



# *Louisiana Housing Corporation*

**\*A verbatim transcript as well as an audio recording of these proceedings is available upon request by contacting the LHC\***

**LHC Board of Directors**

**Board Meeting Minutes**

**Wednesday, January 9, 2019**

**2415 Quail Drive  
V. Jean Butler Board Room  
Baton Rouge, LA 70808  
12:00 P.M.**

## **Board Members Present**

Chairman Lloyd "Buddy" Spillers  
Vice-Chairwoman Jennifer Vidrine  
Ron J. Henson (on behalf of Louisiana State Treasurer John M. Schroder)  
Tammy P. Earles  
Derrick Edwards  
Stacy S. Head  
Byron L. Lee  
Gillis R. Windham  
Willie Rack  
Donald B. Vallee

## **Board Members Absent**

Larry Ferdinand

## **Staff Present**

Barry E. Brooks  
Edselle Keith Cunningham, Jr.  
Bradley Sweazy  
Leslie C. Strahan  
Terrell Dupard  
Miriam Bowie  
Plezetta West  
Winona Connor

Kevin Brady  
Na'Tisha Natt  
Robby Bizot  
Louis Russell  
Carlos Dickerson  
Lauren Hartley-Holmes

**Others Present**

See Guest Sign-In Sheet

**CALL TO ORDER**

Board Chairman Lloyd "Buddy" Spillers called the meeting to order at 12:24 P.M. Board Secretary Barry E. Brooks called the roll; there was a quorum.

**APPROVAL OF MINUTES**

Next item discussed was the December 12, 2018 Board Meeting Minutes.

**On a motion by Board Member Willie Rack and seconded by Board Member Derrick Edwards, the Minutes of the December 12, 2018 LHC Board of Directors Meeting were unanimously approved.**

**BOARD CHAIRMAN'S REPORT**

Board Chairman Spillers requested that an item regarding livestreaming the LHC BODMs be put on the February Agenda.

**LHC EXECUTIVE DIRECTOR'S REPORT**

LHC Executive Director E. Keith Cunningham, Jr. delivered his report, noting that 2018 was a good year and that he was looking forward to the continued positive momentum.

**AGENDA ITEM #5**

Next item discussed was regarding the effect on LHC of the Federal Government Shut Down.

ED Cunningham noted that there were no current nor foreseen major impacts. But that the staff was monitoring the situation for any impacts to future HUD environmental reviews and the issuance of housing vouchers.

**AGENDA ITEM #6**

Next item discussed was regarding a Policy establishing a minimum time that a NOFA be submitted to the Board prior to Board action authorizing such.

The matter was introduced briefly by Chairman Spillers.

Board Member Stacy S. Head expressed her reasoning for the request, noting she was not comfortable voting on items received only a few days prior to the BODM.

Board Member Head suggested twenty (20) days prior notice.

Board Member Ron Henson stated that he thought Board Member Head had "...articulated it clearly.", and that he concurs in the rationale in the matter and supports her suggestion.

Board Member Derrick Edwards inquired as to what does the law require as related to public hearings, public notices, and/or public participation.

LHC Exec Director Keith Cunningham, Jr. replied that such is usually denoted in the Action Plan and the Consolidated Action Plan.

Board Member Donald B. Vallee noted that he agrees that the Board needs time to review and deliberate matters.

Board Chairman Spillers noted that the Consolidated Action Plan solicits public comments annually for its Five (5) Year Action Plan; and that the public had participated in numerous LHC public hearings and public workshops during the recent QAP process.

Board Member Edwards inquired as to whether there was a legal issue as related to Board Member Head's pending request.

LHC Executive Counsel Jessica Johnson advised that such would require additional analysis.

Board Member Byron Lee inquired as to what would be the administrative impact on LHC. Board Chairman Spillers noted that Small, Minority, and Women's Enterprises would be disadvantaged; and that NOFAs already solicit public comments.

Board Member Head noted that she did not have time to read the voluminous documents and vote on issues 48-hours after she'd received such.

Board Member Vallee noted his concerns about when funds come from OCD to LHC to administer.

Board Vice-Chairwoman Jennifer Vidrine noted she felt that twenty (20) days prior notice is too far in advance; she noted that all Board materials are public records.

Board VC Vidrine inquired as to what LHC staff thought would be the minimum time needed.

LHC ED Cunningham noted that such would be based on specifics of the funding round; and that he felt the matter would be best resolved by viewing the LHC Strategic Plan and recent QAP open discussions.

Board Chairman Spillers said "...let's go on to the motion."

Board Member Lee advised that LHC has different programs with different protocols and mechanisms; he suggested that LHC administration come back to the Board with a recommendation.

