

BOARD MEETING AGENDA MEMO

Meeting
Date:

June 14, 2023

Staff Member:

Carissa Connelly

Agenda Item:

Discuss Blaine County Housing Authority Board composition and expectations

Policy Analysis and Background:

BCHA's Board holds considerable power over the future of our community: The Board is the final authority that sets policy and direction of the only entity that advocates for and coordinates housing efforts countywide, in addition to managing over 100 (and growing) deed-restricted units.

Boards are a much-needed resource for staff knowledge and guidance. In many cases, they provide an extension of capacity through devoting time outside of meetings to help staff on areas that the Board member has an expertise in. In BCHA's case, the primary responsibilities of managing deed-restricted ownership and rental community housing and the new responsibility of a housing navigation system point to very specific knowledge-sets. In addition, BCHA Board members represent specific jurisdictions: Their voices at public meetings – such as Planning & Zoning Commissions, County Commissions, and City Councils – and with elected officials provide a citizen perspective informed by staff expertise and their own area of expertise.

COMPOSITION

Staff recommends strategically recruiting board members to meet BCHA's needs. Ideal board members would have expertise in, or be able to represent, two or more areas below.

Ideal areas

- Homeownership mortgages and underwriting
- Real estate transactions, processes, and contracts
- Affordable housing rental programs – tax credits, HUD, and/or locally managed deed-restrictions
- Compliance, enforcement, tenant eligibility, and application processes for income-restricted housing
- Homelessness, transitional housing, rapid rehousing, and the Continuum of Care
- Vulnerable populations and Spanish-speaking households
- Case work
- Coordinating and strategic planning across multiple service and housing agencies

Bonus areas

- Landlord-tenant law, fair housing, and general legal expertise
- Land use, zoning, and development
- Government processes

EXPECTATIONS

During recruitment and with existing board members, staff recommend establishing minimum expectations to ensure that Board members are informed as to what is needed to adequately support the organization and so staff can know what to ask for. Staff request that board members be available for five hours per month to conduct activities such as:

- Attending and participating in board meetings, in person
- Representing BCHA at public meetings to present staff recommendations. Discuss recommendations with staff in advance, as needed.
- Once Board members are adequately prepared, representing BCHA with elected officials and other relevant parties through one-on-one meetings.
- Staff may require one-on-one time with board members to problem solve specific aspects of the work. Board members are asked to provide direct feedback and guidance to staff in their area of expertise.
- Representing BCHA at events, as needed.

Sustainability Impact:

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Financial Impact:

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| None OR Adequate funds exist in account: | N/A |
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Attachments:

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| 1. By-Laws of the Board of Commissioners of the BCHA |
| 2. |
| 3. |

**BY-LAWS OF THE BOARD OF COMMISSIONERS OF THE
BLAINE COUNTY HOUSING AUTHORITY**

Amended and Adopted April 25, 2018

ARTICLE I

SECTION 1. RESPONSIBILITY. The Blaine County Housing Authority shall hold public meetings, hearings, work sessions, or use other means, to obtain input to the planning and development of housing (hereafter referred to as "community housing") that is affordable to the work force of Blaine County, Idaho and the Wood River Valley. The Authority will operate within the parameters set forth in Blaine County Resolution 2007-33, and Title 31, Chapter 42 of the Idaho Code, as may be amended.

ARTICLE II

SECTION 1. NAME OF THE AUTHORITY. The name of the Authority shall be the "Blaine County Housing Authority," herein referred to as the "Authority."

SECTION 2. NAME OF THE BOARD. The name of the board shall be the "Board of Commissioners of the Authority," hereinafter referred to as the "Board."

SECTION 3. CHAIRPERSON AND VICE-CHAIRPERSON. These titles are interchangeable whenever they may appear within the Articles of the By-Laws when the titles are used within their respective context.

ARTICLE III

SECTION 1. POWERS OF THE AUTHORITY. The Authority shall constitute an independent public body, corporate and politic, created pursuant to Blaine County Resolution Number 2007-33 and shall have all the powers and authority bestowed upon a housing authority pursuant to Title 31, Chapter 42, and Title 50, Chapter 19, Idaho Code.

SECTION 2. POWER OF THE COMMISSIONERS. The Board, acting as a body, shall have the authority and responsibility to set policy and direction of the Authority and to exercise the powers and authority of the Authority set forth in Title 31, Chapter 42, and Title 50, Chapter 19, Idaho. The Board may approve or disapprove of actions to be taken by the Authority. However, individual Commissioners, not acting on a consensus of the whole Board, shall have no right or authority to direct or interfere with operational aspects of the Executive Director or employees of the Authority.

