



Louisiana Housing Corporation

LHC Board of Directors

***SPECIAL* Board Meeting Minutes**

Wednesday, April 27, 2016

**2415 Quail Drive
Committee Rooms 1 and 2
Baton Rouge, LA 70808
11:00 A.M.**

Board Members Present

Ellen M. Lee
Michael T. Anderson
Tammy P. Earles
Elton M. Lagasse
Willie Rack
Lloyd S. "Buddy" Spillers
Donald B. Vallee
Jennifer Vidrine
Gillis R. Windham

Board Members Absent

Larry Ferdinand
Treasurer John N. Kennedy

Staff Present

Michelle Thomas
Barry E. Brooks
Janel Young
Jatis Harrington
Edselle Keith Cunningham, Jr.
Leslie C. Strahan

Christine Bratkowski
Barbara Stoetzner
Sarah Mulhearn
Natasha Joseph-Anderson

Others Present

See Guest Sign-In Sheet

CALL TO ORDER

In the absence of an elected LHC Board Chairman, LHC Board Vice-Chairwoman Ellen M. Lee called the meeting to order at 11:01 a.m. Board Secretary Barry E. Brooks called the roll; there was a quorum.

Thereafter, VC Lee introduced everyone to new Board Member Mr. Michael T. Anderson. She advised that he had been Sworn-In prior to the SBM.

Board Member Anderson gave a brief self-introduction, and noted that he was the only licensed CMRS in Louisiana.

SELECTION OF NEW LHC BOARD CHAIRMAN

The next item discussed was the selection of a new LHC Board Chairman.

VC Lee turned the meeting over to Board Member Donald B. Vallee to serve as Temporary Chairman

TC Vallee opened the floor for nominations for Board Chairman.

Board Member Jennifer Vidrine nominated Mr. Lloyd S. "Buddy" Spillers for Board Chairman, which was seconded by Board Member Elton M. Lagasse.

VC Lee nominated herself for Board Chairman. There was no second on the nomination thereof.

TC Vallee clarified that the selected Board Chairman, due to the current vacancy in the position, would only be serving in said capacity until the July Annual Meeting Elections.

Thereafter, Mr. Edselle Keith Cunningham, Jr., LHC Executive Counsel, briefly went over the specifics of LHC Board Officer Elections protocol.

Hearing no other nominations, and there being no further discussion, opposition, or public comments, a Roll Call Vote was taken to select Mr. Lloyd S. “Buddy” Spillers as LHC Board Chairman, and the votes were: 8 (YES) to 1 (NO). The votes were as follows:

YES (Michael T. Anderson, Tammy P. Earles, Elton M. Lagasse, Willie Rack, Lloyd S. Spillers, Donald B. Vallee, Jennifer Vidrine, and Gillis R. Windham).

NO (Ellen M. Lee).

Mr. Lloyd S. “Buddy” Spillers was elected Chairman of the LHC Board of Directors.

Board Chairman Spillers thanked everyone for their support and noted that he looked forward to working with everyone and moving the LHC forward. He noted there would be challenges and hurdles ahead but that he was confident that everyone would work together effectively and would operate “...a business as a business.”

SELECTION OF A NEW LHC INTERIM EXECUTIVE DIRECTOR

Next item discussed was the selection of a new LHC Interim Executive Director.

On a motion by Board Member Lagasse and seconded by Board Member Vidrine, the Board approved the selection of a new LHC Interim Executive Director.

VC Lee inquired as to why the matter was needed, and specifically what the cause was for dismissal of current LHC IED Michelle L. Thomas.

VC Lee read into the record from the Louisiana Housing Corporation Act, specifically “...(c) the executive director of the corporation shall be terminated only for cause”.

Chairman Spillers noted that the reading only applied to the “executive director” and not the IED of the Corporation.

VC Lee advised that when Ms. Thomas was appointed as IED she was given the same authority as an ED.

Chairman Spillers countered that Ms. Thomas’ appointment was only for and IED and never that of an ED; and that as IED she still serves at the pleasure of the Board.

VC Lee noted for the record her concern regarding possible legal exposure to the LHC.

Mr. Cunningham noted there was no discrepancy between the LHC Board Bylaws and the LHC Act, and that the IED does not have the same rights as an ED.

VC Lee inquired as to whether Ms. Thomas had been moved out of her previous position as Chief Administrative Officer in order to take the IED position.

Mr. Cunningham advised that State Civil Service Unclassified positions have no 'fallback' position, nor the right to return to a previous Unclassified position.

There was a Call to Question offered by Board Member Vallee and seconded by Board Member Lagasse.

Thereafter, VC Lee read into the record the September 9, 2015 Board Resolution appointing Ms. Thomas as LHC Interim Executive Director.

VC Lee requested that the record reflect her question of whether there was official paperwork that in fact removed Ms. Thomas from her position as CAO to that of IED.

Thereafter, Mr. Cunningham disseminated a draft resolution to the Board, and it was requested that Secretary Brooks read the item aloud for the benefit of those who did not have the document to read and review. When Mr. Brooks read the drafted resolution, there was no name given (it was blank) in the document as the Interim Executive Director.

Board Member Vallee noted that the draft resolution would be amended to name Mr. Keith Cunningham as IED and would clarify that Mr. Cunningham, if selected as the new IED, would retain his current position as a "fallback" at such time that the Board selected a Permanent ED.

VC Lee inquired whether Mr. Cunningham in his role as Executive Counsel had been advising any Board Member as to the specifics of the disseminated draft resolution.

No Board Member replied affirmatively to the aforementioned inquiry from VC Lee.

On a motion by Board Member Elton M. Lagasse and seconded by Board Member Jennifer Vidrine, the resolution providing for the appointment of Edselle Keith Cunningham, Jr., as Interim Executive Director of the LHC; and providing for other matters in connection therewith, was moved to debate. There being no further discussion, opposition, or public comment, a Roll Call Vote was taken, and the motion PASSED via 7-YES (Mr. Anderson, Mr. Lagasse, Mr. Rack, Mr. Spillers, Mr. Vallee, Ms. Vidrine, and Mr. Windham); 1-NO (Ms. Lee), and 1-ABSTAIN (Ms. Earles).

The Board congratulated Mr. Cunningham on his new position as LHC IED.

Board Member Vallee expressed the need for the Board to become familiar with the Proposed Layoff Plan. Chairman Spillers noted that he was still waiting for receipt of the Plan from consultant Ms. Helena Cunningham.

Mr. Cunningham thanked everyone for their confidence, and that he would be working diligently to meeting the goals and missions of the LHC in providing safe and affordable housing to the citizens of Louisiana.

Board Member Vallee thanked former IED Ms. Thomas for her service to the Corporation.

Board Member Vidrine said that she wanted the record to reflect that Mr. Cunningham's appointment to the position of IED would be effective immediately upon the Board's vote.

ADJOURNMENT

There being no other matters to discuss, Board Member Elton M. Lagasse offered a motion for adjournment that was seconded by Board Member Vidrine. There being no discussion or opposition, the motion passed unanimously.

The *Special* Board meeting adjourned at 11:39a.m.



Chairman



Secretary