issue a Notice to Vacate according to the terms of termination under their contract with CHEA.**  The member may still be held accountable for his or her contract or debt.

1. **Change “Article V, Section 10 - Other Powers and Duties” of CHEA bylaws to “Article V, Section 11 - Other Powers and Duties,” retaining the text as written.**
2. **Add the following to CHEA Bylaws as “Article V, Section 10 - Human Resource Officer”**

The Human Resources Officer shall be the chief point of contact between current, former, and potential employees of the Corporation and the Board; shall keep, or cause to be kept, current and accurate employee records, including but not limited to employment forms required by state and local law, acknowledgements, and disciplinary records; shall address any training needs of employees; shall receive and respond to employee grievances in accordance with organizational policies, local, state, and federal laws; and shall generally perform all duties usually pertaining to the Human Resources manager of a Corporation.

1. **Add the following to the CHEA bylaws as “Article VIII, Section 7 - Employee Discipline”**

Outlined below are the steps of CHEA’s progressive discipline policy and procedure. CHEA reserves the right to combine or skip steps depending on the facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered are whether the offense is repeated despite coaching, counseling or training, the employee’s work record, and the impact the conduct and performance issues have on the organization.

Step 1: Verbal warning (can be issued by majority vote of the Board, or majority vote of at least one House.)

Step 2: Written warning (can be issued by majority vote of the Board or majority vote of at least one House.)

Step 3: Recommendation for termination (can be issued by majority vote of the Board or by supermajority (75%) vote of at least one House.)

The Board will consider recommendations for termination of employees in executive session. Formal termination of employees will require a majority vote of the Board

1. **Add the following to the CHEA bylaws as “Article VIII, Section 8 - Conflict of Interest Policy**

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.