SECTION 3. POWERS OF THE EXECUTIVE DIRECTOR. The Executive Director shall be appointed by a majority vote of the Board, and shall serve at the pleasure of said Board. Equally, the Executive Director may be dismissed without cause by a majority vote of the Board. The Executive Director

shall be the Chief Administrative and Operational Officer of the Authority, subject to the policy direction of the Board.

SECTION 4. TERMINATION OF AUTHORITY. The Authority shall terminate at such time as the Blaine County Board of Commissioners, by proper resolution, shall declare that there is no longer a need for a housing authority to function within Blaine County, Idaho and shall comply with the termination procedures of Title 31, Chapter 42, and Title 50, Chapter 19, Idaho Code.

ARTICLE IV

SECTION 1. SELECTION AND REMOVAL OF COMMISSIONERS.

(a) The appointment and removal of persons to serve as Commissioners of the Board shall be in accordance with the provisions and procedures of Blaine County Resolution 2007-33.

(b) No Commissioner of the Authority may be an officer or employee of Blaine County, Idaho or the cities of Ketchum, Sun Valley, Hailey, Bellevue or Carey, Idaho.

(c) A Commissioner shall receive no compensation for his or her services for the Authority in any capacity, but may be entitled to the necessary expenses, including travel expenses, incurred in the discharge of his duties.

(d) Upon removal of a Commissioner, the Blaine County Board of Commissioners shall cause to be sent a notice of the removal to the Commissioner so removed, the Authority and the County Clerk.

(e) A Commissioner may resign by providing written notice to the Board. Said notice shall be effective at the date specified by the resigning Commissioner but not sooner than thirty (30) days subsequent to the date of said written notice.

SECTION 2. OFFICERS OF THE BOARD. The Officers of the Board shall be a Chairperson, Vice-Chairperson, Treasurer, and the Executive Director, who will be an Ex-Officio member of the Board.

SECTION 3. DUTIES OF THE CHAIRPERSON. The Chairperson shall preside at all meetings of the Board, except as otherwise authorized by resolution of the Board. The Chairperson shall sign all contracts, deeds and other instruments made by the Authority. At each meeting, the Chairperson shall bring forth such recommendations and information as he/she may consider proper for presentation concerning the business affairs and policies of the Authority.

SECTION 4. DUTIES OF THE VICE-CHAIRPERSON. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson, and in the case of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the Board shall elect a new Chairperson.

Section 5. DUTIES OF THE TREASURER. The Treasurer shall, on a monthly basis, review the financial records of the Authority. At each meeting, the Treasurer shall bring forth such information and recommendations as he/she may consider proper for presentation concerning the financial affairs of the Authority.

SECTION 6. DUTIES OF THE EXECUTIVE DIRECTOR. The Executive Director shall serve at the pleasure of the Board, as an Ex-Officio member. He/She shall have general supervision over the day-to-day administration of the Authority's business affairs, subject to the direction of the Board, and shall be charged with management of the operations of the Authority. He/She shall be required to keep all monies belonging to the Authority in such place or places of deposit as required by the Authority, and further having the duty to cause to be kept an accurate account of all monies received, the sources from where derived, and all monies expended and the purpose to which applied. The Executive Director shall cause an audited statement of financial position, including income and expense information, to be prepared annually or biannually as allowed by State Code and determined by the Board, and shall present such statement to the Commissioners for their review at the next regular meeting date following receipt of said audited statement. As an Ex-Officio member of the Board, the Executive Director cannot vote on Authority matters.

SECTION 7. ADDITIONAL DUTIES OF COMMISSIONERS. The officers of the Board shall perform such other duties and functions as may from time to time be required by the By-Laws, or by Rules and Regulations of the Authority, subject to prior approval of a majority of the Board. Attendance at each and every regularly scheduled Board meeting is expected of all Commissioners. Commissioners who do not maintain a meeting attendance rate of at least 80% shall be subject to removal unless the absences are excused for good cause by the Chair. Teleconferencing during Authority meetings is acceptable when necessary.

SECTION 8. RULES AND REGULATIONS BY COMMISSIONERS. The Board shall have the authority to promulgate Rules and Regulations pertaining to the operation of the Authority. Rules and Regulations may be promulgated by a majority vote of the Board at a Regular Meeting. Rules and Regulations may be proposed by the Executive Director or by a motion of a Commissioner of the Board. All Rules and Regulations adopted must conform with all requirements of State, City and County laws and ordinances.

