



Preparing and Conducting **Legal and Efficient** Board Meetings

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Preparation



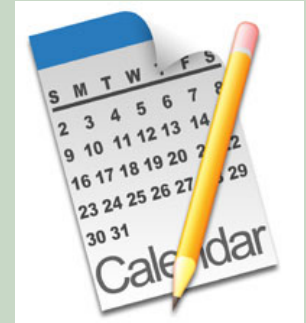
**Failing to Plan
means
Planning to Fail**

--Alan Lakein, American Businessman

Preparation



- **Confirm the date of the meeting**
 - Could be established in your Bylaws
 - ✦ Some Bylaws state “monthly” but give no date
 - Could be set at last board meeting
 - Could be on an annual calendar for board meetings
- **If unsure, check with your Chair to proceed with that date**



This should be done as soon as possible to be ready.

Preparation



- **Create the Agenda**
 - Make sure date, time and location are correct (change if using last month's)
 - Update the “Items for Discussion or Approval”
 - Look at **Tickler Schedule** and HUD's *PIH One-Stop Tool for PHAs* “Calendar Due Dates” required topics for the upcoming Board meeting
 - Review minutes for any items held over from the last meeting
 - Apply official stamp



Preparation



- Now that you have a date, gather this info...
 - Get Agenda started
 - Get Minutes of last meeting ready
 - Get Finances together
 - ✦ Set date for consistent reporting (ie: end of last month)
 - Get the current occupancy percentage ready
 - Get all documents ready for the meeting
 - ✦ Policies for review or approval
 - ✦ Budgets, contracts, etc.

Preparation--Minutes



- Make sure the minutes accurately account for discussion and approvals in the last meeting.
- HINT: Create a **Resolutions Notebook** outside of your Minutes to keep up with all Board approvals through the years so you don't have to search the minutes for a past approval.



Preparation



- **Create the Face-of-the-Minutes**
 - This is a signature line for all members to verify their attendance and establish a quorum
 - Copy the Agenda topics and paste in the document

Preparation—Posting the Agenda



- **Posting**

- The general rule is that every regular, special, or called meeting of a governmental body must be open to the public and comply with all the requirements of the Open Meetings Act.
- PHAs must post an agenda that includes the date, hour, place, and subject of each meeting at the PHA Central Office and at city hall (county courthouse for County Agencies) in a place readily accessible to the public at all times for at least 72 hours before the meeting.
- Agenda items should be descriptive enough that any interested party would have enough information to know whether or not they want to attend.

Preparation—Posting the Agenda



- Another part of Posting is to notify your Board
- Send the meeting items to each board member for their pre-meeting review.
 - This saves time at your meeting.
 - In reality not every member will review the documents.
 - ✦ Remember, the members are volunteering their time and may have jobs, family, businesses, community responsibilities, etc. that pre-empt their position.
 - Sending ahead of time will satisfy those wanting it early.
 - ✦ Some members are detailed and business-oriented

Preparation—Posting the Agenda



- Sending document can be done in numerous ways
 - Mail
 - Personally deliver
 - Email to each member

There are no legal requirements to give members the Agenda or other documents, but it's highly courteous and business-like

- NOTE: Documents that are lengthy or confusing should be distributed at the meeting. Be careful not to confuse the members with lots of technical or industry information.

Preparation—Posting the Agenda



- **Proper way to email your entire Board**
 - Should be in a way to comply with the Open Meetings Act
 - TO: the Sender
 - BCC: All Board Members
 - ✦ This will avoid creating a “walking quorum” in an email group.
 - Attached documents for review.

- **Do NOT email confidential or sensitive information**
 - Distribute that at the meeting

Preparation--Staff Help



- Notify support staff for data submission
 - Financial Data
 - Occupancy Data
 - CFP Data
 - Maintenance Data
 - Procurement Data
 - Legal/Attorney Data



Preparation--Staff Help



- Financial Data is crucial to the PHA health.
- The Board should be given all financial reports to include:
 - Monthly (quarterly) and annual bank statements
 - All income information
 - ✦ Rent, subsidy, admin fees, grants, “other income”
 - ✦ Corporation detailed income
 - Expense information
 - ✦ Via bank statements, copies of checks, etc.
 - ✦ Some boards want total expenses only. This could lead to a financial review/OIG audit if there’s a lack of integrity.
 - Current banking information and loans



Preparation--Staff Help



- Occupancy percentage is important for the Board to know.
 - Lower occupancy = lower rent = lower income
 - Lower occupancy will affect REAC score
 - If occupancy level report is high and rental income is low, there's a problem (need better rent collection procedures)
- The Board has the fiduciary responsibility for the PHA. They should always be aware of income changes and items that would affect income (ie subsidy/admin fee appropriations)

Preparation--Staff Help



- Capital Fund Grant info should be detailed.
 - What's going on at each neighborhood
 - What is planned in the near future.
 - ✦ The Board has already approved the CFP grant budget (2 years ago) but it's good to keep them abreast of what's happening now.
 - ✦ It's best to inform them before the public informs them.
 - Upcoming grant amounts and plans
 - ✦ Even though they approve a budget, remember they don't deal with it every day and usually only hear about it once per month at the Board meetings.