Board Member Head noted she supports letting LHC come back to the Board with a recommendation; that she just wants to make sure that she is fulfilling her fiduciary responsibility, and that she does not want to "...hamstring" staff's functions.

EC Johnson suggested the Board refer the matter to the Administrative Committee, and thereafter to the Board As a Whole.

Board Member Henson noted that if staff could handle confidential materials, then such should not be a problem for any Board Members.

Board Member Henson suggested a seven (7) day advance postings policy similar to the one utilized by the State Bond Commission.

Board Member Edwards concurred with Board Member Henson's suggestion, to the extent that LHC does not suffer any legal liability; and noted that his inquires as related to Board Meeting items are answered swiftly by staff.

Board Member Willie Rack noted that he was confident that ED Cunningham would propose an amicable recommendation to the Board.

**On a motion by Board Member Byron L. Lee and seconded by Board Member Derrick Edwards, the Board deferred the matter to the Administrative Committee to review and bring a recommendation thereof to the Board for approval. Further discussions ensued.**

Charles Tate addressed the Board and suggested that it would be helpful if the public had 72-hours' notice of the Agenda, Resolutions, and NOFAs; and he furthered by discussing aspects of public disclosure, and suggested that an Ethics review might be warranted.

Board Member Vallee reminded the Board that the AGO was offering training for Board Members on Open Meetings Law, Public Records Requests, etc.

Board Member Henson inquired if Board Member Lee would amend his motion to include a request that staff explore options and recommendations to live-stream LHC Board Meetings.

An amendment was offered by Board Member Byron Lee and seconded by Board Member Derrick Edwards, wherein the Board requested LHC staff explore options as related to live-streaming LHC Board Meetings. Given the amendment was not germane to the pending motion, there was no vote on the matter. ED Cunningham advised that LHC staff would review the aforementioned matter and explore options and recommendations thereof.

**On a motion by Board Member Byron Lee and seconded by Board Member Derrick Edwards, the Board deferred to the Administrative Committee for review and recommendation, the establishing of a minimum time for matters to be submitted to the Board prior to any Board action authorizing such; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a vote was taken, and the motion passed. There was one (1) NO vote from Board Member Donald B. Vallee**

#### **AGENDA ITEM #7**

Next item discussed was regarding establishing a Calendar of Events for periodic review of LHC Programs and Operations.

Board Member Vallee introduced the item and went over the rationale thereof, and requested a timetable of review of LHC's 20+ Programs. Additionally, he requested that the Updates and Reports (found in the back of each binder monthly) be done periodically in their respective Committee. In essence, "...let's be proactive."

ED Cunningham suggested a quarterly review of the aforementioned.

Board Member Vallee that the timetable of reviews should be based on the Program and could be Monthly, Quarterly, or Annually – whichever was the most optimal approach.

Board Member Lee noted his appreciation for the LHC's willingness to accommodate and facilitate the requests aforementioned.

#### **AGENDA ITEM #8 – EXECUTIVE SESSION**

Board Vice-Chairwoman Vidrine moved that pursuant to La. R.S. 42:17, the Board enter into Executive Session:

*The purpose for the executive session is pursuant to La. R.S. 42:17(A)(1) governing the discussion of the character and professional competence of a person, to discuss the performance appraisal and evaluation of LHC Executive Director E. Keith Cunningham, Jr., from October 2017 – June 2018; and providing for other matters in connection therewith.*

and

*The purpose for the executive session is, pursuant to La. R.S. 42:17, to discuss strategies concerning the following litigation:*

*Berkley Regional Insurance Co v LA Housing Corp, 19<sup>th</sup> Judicial District Court for the Parish of East Baton Rouge, Case Number C-661249.*

**The motion to enter into Executive Session was seconded by Board Member Willie Rack.**

**A Vote was done to Enter Executive Session. The motion passed unanimously.**

**The Board entered into Executive Session at 1:15 p.m.**

**On a motion by Board Vice-Chairwoman Vidrine and seconded by Board Member Derrick Edwards the Board exited Executive Session at 1:34 p.m.**

**A Vote was done to Exit Executive Session. The motion passed. Absent were Board Members Willie Rack and Donald B. Vallee**

**The motion passed unanimously.**

### **OTHER BUSINESS**

None.

### **ADJOURNMENT**

There being no other matters to discuss, Board Member Derrick Edwards offered a motion for adjournment that was seconded by Board Vice-Chairwoman Vidrine. There being no discussion or opposition, the motion passed unanimously.

**The Full Board meeting adjourned at 1:35 p.m.**

  
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Chairman

  
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Secretary