SECTION 9. APPOINTMENTS AND ELECTIONS. When the Office of the Chairperson or Vice-Chairperson shall become vacant, the Commissioners shall elect a Chairperson or Vice-Chairperson from their number, which electee shall hold office until the next Annual Meeting.

SECTION 10. VACANCIES. When the office of the Executive Director becomes vacant, the Board shall promptly appoint a successor, in accordance with any duly executed agreements. When the office of a Commissioner becomes vacant for whatever reason, a new Commissioner shall be appointed pursuant to the procedure set out in Blaine County Resolution 2007-33.

SECTION 11. COMMITTEES OF THE BOARD. The Board may establish committees from their number and members of the community to deal with specific areas of operations, resolve various policy issues, or to serve as oversight entities. Each committee shall report its findings to the whole Board for possible action.

SECTION 12. ADDITIONAL PERSONNEL. The Board may employ a secretary or clerk, a bookkeeper and/or accountant, technical experts and such other officers, agents and employees, permanent and temporary, as it may require, and shall determine their qualifications, duties and compensation. For such legal services as it may require, the Board may employ its own counsel and legal staff. The Board may delegate to one (1) or more of its agents or employees such powers or duties as it may deem proper.

SECTION 13. CLERK OF THE BOARD. The Board may appoint a Clerk of the Board, who shall serve at the pleasure of the Board. The Clerk shall be responsible for taking the minutes of the meetings, maintaining official minutes of the Board and other tasks assigned by the Board.

ARTICLE V

SECTION 1. ELECTIONS. The election of the Chairperson, Vice-Chairperson, and Treasurer shall take place annually at the time and place of the Annual Meeting. Any duly appointed, qualified and acting commissioner shall be eligible for the offices of Chairperson and Vice-Chairperson. A majority of votes cast shall elect.

ARTICLE VI

SECTION 1. ANNUAL MEETING. The Annual Meeting of the Board of Commissioners shall be held on the third (3rd) Wednesday of January of each year at the regular place selected by the majority of the Board. The meeting date of the Annual Meeting may be changed upon majority vote of the Commissioners.

SECTION 2. REGULAR MEETINGS. The Regular Meetings of the Board shall be held at various locations throughout Blaine County, Idaho. Regular Meetings shall be held on the third (3rd) Wednesday of the month unless that day is a holiday, in which event, said meeting will be held on the next succeeding business day. Meeting dates may be changed upon majority vote of the Commissioners. At least one (1) Regular Meeting shall be held one (1) time per quarter; additional Special Meetings or workshop meetings may be scheduled as necessary.

SECTION 3. NOTICE OF REGULAR MEETINGS. Notice shall be given to each Commissioner in the form of the Agenda, in a reasonable period prior to the scheduled meeting and consistent with Idaho Code Section 67-2343. The notice may be mailed, e-mailed, or personally delivered to each Commissioner. A copy of the Notice shall be posted in a public place in the offices of the Authority, and appropriate copies shall be given to the media. All meetings shall conform to the Open Meetings Law of Idaho in Section 67-2342, Idaho Code.

SECTION 4. SPECIAL MEETINGS. Special Meetings of the Board may be on the call of the Chairperson at such time and place as the Chairperson may designate. Special Meetings may also be held upon the request of any two (2) Board members or upon the request of the Executive Director. At any such Special Meeting, no business shall be considered, other than that business designated in the Notice of Agenda of that Special Meeting.

SECTION 5. NOTICE OF SPECIAL MEETINGS AND EMERGENCY MATTERS. Notice of Special Meetings shall be given by written or telephonic communication and consistent with Idaho Code Section 67-2343(b), but in no event shall the meeting be conducted without a written agenda. Notice of the Special Meeting shall be given no less than twenty-four (24) hours prior to the date and time of the meeting, and Notice of the Special Meeting shall be given in a timely matter to members of the interested media, and shall be posted in a public place at the offices of the Authority. Emergency Meetings and Executive Sessions may be noticed and convened as provided for in Idaho Code Section 67-2343.

SECTION 6. QUORUM. For any meeting, a majority of the appointed Commissioners shall constitute a quorum for the purpose of conducting its business, and exercising its powers and for all other purposes. Action may be taken by the Authority upon a vote of a majority of the Commissioners present.

SECTION 7. MANNER OF VOTING. Voting on all questions regarding financial matters coming before the Board shall be by roll call and the Ayes, Nays, Abstentions and Absences shall be entered upon the minutes of such meeting. Roll call voting is also required for entering into executive session, pursuant to Idaho Code Section 67-2345 *et seq.* Voting on all other questions may be by voice or by show of hands. Election of Officers of the Board may be held by secret ballot on request of a Board member.

