



**Louisiana Housing
Corporation**

Board of Directors

Agenda Item #6

**Resolution adopting
the Board
Governance Policy
regarding Board
Communications**

June 19, 2019

LOUISIANA HOUSING CORPORATION

The following resolution was offered by Board Member _____ and seconded by Board Member _____:

RESOLUTION

A resolution adopting the Board Governance Policy regarding Board Communications (attached hereto as Exhibit A); and providing for others matters in connection therewith.

WHEREAS, the Louisiana Housing Corporation (“LHC” or “Corporation”) was created by and pursuant to the Louisiana Housing Corporation Act contained in Chapter 3-G of the Louisiana Revised Statutes of 1950, as amended (R.S. 40:600.86 through R.S. 40:600.111); and

WHEREAS, pursuant to La. R.S. 40:600.90(F), bylaws have been adopted for the governance and internal organization of the Corporation, and said bylaws dictate that Robert’s Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the Board may adopt; and

WHEREAS, the Board of Directors of the LHC (the “Board”), as the governing body of the Corporation and as public servants to the citizens of the State of Louisiana, believes that good governance practices require the Board to adopt and follow certain internal controls related to its communications to promote effective and efficient operations so as to help the LHC carry out its mission; and

WHEREAS, the Board recognizes that a relationship which encompasses mutual trust, support, and cooperation with the staff of the LHC is essential to the smooth and effective operation of the Corporation; and

WHEREAS, the Board reaffirms its commitment to ensuring an approach to its fiduciary duties related to the business of the LHC – during or between meetings – that conveys respect for all Board members, employees, and stakeholders of the LHC and the process and recognize that such an approach is necessary for minimizing liability; and

WHEREAS, the Board, Executive Director, and LHC staff will function most effectively and establish trust when guidelines for ongoing and cooperative communication are established set forth the expectations of all participants in the administration, implementation, and oversight functions of the Corporation.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of the Louisiana Housing Corporation (the “Board”), acting as the governing authority of said Corporation:

SECTION 1. The Board and Staff of the Louisiana Housing Corporation hereby agree to govern themselves and their communications concerning the business and operations of the Louisiana Housing Corporation in accordance with the attached “Board Governance Policy Regarding Board Communications” (attached hereto as **Exhibit A**). This policy shall govern such communications only to the extent that it does not conflict with any of the provisions of the LHC Act or with any other state or federal law that is applicable public bodies or agencies, including but not limited to, the meetings of public bodies, public records, and the Code of Governmental Ethics.

SECTION 2. The Board Governance Policy Regarding Board Communications shall be effective immediately upon the passage of this Resolution and shall remain in effect until such time that it may repealed, replaced, or amended by the Board through the adoption of a resolution regarding a subsequent policy.

This resolution having been submitted to a vote, the vote thereon was as follows:

YEAS:

NAYS:

ABSENT:

ABSTAIN:

And the resolution was declared adopted on this, the 19th day of June, 2019.

Chairman

Secretary

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

I, the undersigned Secretary of the Board of Directors of the Louisiana Housing Corporation (Board), do hereby certify that the foregoing two (2) pages constitute a true and correct copy of a resolution adopted by said Board on June 19, 2019 entitled: "A resolution adopting the Board Governance Policy regarding Board Communications (attached hereto as Exhibit A); and providing for other matters in connection therewith."

IN FAITH WHEREOF, witness my official signature and the impress of the official seal of the Corporation on this, the 19th day June, 2019.

Secretary

(SEAL)



