# Community Housing Expansion of Austin

Regular Meeting of the Board of Directors

November 9, 2016

Genieva Croley calls the meeting to order at 7:46 pm

In attendance, constituting a quorum:

Genieva Croley - Chair

Joshua Sabik - Treasurer

Liz Hester - At-large

Madeline Hillsmith - Secretary

Also in attendance:

Hannah Frankel

Ryan Nill

Amanda Lacy

Drew Delosantos

#### Review of Minutes from October 24, 2016

The Board considers the minutes from October 24, 2016

**Motion to approve the minutes from (Josh)**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus

#### Proposal from ROC USA

BASTA Austin working with ROC USA converting mobile home parks into cooperatives. Interested in expanding to Austin. Needs a local Tactical Assistance Group to guide development. RocUSA is a national group, owned by multiple cooperative groups. The TAG would be a formal agreement with ROC to provide on-the-ground development support in an advisory capacity. Long-term they’re looking for a core group in Central Texas. In terms of financial benefit, CHEA would receive a percentage of every mobile property that was closed on.

Madeline- This could make our staff member full time.

Josh - have you talked to other coops and what kind of work would be involved?

Drew- BASTA would potentially do the tenant organizing. This would be more like conducting trainings w/ resources. There would be far more work in the first year, and it goes down from there.

Josh - I feel like NP handles this for us, and maybe we don’t have enough experience. College Houses, ICC, or NASCO Properties might be better.

Drew: A large coalition would also be possible. I can send a job description when we get it.

Hannah: Even if we can’t help out with everything, developing co-ops is a noble goal and we should do what we can to help out.

Madeline: What kind of timeline are we looking at?

Drew: We’re looking to finalize the TAG within the next three months, then the development starts.

Josh: I think that you might want to consider CH and ICC as your first and second choices.

Madeline: Would the ACBA be in a position to help out with this?

Ryan: Nope. Too busy, no money.

Drew: In the first or second week of december Mary (?) would come back and have a roundtable with College Houses, ICC, and I would like to invite CHEA Board members as well.

Genieva: Do we have a hard date on that?

Drew: Not yet.

Genieva: Any further questions?

Drew: What is CHEA’s long-term organizational vision? ROC USA is looking to develop quite a bit. They wait for devs to start to sell and organize. Here in Austin the climate is different, tenants contact BASTA asking to organize and we would like to be able to then refer them to the TAG for conversion into a cooperative.

No motion was made and the item was resolved at 8:28.

#### Employee

**Motion to cap agenda item at 9pm (Madeline)**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus

The Board then considered article XVI. of the draft employee handbook.  
A brief discussion is held regarding appropriate powers for the discipline of an employee. The Board agrees to remove the provision that a single Board member may issue a verbal warning to CHEA employees.

**Motion to approve revised policy (Exhibit “A”) and send to Ian Wright to review (Madeline)**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus

**Motion to go into executive session at 8:56 pm**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus

**Motion to exit executive session at 9:35 pm**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus

#### Executive Session Policy

The Board then considered the proposed changes to the Secretary of the Board’s duties, attached as “Exhibit B.”

**Motion to amend Article V, Section 7 of the CHEA bylaws according to “Exhibit B.” (Genieva)**

Accepting: 4

Rejecting: 0

Abstaining: 0

The motion passes by consensus.

#### Action Items

The Board assigned the following action items:

Board members will continue to review the Draft employee handbook and meet on Slack to discuss.

#### Future Meeting Schedule and Agenda Items

The Board determined the following discussion items for the Working Meeting, which was agreed to take place at 7:30pm on November 22 at La Reunion:

-NASCO debrief

-Employee

- ROC USA update?

The Board determined the following discussion items for the Voting Meeting, which was agreed to take place at 7:30pm on December 6 at Sasona:

-Employee

-FHC complaint

-La Reunion membership issue

There being no further business to be brought before the Board, the meeting was adjourned at 9:58 p.m.

**EXHIBIT “A”**

***XVI. Discipline***

All employees are expected to perform their duties diligently and to conduct themselves professionally, and in accordance with policies, at all times. CHEA’s progressive discipline policy and procedures are designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable employee behavior and performance issues. It has been designed consistent with CHEA organizational values, human resource (HR ) best practices and employment laws.

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 (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.

Important note: Nothing in this policy provides any contractual rights regarding employee discipline or counseling, nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between CHEA and its employees.

**EXHIBIT “B”**

### **Proposal: Modify the language of Article IV, Section 7 as outlined\*.**

**Explanation:**

The Board of Directors handles a variety of sensitive issues in executive session. As of right now, standard practice is that minutes are not taken nor motions passed in executive session.While CHEA’s bylaws don’t explicitly allow for executive session, they do grant Parliamentary Authority to the latest edition of Robert’s Rules [Article VIII, Section 5]. The bolded language on the second page assumes a record of minutes during executive session and lays out procedures for following them.

I would like for it to become standard practice for records to be taken in executive session. This is for the legal health of our organization, in recording both good faith efforts to comply with the law as well as documenting Board responses to sensitive issues. This is good for our institutional memory as well- as Board members come and go, we can maintain records of our organization’s previous responses to situations that may occur in executive session as well as an understanding of which responses work and which ones don’t. I would propose instituting this policy by adding the bolded language below:

### **\*Article IV, Section 7 - Secretary**

The Secretary shall keep and maintain all records of the Corporation unless otherwise specified in these Bylaws; in the absence of the Chairperson, perform the duties of Chairperson of the Corporation; shall see that proper notice is given for all meetings of the Board; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall post all minutes within five (5) days after the meeting of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors at least five (5) days prior to the next meeting; **shall maintain and keep in confidence a duly protected archive of all minutes of the Board taken in executive session and shall make them available only on request to Board members and those represented as present in said minutes**; and in general, shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Articles of Incorporation and these Bylaws, and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

**\*\*Robert’s Rules, 11th edition**

An executive session in general parliamentary usage has come to mean any meeting of a

deliberative assembly, or a portion of a meeting, at which the proceedings are secret. This term

originally referred to the consideration of executive business - that is, presidential nominations to

appointive offices, and treaties - behind closed doors in the United States Senate. The practice of organizations operating under the lodge system is equivalent to holding all regular meetings in

executive session. In any society, certain matters relating to discipline (61,63), such as trials,

must be handled only in executive session. A meeting enters into executive session only when

required by rule or established custom, or upon the adoption of a motion to do so. A motion to go

into executive session is a question of privilege (19), and therefore is adopted by a majority vote.

Whenever a meeting is being held in executive session, only members of the body that is meeting,

special invitees, and such employees or staff members as the body or its rules may determine to be necessary are allowed to remain in the hall. Thus, in the case of a board or committee meeting being held in executive session, all persons – whether or not they are members of the

organization – who are not members of the board or committee (and who are not otherwise

specifically invited or entitled to attend) are excluded from the meeting.

A member of a society can be punished under disciplinary procedure if he violates the secrecy of

an executive session. Anyone else permitted to be present is honor-bound not to divulge anything that occurred. **The minutes, or record of proceedings, of an executive session must be read and acted upon only in executive session, unless that which would be reported in the minutes-that is, the action taken, as distinct from that which was said in debate-was not secret, or secrecy has been lifted by the assembly. When the minutes of an executive session must be considered for approval at an executive session held solely for that purpose, the brief minutes of the latter meeting are, or are assumed to be, approved by that meeting.**