

**DISTRICT OF COLUMBIA HOUSING FINANCE AGENCY
BOARD OF DIRECTORS MEETING**

November 12, 2013
815 Florida Avenue, NW
Washington, DC 20001
5:30 pm

I. Call to order and verification of quorum.

The Chairperson, Derek Ford, called the meeting to order at 5:53 PM and asked the Secretary of the Board, Harry D. Sewell to verify a quorum. With 5 members present, the Board of Directors (Board) had a quorum and the meeting continued.

The Chairperson asked the Board Members present to review the agenda. In addition, the Chairperson asked to amend the agenda and add the approval of the minutes to item IA.

The Chairperson also asked to modify the purpose of closing of the meeting under item number III. The Chairperson stated that the justification used to close the meeting should be to consult with an attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and a public body, or to approve settlement agreements; provided that, upon request, the public body may decide to waive the privilege. An open meeting would adversely affect the attorney-client privilege of the Agency. (D.C. Code §2-575(b)(4)(A)).

Upon hearing no further amendments to the agenda, the Chairperson asked for a motion, made by Leila Batties, Vice Chairperson and a second, made by Mr. Stanley Jackson. The agenda was approved, as amended.

IA. Review and approval the draft minutes from October 22, 2013 Board of Directors Meeting

The members reviewed the minutes and asked for the following change to be made.

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The amended minutes were then moved by Ms. Batties and seconded by Mr. Charles R. Lowery, Jr. The amended minutes were approved by voice vote.

II. Discussion – Amendments to the Agency's Bylaws and Rules.

The Secretary read the resolution into the record, DCHFPA Resolution 2013-5(G), Amendments to the Agency's Bylaws and Rules.

The Chairperson opened the discussion and asked the Board Members to ask questions related to the proposed amended Agency Bylaws and Rules. Maria Day-Marshall, General Counsel stated

that the changes to the amended Agency Bylaws and Rules are to reflect the changes in business practices here at the Agency. Below are the questions asked by the Board Members.

- Conflict of Interest section – A Board Member remarked that the section discusses the ability for the Board to vote to waive a conflict of interest of a Board Member and also to allow the Board Member to vote on the matter, however, the current language does not give a method to waive a Board Member’s ability to deliberate on the matter. The Board Member asked staff if the language could be modified slightly to allow for a waiver of the deliberation, in addition to the waiver of the conflict and ability to vote on the matter.
 - The General Counsel responded that due to the construct of the section, if the conflict was waived, then the Board Member would be able to both participate in deliberations on a matter as well as vote.
- Signatures – May we add electronic signatures to the section.
 - The General Counsel responded yes, we will make the global change in the document.
- Affirmative Fair Housing Marketing Plans – Do we monitor the affirmative fair housing marketing plans?
 - The Harry D. Sewell, Executive Director answered yes, staff reviews the affirmative fair housing marketing plan for multifamily projects.
 - Discussion was had regarding whether the amended Bylaws and Rules needed to include a clause related to the review of Affirmative Fair Housing Marketing Plans. It was agreed upon by the Board of Directors that the review of the affirmative fair housing marketing plans could be stated in policies and procedures and not in the amended Bylaws and Rules.

Hearing no further questions, the Chairman asked for a motion to approve the amended Bylaws and Rules, with technical amendments per the Board’s discussion. The motion was made by Ms. Batties and seconded by Mr. Lowery. After a roll call vote, the resolution passed 5-0.

III. Vote to close meeting to discuss an Agency personnel matter. (No transcript was taken, however, the Chairperson recorded the session on a separate recorder.)

The Chairperson called a vote to close the meeting to discuss an Agency personnel matter. The reason for closing the meeting is stated below.

Pursuant to the District of Columbia Administrative Procedure Act, the Chairperson of the Board of Directors will call a vote to close the meeting in order to consult with an attorney to obtain legal advice and to preserve the attorney-client privilege between an attorney and a public body, or to approve settlement agreements; provided that, upon request, the public body may decide to waive the privilege. An open meeting would adversely affect the attorney-client privilege of the Agency. (D.C. Code §2-575(b)(4)(A)).

A motion was made by Ms. Batties and seconded Mr. Jackson. The Chairperson then moved the meeting into a closed session.

IV. Re-open meeting.

Upon the conclusion of the closed meeting, the Chairperson reopened the meeting.

The Chairperson stated that the 5 Board Members, Thorn Pozen, Board Attorney and Maria Day-Marshall, General Counsel, were present in the room. The Chairperson stated that Harry D. Sewell, Executive Director was placed on administrative leave until further notice and that all duties of the Executive Director would be carried out by Maria Day-Marshall while Mr. Sewell is on administrative leave. Maria Day-Marshall will also serve as the Secretary to the Board during this time. The motion was made by Ms. Batties and seconded by Mr. Jackson. The motion was approved by voice vote.

V. Adjournment.

The meeting adjourned at 10:43 PM

Submitted by Maria Day-Marshall, Secretary
November 22, 2013

Approved by the Board of Directors on December 17, 2013