Governance Policy Regarding Board Communications

Approved June 19, 2019

Board Members

- A. The Board is responsible for approving the organization's mission, vision, and strategic direction, its budget and its major financial affairs, and its policies on governance and implementation of the programs entrusted to its direction by the Legislature of the State of Louisiana. Both legislatively and in practice, the Board concerns itself primarily with the strategic and policy direction of the organization, and delegates operational, day-to-day management of the LHC to the Executive Director
- B. In general and in accordance with Open Meetings Law (La. R.S. 42:11, *et seq.*), communication between Board members should primarily occur in the setting of an open meeting when the Board operates as a collective for decision-making purposes. Doing so will ensure that communications are made in accordance with Open Meetings Law. In accordance with the LHC Act [40:600.90(D)(2)] a majority of the members of the Board currently serving shall constitute a quorum for the transaction of any business, and the presence of a quorum shall be required for the exercise of any power or function of the corporation. If a gathering of members of the Board consists of a quorum of the body or a meeting of a committee of the body to conduct any business of the body, the gathering should be presumed to be a meeting and, thus, subject to the requirements of Open Meetings Law. Notwithstanding the foregoing, the Chairman may seek to meet with individual Board members in regards to Board matters.
- C. When contacted by outside stakeholders about matters related to the administration or operation of the LHC, Board members shall redirect stakeholders to communicate directly with the Executive Director to ensure the correct process and/or policy is followed.
- D. Board members should contact the Chairman, in the first instance, if they desire to:
 1. Bring issues before the Board;
 2. Request training or support to improve their performance as a Board member; or
 3. Raise a matter of concern regarding a Board member or matters before the Board.
- E. Board members may request information and reports that may be helpful to their ability to make an informed decision on a matter before the Board for approval. However, such requests should stop short of directing staff work or requesting reports that are not generally or customarily prepared or already in existence. New reports and tasks must be requested through the Chairman and the Executive Director.

- F. The LHC is subject to Louisiana Public Records Law (La. R.S. 44:1, *et seq.*), which provides for the maintenance and disclosure of public records. However, not all records of the LHC are subject to disclosure and may be exempt from production under the law. Likewise, federal laws governing the funds administered by the LHC also contain provisions related to the disclosure of certain information and the competitive allocation of federal funding. Therefore, Board members shall refrain from disseminating or disclosing information before it is available to the public (e.g., a draft of a Notice of Funding Availability that has not yet been presented to the Board for approval), especially as it relates to the LHC's competitive funding rounds. Moreover, information that is provided to the Board concerning matters that are in litigation shall not be disclosed, discussed, or disseminated to any party outside of the LHC as doing so severely jeopardizes the LHC's litigation position and strength in negotiation.

Executive Director

- A. The Executive Director is legislatively empowered with the administration, management, and direction of the daily affairs of the LHC. (La. R.S. 40:600.90). While the ED may delegate tasks to other staff members, the Executive Director remains accountable for staff performance. Staff are not directly accountable to the Board, per the rules of Civil Service.
- B. As the Executive Director is legislatively-delegated with the day-to-day management of the LHC, the Executive Director is, therefore, the contact for Board members pertaining to operational matters.
- C. The ED is the link between the Board and staff and is responsible for the implementation of Board policies and the flow of information to the Board to review and monitor results. Communication between Board members and the organization's staff should, except in exceptional circumstances, go through the ED, the Chief Operations Officer, and/or the Executive Counsel.
- D. The Executive Director, as the direct employee of the Board of Directors, has reason to contact Board members to achieve delegated functions, and in particular, the Chairman of the Board.
- E. The Chairman may seek to meet regularly with the ED or be available upon request for support, supervision, and annual evaluation.

Board Members and Staff

- A. Where Board members have another role outside of their membership on the Board, such roles must adhere to the Louisiana Rules of Ethics governing Board members using their membership on the Board to benefit outside interests. La. R.S. 42:1116A prohibits Board members from using their authority as members to compel or coerce LHC staff or others involved in any matters involving the LHC to provide themselves with anything of economic value.

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- B. Board members shall not give what could be construed as direct instructions or directions to staff or comments about their work performance. This can confuse the lines of accountability and may be outside of the bounds of the rules of Civil Service.
- C. It is not appropriate for Board members to ask staff directly for assistance or favors as staff are generally not in a position to refuse. Contact regarding such matter should be made with the Chairman or the ED.
- D. Likewise, it is not appropriate for staff to be in direct contact with Board members on strategic, administrative, or operational matters unless they have been directed to do so by the ED or the Chairman. All Board and Executive reports and briefing papers must be approved by the ED.
- E. The LHC's offices are the staff workplace. While communication and collaborative working are encouraged within the organization, it is good practice for the Board members to let the Board Secretary and ED know when they may be visiting, to ensure that Board members are welcomed appropriately and workflow for staff is minimally interrupted.