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1 2 3 4 JACKSONVILLE HOUSING AUTHORITY BOARD OF COMMISSIONERS 5 GOVERNANCE COMMITTEE MEETING 6 7 8 9 TAKEN: Friday, March 21, 2025 10 TIME: 9:04 a.m. to 10:03 a.m. 11 PLACE: Jacksonville Housing Authority 12 1300 North Broad Street 13 Jacksonville, Florida 32202 14 and via videoconference 15 16 Taken by Carol DeBee Martin, court reporter. 17 18 19 20 21 Carol DeBee Martin 22 Jacksonville Court Reporting, Inc. 23 1620 Bartram Road, Apt. 6111 24 Jacksonville, Florida 32207 25 (904) 465-0787 (cell) debeemartin@aol.com	1 PROCEEDINGS 2 March 21, 2025 9:04 a.m. 3 CHAIRWOMAN SHIRLEY: Good morning, 4 good morning, good morning, everyone. 5 Good morning to everyone online. 6 Today is Friday, March 21st, 2025. 7 The time is 9:04 a.m., and I am Commissioner 8 Caleena Shirley. And we are starting the 9 Governance Committee Meeting this morning. 10 I'll go ahead and call the meeting to order. 11 Our first item on our agenda is if we could 12 have a motion to amend our agenda as it is 13 presented as we need to include, after public 14 comment, the approval of the minutes from the last 15 meeting. 16 Do we have a motion to amend the agenda? 17 COMMISSIONER BROCK: I make a motion, 18 Madam Chair. 19 COMMISSIONER ROGERS: Madam Chair, I will 20 second that motion, with a friendly, if I may, 21 to include allowing I believe Commissioner Reyes 22 to participate via telecommunication. 23 CHAIRWOMAN SHIRLEY: All right. We will 24 accept that motion with the inclusion of allowing 25 Commissioner Reyes to participate online.
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1 APPEARANCES: 2 CHAIRWOMAN CALEENA SHIRLEY 3 COMMISSIONER HARRIET BROCK 4 COMMISSIONER HANK ROGERS 5 COMMISSIONER LISA STRANGE WEATHERBY 6 EVANN MORRIS 7 ANTONIO PEREZ 8 ROSLYN MIXON-PHILLIPS, Int. President/CEO 9 VICTOR FIGUEROA, COO 10 ELAINE SPENCER 11 JULIE ST. CLAIR 12 CORDELIA PARKER 13 DIARRA WEATHERS 14 SHUNTHENIA BROWN "Shaun" 15 LAURIE LEWIS 16 17 (VIA VIDEOCONFERENCE) 18 COMMISSIONER ANDREA REYES 19 JENNIFER MAHONEY 20 ASHLEY SMITH 21 CHAD MOORE 22 EVEADA FINKLEA 23 ASH 24 25 ---	1 We have a motion and a second. All in favor 2 say, "Aye." 3 COMMISSIONER ROGERS: Aye. 4 COMMISSIONER BROCK: Aye. 5 CHAIRWOMAN SHIRLEY: Any opposed? 6 COMMISSIONER REYES: Good morning, everyone. 7 PEOPLE: Good morning. 8 CHAIRWOMAN SHIRLEY: Good morning. 9 Good morning, Commissioner Reyes. 10 COMMISSIONER REYES: Thank you, Commissioner 11 Rogers, for beating me to it. Very good. 12 CHAIRWOMAN SHIRLEY: Now that we have an 13 agenda, we'll start with our first item, which is, 14 "Public Comment." We'll start with online. 15 Is there anyone online that has any public 16 comment for this morning? 17 (no response) 18 CHAIRWOMAN SHIRLEY: Seeing none, we'll ask 19 if there is anyone in the room that has any public 20 comment for our committee this morning. 21 (no response) 22 CHAIRWOMAN SHIRLEY: All right. Seeing none, 23 we'll move on to our next agenda item, which is 24 the approval of the minutes. The minutes were 25 sent out in our packet under Tab 2. They are the

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1 meeting minutes from our last committee meeting, 2 which took place January 17th, 2025. 3 Can we have a motion to accept the minutes as 4 presented? 5 COMMISSIONER BROCK: I make a motion. 6 CHAIRWOMAN SHIRLEY: A motion by Commissioner 7 Brock. 8 Do we have a second? 9 COMMISSIONER ROGERS: I second it. 10 CHAIRWOMAN SHIRLEY: Thank you. 11 Second by Commissioner Rogers. 12 All in favor say, "Aye." 13 COMMISSIONER BROCK: Aye. 14 COMMISSIONER ROGERS: Aye. 15 CHAIRWOMAN SHIRLEY: Any opposed? 16 (no response) 17 CHAIRWOMAN SHIRLEY: All right. We have 18 approved minutes. Thank you-all. 19 So this morning we had a little bit of a 20 different setup, and our wonderful executive and 21 CEO will bring us up to date on that. 22 But we wanted to get this committee kind of, 23 "in posture," as Commissioner Rogers likes to say 24 -- get us in posture around what this committee's 25 roles and responsibilities are being that we had	1 to usher us into this brief board training for 2 this morning. 3 MS. MIXON-PHILLIPS: Good morning. 4 Thank you, Commissioner Shirley. 5 As you said, the video that we had previewed 6 for this morning's meeting was available as of 7 about 4:30 yesterday evening. The staff and I 8 were making sure that the video would play and all 9 of that stuff. 10 And we got in this morning, and the video is 11 no longer available. We reached out to HUD, 12 and they confirmed that the administration is 13 making many changes rapidly. They looked, too, 14 to see if they could access it, and they could not 15 access it either. 16 And so this morning we, "pivoted" -- 17 the new terminology that's being used a lot these 18 days -- probably more than it should -- but we had 19 to pivot in this environment. 20 And there was available to us, from 1921 21 (sic) ... but it's still very much per our 22 HUD staff in keeping with where we are for the 23 roles and the responsibility of board members for 24 U.S. HUD. 25 So this training is training that was