Preparation--Staff Help



- Maintenance items are important to discuss
 - Current extra-ordinary projects
 - Anything unusual for discussion
- The Maintenance team should be a vital part of your physical property.
 - Repairs
 - Upgrades
 - Replacements
 - Appearance
 - Without a good Maintenance team, brand new properties will deteriorate quickly.

Preparation--Staff Help



- Procurement items should be presented
 - Contract Bids
 - Budgets
 - Strategy
 - Capital Needs
- **NOTE:**
 - Some boards want to approve all procurement contracts.
 - Some boards have a cap to approve all bids over that amount.
 - Some boards want the ED to approve all.
 - Whichever the case, work with your Board's wishes.

Preparation--Staff Help



- Legal data should be presented whenever there is a cause.
 - Many PHAs never have legal issues
 - Some PHAs have a monthly legal report to the Board
- Never keep legal issues or potentially legal issues from the Board
 - Again, the Board should hear about any problems from the ED first before the community tells them

Preparation--Location



- The location of your Board meeting should be open to the public (Open Meetings Act LGC551)
- Doors must be unlocked during the entire meeting
 - If concerned for safety, post an employee by the front door
- Absolutely no weapons allowed
 - Texas Penal Code, Title 10, Section 46.035 (c) prohibits weapons of any kind in a meeting of a governmental body.
 - Licensed carrier or not
 - 30.06 or 30.07 sign posted or not

Preparation--Location



- **Set places for each Board member**
 - Copies of documents in a folder, notebook, iPad, laptop, etc.
 - Pad or Notebook or some means to take notes
 - Pen
 - Small bottle of water (nicety)
- **Have chairs for guests if that is expected**
- **Ensure room is clean and presentable; not cluttered**
- **Use a room deodorizer for pleasant fragrance**
 - Use caution for any allergies

Preparation--Reminder



- Contact your members prior to the meeting
 - ✦ IE: the morning of an afternoon meeting
 - Notifying the Board members ahead of time to remind them of the meeting will help you know to expect a quorum or not.
 - ✦ Call them as a courteous reminder
 - ✦ Email and request a response
 - ✦ Text and request a response
 - If this annoys a member, then ask them to let you know when they will not be available for a meeting.

During the Meeting



During the Meeting--Quorum



- Must establish a quorum
- A quorum is 50% or more of your members
 - 3 of 5; 4 of 7; 5 of 9
 - Only appointment members count for the quorum—not the ED
 - The meeting cannot begin without a quorum
- If a quorum cannot be established, the Chair, Vice or other “member in charge” shall dismiss the group and set the returning date for that meeting.
- After a quorum is established, get the Face-of-the-Minutes signed by each member present

Roberts Rules of Order



- Robert's Rules of Order is a handbook for running meetings effectively and efficiently, based on procedures used in the British parliament.
 - ✦ The American Heritage New Dictionary of Cultural Literacy, Third Edition
- Some PHA Boards follow the Roberts Rules of Order
- Most Boards of small PHAs do not follow Robert's Rules but conduct business efficiently
- Summary of Roberts Rules of Order with free online video trainings can be found at www.RobertsRulesMadeSimple.com
- Also, details of Roberts Rules can be found at www.robertsrules.org
- There is no requirement to use Robert Rules of Order

During the Meeting--Opening



- After a quorum is established...
 - The Chairperson opens the meeting
 - ✦ Some Boards have an invocation or pledge
 - ✦ To avoid legal issues, have those prior to opening the meeting
 - ✦ *Minutes*--Time of opening
 - Roll call can be conducted or can be understood
 - ✦ *Minutes*--Names of each member and ED. Staff or others may be mentioned

During the Meeting--Minutes



- Approve the Minutes
 - *Minutes--Motion and second and approval.*
 - ✦ You can list each member by name and how they voted or if it is unanimous, then you can write “approved unanimously.”
 - Minutes can be a “resolution” or just noted as approved
- If there are any discrepancies in the Minutes, the change should be annotated in the motion for the new Minutes; the ED should make that correction.

After approval of the former Minutes, ask the Chair to officially sign for record.

