



NORFOLK HOUSING ASSOCIATION

HR/Governance Committee Meeting Report

DATE: June 16, 2021

TIME: 4:20pm to 5:22pm

Meeting held via ZOOM.

Present: Henrietta Falasinnu (committee chair), Eriata Dania, Bryan Slauko (ex officio & board chair), and Maya Kambeitz (ex officio).

1. Call to Order & Confirm Quorum - the meeting was called to order by the committee chair at 4:20pm and quorum was confirmed.

2. Adopt Agenda for June 2021 Meeting.

Motion to approve the June 2021 meeting agenda made by B. Slauko, seconded by H. Falasinnu – Carried.

3. Adopt Meeting Minutes of the March 2021 committee meeting.

Motion to approve the Minutes of the March 2021 committee meeting was made by B. Slauko, seconded by H. Falasinnu – Carried.

4. Officer Appointment at the July 2021 Board Meeting

Discussion: Committee discussed the upcoming board meeting in July and the appointment of officers. The board needs to appoint a Chair, Vice-Chair, Treasurer, and Secretary. Currently it is anticipated that the Vice Chair role may be re-appointed for the purposes of succession planning and expressed interest. The Chair will speak to the current officers about their plans for re-appointment. The committee also would like to discuss how it engages non-voting advisory members as we currently have interested candidates and could have some directors not seeking re-election at the 2022 AGM.

ACTION:

Maya and Chair will follow up with current officers to confirm their interest in being re-appointed.

Committee Motions: None

Proposed Board Motions: None

5. Board Policy Update

Discussion: The committee discussed the proposed updates to the board policy document and the addition of a whistleblower policy. It was discussed whether the whistleblower policy must be in the

board policy document or if this process is reflected in the fiduciary duty of the board as each member has a duty to report violations which is part of the duty of care. The addition of a Compliance Officer would possibly be a new role on the board with new powers. The board needs to determine what those powers would be and who is best equipped to take on this new role. It would likely make most sense to have the HR/Governance Committee Chair as the Compliance Officer. The committee would like to have this discussion with the board at the July meeting of directors.

ACTION:

Present draft of the policy document to the board at large at the July 2021 meeting and discuss whether the Whistleblower Policy should be incorporated into the board policy document, who will take on the role of compliance officer and would a separate committee need to be established.

Committee Motions: None

Proposed Board Motions: None

6. Succession Planning – CEO & Board

Discussion: The committee was provided with an update on the CEO Succession Plan and feedback from possible internal candidates on their interest and intent in pursuing the CEO position in the future. Maya will update the succession plan and provide Eriata with the draft for feedback. The committee discussed future workforce planning and organizational structure now that we have shifted from a ED to CEO title. Maya is considering this in the context of NHA and its operating budget. The committee was informed by the committee chair that she will likely finish out her term on the board and not seek re-election in 2022.

ACTION: None

Committee Motions: None

Proposed Board Motions: None

7. Risk Assessment

Discussion:

Maya provided the committee with a brief update on new risks. Maya provided a summary of NHA's COVID re-opening plan.

ACTION: Maya to provide a summary of the re-opening plan via email to all directors for information.

Committee Motions: None

Proposed Board Motions: None

8. Date of next committee meeting will be September 8, 2021.

Meeting was adjourned by the committee chair at 5:22pm.