



## NORFOLK HOUSING ASSOCIATION

### HR/Governance Committee Meeting Report

DATE: March 10, 2021

TIME: 4:06pm to 5:30pm

*Meeting held via teleconference.*

*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 4:06pm and quorum was confirmed.

2. Adopt Agenda for March 2021 Meeting.

**Motion to approve the March 2021 meeting agenda made by B. Slauko, seconded by E. Dania – Carried.**

3. Adopt Meeting Minutes of the December 2020 committee meeting.

**Motion to approve the Minutes of the December 2020 committee meetings was made by E. Dania, seconded by H. Falasinnu – Carried.**

4. Board Recruitment

**Discussion:** Committee members discussed the addition of Zureen Kazmi to fulfill the vacancy of Gerry Albert's unexpired term. Her experience and skill set is a good fit for the board. She will bring diverse and relevant experience to the board table. Bryan will confirm with Zureen that she wishes to pursue the nomination. The committee also discussed the process for adding advisory members. It was noted that the purpose of this is to build out a future pipeline of director candidates to sit on our board. As an advisory participant, these candidates can have exposure to NHA and our governance process. They would not have a vote or be board members and would sign a confidentiality agreement.

It is recommended that we discuss advisory membership with directors at the April meeting and allow committees to also have a say on advisory membership as some committees discuss sensitive matters and an advisory member may not be an appropriate fit for those committees.

#### **ACTION:**

Board Chair will follow up with Zureen about the April meeting and nomination to the board.

Maya will add Advisory Membership as a discussion item for the April Board Meeting.

**Committee Motions:** Motion to recommend the appointment of Zureen Kazmi to the unexpired term of Gerry Albert, pending confirmation and acceptance of appointment by Zureen Kazmi, made by B. Slauko, seconded by E. Dania – Carried.

**Proposed Board Motions:** Motion to appoint Zureen Kazmi to the unexpired term of former NHA board director Gerry Albert.

## 5. AGM

### **Discussion:**

Committee discussed the upcoming AGM and plans for a virtual meeting. The Government of Alberta is proposing a bill (Bill 53) to simplify the process for hosting a virtual meeting of members for incorporated organizations under the Society’s Act. NHA will be able to host a virtual AGM with participation by voting members only. Upon the conclusion of the official business, as required under NHA’s bylaws, there will be an opportunity for members and residents to connect with one another and board directors for a review of our annual report or to ask questions.

To ensure we can conduct the AGM with only those who are eligible to vote, we will have to keep the formal parts of the meeting accessible to only those who are eligible to vote on matters of the association.

No directors are standing for re-election this year.

The 2022 AGM will require the following directors to be re-elected, if they wish:

Bryan Slauko  
Henrietta Falasinnu  
Gerald Wheatley  
Gerry Albert/Zureen Kazmi  
Eric Beaton  
Roland Walters

**ACTION:** None

**Committee Motions:** None

**Proposed Board Motions:** None

## 6. ED Performance Plan & Job Description/Title Review

### **Discussion:**

The committee received an update from the Executive Director (Maya) and board chair on the development and finalization of the annual performance plan/objectives.

The ED has requested that the committee and board consider updating the current title to that of Chief Executive Officer so that it is more reflective of current practices in the non-profit housing sector. The committee was provided with supporting documentation to demonstrate that many organizations are shifting from the use of Executive Director to CEO. This shift is happening for a number of reasons but

primarily the intent is to standardize position titles across industries to provide for clarity around levels of accountability and responsibility in an organization.

NHA already uses the Boland Survey of Non-Profit Salaries and Compensation to guide the description of the ED role, responsibilities, and compensation. The CEO and ED roles are equal in classification, accountability, key responsibility, qualification, and compensation. The CEO title is more common in the affordable housing sector while the use of the ED title tends to be historically tied to the social services sector.

Comparable organizations to NHA all utilize the CEO title for their top leaders who report directly to the Board of Directors. This would align NHA with the sector. The board chair notes that this will ensure that Maya has alignment with her sector peers and confidence in representing NHA across various industries where the Executive Director title may not easily be recognized or clearly denote Maya's accountability within the organization.

**ACTION:** Committee suggest that Maya prepare a summary one-page document for the April board meeting so that all directors can discuss.

**Committee Motions:** None

**Proposed Board Motions:** None

#### 7. Risk Assessment

**Discussion:**

No major risks were presented as requiring discussion at this time.

Committee noted that it will be time to update our Succession Plan now that we have been through a year with the ED taking leave.

**ACTION:** Maya to update the Succession Plan and add this item to the June committee meeting for discussion and review.

**Committee Motions:** None

**Proposed Board Motions:** None

#### 8. Date of next committee meeting will be June 16<sup>th</sup> via Zoom.

Meeting was adjourned by the committee chair at 5:30pm.