

MINUTES OF IN PERSON MEETING OF THE  
GOVERNANCE COMMITTEE OF  
RICHMOND REDEVELOPMENT AND HOUSING AUTHORITY  
AT 600 EAST BROAD STREET  
5TH FLOOR BOARD ROOM  
IN RICHMOND, VIRGINIA  
TUESDAY, NOVEMBER 8, 2023

**Committee Members In Attendance:**

Kyle Elliott, Chair  
Tavares Floyd  
Charlene Pitchford

**Non-Committee Members In Attendance:**

Veronica Blount

**RRHA Staff:**

Steven Nesmith, Chief Executive Officer  
Mike Kelly, Chief Operating Officer  
George Martin, Lead Counsel  
Tonise Webb, Associate Lead Counsel  
Darrell Davis, Senior Vice President of Real Estate

**Call to Order**

Chair Kyle Elliott called the meeting to order at 5:40 p.m. A quorum was established.

**Citizens' Comment Period**

No citizens signed up to speak during the citizens' comment period.

**Approval of Minutes**

The committee approved the minutes from the April 12, 2023, Governance Committee Meeting.

***Motion: (Floyd/Pitchford) Move to approve the minutes from the  
April 12, 2023 Governance Committee Meeting.***

**Motion Carried Unanimously**

## **Revisions to RRHA's Bylaws**

The committee reviewed RRHA's Bylaws to identify ways that they can be amended and improved. Chair Elliott outlined a few areas in the Bylaws that needed amended - the option of having an all-virtual meeting for certain circumstances, adding language about mandatory board training, and the ability to adopt real estate resolutions for minor changes.

Associate Lead Counsel Tonise Webb addressed the legal considerations for having all-virtual meetings. She stated that the law requires that RRHA have a policy for all-virtual meetings, similar to the Bylaws that exist for remote participation. RRHA must describe the circumstances in which an all-virtual meeting can take place. The law states it cannot be more than two meetings or more than 25% of the meetings per calendar year. There also cannot be consecutive all-virtual meetings. Policies can be made for each committee separately.

Chair Elliott recommended that the Bylaws allow an option for each committee and the Board of Commissioners to be able to meet virtually consistent with the requirements of the law. This would not replace the in-person meetings but would allow flexibility if a committee or the Board needed to meet under special circumstances, such as needing to quickly evaluate and vote on a resolution or in the case of inclement weather.

Chair Elliott also recommended that the Governance Committee address each of the three items related to the Bylaws. He asked that Associate General Counsel Webb or Lead Counsel George Martin develop draft amended Bylaws to be reviewed and voted on at the next Governance Committee meeting.

Tavares Floyd suggested that a mechanism be put in place to allow committee members to comment virtually on the draft Bylaws between meetings.

Lead Counsel Martin discussed the topic of mandatory board training. The Board of Commissioners has done this in the past, and RRHA needs to make it a formal part of the process now. Mr. Martin's recommendation is that RRHA has board training by video, with prerecorded sessions that are done by a third-party vendor, as well as live training.

The goal is to both satisfy HUD and address best practices to equip the Board so that it can function in a manner that is consistent with a high-performing Authority. There will be some training that board members will need to complete by next month, and staff will reach out to do whatever they can to help facilitate that, including having some sessions at the Authority to make it as easy as possible.

Mr. Floyd brought up a concern that the Governance Committee is not addressing some of the topics that are supposed to be under its purview. He would like more communication in advance of the committee meetings.

Chief Operating Officer Mike Kelly discussed the types of training that the Board of Commissioners will undergo. Staff would like to be able to respond to HUD on December 15, 2023 to say that the Board of Commissioners has now been trained on the roles and responsibilities of the governing board. The type of training being recommended would take place on a HUD website.

Commissioner Blount recommended that RRHA look into partnering with Nan McKay and/or NAHRO to have them provide training. They would provide something structured, industry-specific, and timely. She would not recommend doing the online HUD training as their official training but instead have that as a backup if they need to look something up.

Senior Vice President of Real Estate and Community Development Darrell Davis discussed possible changes to the Bylaws related to real estate resolutions. The biggest issue the Real Estate Department has had is the scrutiny that development projects are being given by HUD. HUD has asked RRHA a number of times to revise documents to make minor changes. Because of the language used in the original Creighton Court resolutions, HUD is requiring that each of these minor changes go back to the Board of Commissioners for approval. Because of this, staff would ask the Board to give the CEO the same authority on Creighton Court as he has on other development projects.

Commissioner Blount recommended that all board members be invited to serve on the Governance Committee.

### **Release of HUD Comprehensive Management Review/Audit**

Mike Kelly presented the results of the comprehensive management review/audit of RRHA's operations by HUD. The purpose was to determine if RRHA was programmatically complying with federal programs requirements and regulations. The review was not targeted at RRHA but was one of several audits that HUD was conducting in the region and was originally scheduled to occur three years ago.

In their review/audit released in the spring, HUD included 44 findings and 20 observations that covered governance, finance, public housing, capital, and Section 8. Observations are not tied to any regulatory disconnect, so there is not a need for a corrective action. A finding is an operational activity that was not in compliance with a HUD regulation. RRHA has addressed or is in the process of currently addressing these findings and observations. RRHA disagrees with some of these findings and will provide an explanation and evidence to HUD as to why it disagrees. RRHA agrees with most of the findings and will send to HUD a list of corrective actions that the Authority will take to meet the requirements of fixing the findings. This will come in the form of a corrective action plan. HUD has a December 15, 2023 due date for RRHA's response to the audit.

### **Adjournment**

Hearing no further concerns, the chair adjourned the meeting at 7:02 p.m.