SECTION 8. RULES OF ORDER. Except as specifically set forth in the By-Laws, conduct of the meeting of the Board shall be in accordance with Robert's Rules of Order, to the extent reasonable.

SECTION 9. FILING OF MINUTES AND REPORTS. (a) The Authority shall maintain written minutes consistent with Idaho Code Section 67-2344, and shall file a copy of the minutes of all meetings with the Blaine County Clerk within ten (10) days after their approval by the Authority. All resolutions before the Board shall be included in the minutes of the Board.

(b) At least once a year, the Authority shall file a report with the Blaine County Clerk of its activities for the preceding year, and shall make recommendations with reference to such additional legislation or other action as it deems necessary in order to carry out the purposes of this Act.

(c) The Authority shall file with the Blaine County Clerk a copy of the Authority's financial reports, any claims and causes of action against the Authority, and the Authority's employee policy handbooks, if any, and any changes, modifications, or deletions to the handbooks.

SECTION 10. OPEN PUBLIC MEETINGS. To the extent required by law, the Authority shall comply with applicable provisions of the Idaho Open Public Meetings Law, Idaho Code Sections 67-2341, *et seq.*, in the noticing and conduct of its meetings.

SECTION 11. PUBLIC RECORDS. To the extent required by law, the Authority shall comply with applicable provisions of the Idaho Public Records Law, Idaho Code Sections 9-337, *et seq.*

ARTICLE VII

SECTION 1. STATE LAW REGARDING CONFLICT OF INTEREST. Commissioners of the Board and Authority Staff are subject to the applicable laws of the State of Idaho regarding, without limitation, fair hearing, conflict of interest, disclosure and disqualification including Ethics in Government Act (Idaho Code Section 59-701, *et seq.*), Prohibitions Against Contract With Officers Act (Idaho Code Section 59-201, *et seq.*), and the Bribery and Corrupt Influences Act (Idaho Code Section 18-1351, *et seq.*)

SECTION 2. CONFLICT OF INTEREST. A Board Commissioner must announce a conflict, and then dismiss himself or herself from the meeting room while an issue or item that presents a direct or indirect conflict of interest is being considered in Executive Session.

SECTION 3. OUTSIDE ACTIVITY. Subject to Section 4 below, Commissioners and Authority Staff are not prohibited from engaging in outside activity related to housing and/or real estate. However, any such activity which could potentially result in a conflict of interest or have the appearance of conflict shall be publicly disclosed by the Commissioners or Authority Staff. The individual shall thereafter recuse himself or herself from any discussions or decisions in which said conflict is present. In cases where a potential conflict so disclosed is not direct, but peripheral, the other Commissioners shall determine whether sufficient reason exists to require recusal of the individual.

SECTION 4. DUTY OF LOYALTY. Commissioners and Authority Staff are required to refrain from engaging in personal activities which would injure or take advantage of the Authority. They are also prohibited from using their position of trust and confidence to further their private interests. Commissioners and Authority Staff should avoid even the appearance of a conflict of interest. Examples of prohibited conduct include: (1) realizing secret profits or unfair gain through personal transactions with or on behalf of the Authority; (2) competing with the Authority to its detriment; (3) usurping Authority opportunity; and (4) realizing personal gain from the use of Authority material or non-public information.

SECTION 5. INDEMNITY AND INSURANCE. The Authority shall indemnify, to the full extent permitted by law against damages, judgments, settlements, costs, charges, and expenses incurred in connection with the defense of any action, suit, or proceeding or any appeal therefrom, any person or his or her personal representative made, or threatened to be made, a party to such action, suit, or proceeding, whether civil or criminal by reason of the fact that such person is or was a Commissioner or Officer of the Authority. All members of the Board and all Employees and Staff of the Authority shall be covered by an Errors and Omissions policy to be purchased and kept in force by the Authority.

ARTICLE VIII

SECTION 1. AMENDMENT OF THE BY-LAWS. The By-Laws of the Board of Commissioners may be amended upon the affirmative vote of five (5) of the seven (7) Commissioners. No such amendment of the By-Laws may be considered or adopted unless written notice of the proposed change shall have been previously given to all Commissioners, at least five (5) working days in advance of the Meeting. Furthermore, no amendment to the By-Laws may be considered without prior concurrence by Counsel of the legal sufficiency of the proposed amendment.

END OF BY-LAWS.