During the Meeting--Financials



- Present the Financials to the Board in a logical manner.
 - Set a date such as the last day of the prior month as the date of reporting.
 - Current data should be presented at the beginning or end but not during last month's financials.
 - Be careful not to confuse anyone.

During the Meeting--Financials



- **Financial History Report**
 - Last month's income detailed
 - ✦ rent, subsidy, admin fee, etc
 - Income vs Expenses Report
 - Year-to-Date Budget Report
 - Bank Statements
 - Expense Report
- **Current Report**
 - Current Assets
 - Operating, savings, CDs, Money Markets, Investments, etc.
 - Loan amounts and progress

During the Meeting--Discussion



- Discussion Items
 - All items discussed as business must be on your Agenda
 - If not, this is a violation of the OMA 551.042
- Chair/Secretary announces item for discussion
- Discussion is open to all board members but not to public unless requested by the Chair or on the agenda to speak to the Board.

During the Meeting--Discussion



- **Resolutions**
 - Each item that is to be considered by the Board must have a motion and second.
 - ✦ A vote of all members should be conducted
 - ✦ The vote has not been completed unless the members have voted
 - Some Chairs will take a motion and second and move on assuming that the vote is unanimous. This is incorrect.
 - *Minutes* – Record who made the motion, second and vote count

During the Meeting--Executive Session



- **Executive (Closed) Session**
 - Executive Session can be held **ONLY** if a quorum has first convened in open session AND the specific topic for Executive Session is noted in the Agenda along with the legal citing.
 - The Chairperson must publicly announce that a closed session will be held as authorized by the Open Meetings Act, the topic of the session and the location in the Act.
 - The open meeting must be closed and the time annotated. After the Executive Session, the meeting must be reopened and time noted.

During the Meeting--Executive Session



- **NO Voting in Executive Session**
 - During Executive Session, no final action, Board resolution, decision, straw polls or vote may be taken. (Open Meetings Act LCG551.012)
- Remember, every decision the board makes must be open to the community.

During the Meeting--Closing



- **At the end of the Regular Meeting...**
 - a date for the next meeting may be decided.
 - the Chair should take motions, second and vote to close and Chair announces the meeting is closed.
 - All business discussion is ceased

After the Meeting



Preparing and participating in Board meetings can be exhausting,
but it doesn't stop there.



After the Meeting



- Clean up your room (or have a staff member do it)
 - Later you'll appreciate getting it done now
- Shred any data used by members that will not be used or saved
 - Member's copies of minutes, financials, other documents
 - You should have the masters for files or submission.

After the Meeting--Minutes



- **Minutes**

- Prepare the minutes of the meeting for permanent record

- ✦ Include date, location, opening time, discussions, approvals and resolutions, items deferred to the next meeting and closing time.
- ✦ Details should be such that anyone not attending the meeting should get the understanding of what all was discussed and approved.
- ✦ Details such as “the crowd gasped” should not be in the minutes.

After the Meeting--Minutes



- **Minutes for Executive Sessions**
 - ✦ An accurate and complete written or recorded record or a certified agenda of the Closed Session must be kept.
 - ✦ These minutes must include the times and date of the meeting.
 - ✦ This information is not subject to the Public Information Act and should be locked in a place separate from other minutes.
 - ✦ These minutes must be kept for two years and no individual is allowed to view these minutes unless subpoenaed by a judge.
 - ✦ After two years, these documents should be disposed of by shredding.

After the Meeting--Minutes



- **Storing Minutes**

- Because Minutes are a permanent document, you should store them in an extremely safe place. That could be...
 - ✦ Fire/impact proof filing cabinet (expensive)
 - ✦ Electronically backed up to remote electronic storage
 - ✦ External hard drive (safe from a computer crash)

NOTE: Electronically saving should be done in a format that will be available long-term. Since Microsoft Word updates every few years, Adobe (pdf) is a great way to save.

After the Meeting--Minutes



- Permanent Storage
 - File the following items from the Board meeting:
 - ✦ Agenda signed with Agency Seal
 - ✦ Face of the Minutes signed with Agency Seal
 - ✦ Minutes signed with Agency Seal
 - ✦ Report of the Secretary
 - ✦ All financials
 - ✦ All documents used for discussion

Doesn't hurt to keep all documents taken to the meeting for back up;
ie: support of why items were approved.

After the Meeting



- **Conduct Admin Changes**
 - Make approved policy changes
 - Submit approved information
 - Share or train staff on changes
 - Notify residents of any changes that would affect them
 - Carry out any other business required by the board.
 - ✦ Bid approvals
 - ✦ Contracts activation

TA-DA!!!



Get some rest!!!
(before you start working on the next board meeting)