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1 not met in such a long time and are really trying 2 to make sure that we have a working committee that 3 can help some of the other committees as well as 4 this organization continue to move forward -- 5 a lot of the great changes that are taking 6 place that are helping to support this agency and 7 support our residents. 8 And so we were going to do a brief board 9 training, and we'll drop these little trainings 10 in as we go along that will help us always circle 11 back to the governance as outlined by HUD as to 12 our board roles and responsibilities and 13 specifically around what this Governance Committee 14 is commissioned to oversee. 15 And so we had a video, just a little brief 16 training that we were going to go through. 17 Ms. Phillips has done an amazing job in helping 18 us get a packet together really quickly in spite 19 of that video now being unavailable online as of 20 last night. 21 So there's a lot of changes going on in the 22 federal level, and so, with that, some access to 23 some resources are moving or changing around. 24 And so we weren't able to access it this morning. 25 But I will turn it over to you, Ms. Phillips,	1 developed by the Department of Housing and Urban 2 Development for Board of Commissioners' training 3 on roles and responsibilities, and it is quite 4 lengthy. 5 We're going to probably go through it a lot 6 more rapidly than was originally intended. 7 I think, in the write-up, they said that the 8 training should be about an hour. We're going to 9 take about 20, 25 minutes this morning, and we can 10 answer questions along the way of any that you 11 have. 12 There is a link that has the information 13 available to you, and we've given you a copy of 14 it. 15 If I could ask you, Evann, if you could send 16 Commissioners Reyes and Horovitz that link with 17 the PowerPoint on it, so that, if they want to 18 access it, because they won't have a hard copy 19 that we can get to them, I'd very much appreciate 20 it. 21 So let's go to the next slide. So I'm going 22 to be operating this. 23 CHAIRWOMAN SHIRLEY: And, while you operate 24 that, Ms. Phillips, I just want to make just one 25 correction. I think you may have said,

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1 "from 1921 --" 2 MS. MIXON-PHILLIPS: 2021 -- 3 CHAIRWOMAN SHIRLEY: -- instead of 2021. 4 MS. MIXON-PHILLIPS: -- 2021, yes. 5 I'm dating myself, aren't I, 100 years? 6 (People laughed.) 7 MS. MIXON-PHILLIPS: So, yes, 2021. 8 Thank you very much, Commissioner Shirley. 9 So today's agenda, as it relates to this 10 work presentation for PowerPoint, includes public 11 housing basics. Most of our commissioners know 12 the basics, and so we're going to go pretty 13 rapidly through that portion of it. 14 Then the roles and responsibilities are 15 really where we want to focus our time this 16 morning, and so we will go through that. 17 Also, included in the PowerPoint is 18 information on ethics. Our board has ethics 19 training as it relates specifically with the 20 City of Jacksonville, in Florida. Training has 21 been provided to us. 22 So, again, we're going to spend most of our 23 time today on the roles and responsibilities, 24 Madam Chairwoman. 25 So, having said that, we're going to get	1 legislative changes since the inception of the 2 public housing organization, which occurred back 3 in 1937. 4 So we've been around for a while. 5 HUD has been around for a while doing the work of 6 housing in this country. 7 In 1998, the Quality Housing and Work 8 Responsibility Act was created -- was, 9 "approved," if you will. 10 (Commissioner Weatherby entered the room.) 11 MS. MIXON-PHILLIPS: And that made a lot of 12 changes to public housing as it related to new 13 operating programs and the Capital Fund Program 14 for Public Housing, as well as establishing 15 project-based budgeting and managing for public 16 housing. 17 Public housing, as you-all know, was put into 18 place to provide decent, safe and sanitary rental 19 housing for low-income families, the elderly and 20 persons with a disability. 21 It also comes in all kinds of shapes and 22 sizes. We have scattered sites. We have 23 high-rise apartments. We have individual 24 single-family houses and other forms of 25 communities that encompass our public housing
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1 right into some of the background on public 2 housing. 3 Today, as of the time that this was done, 4 the actual number of units of public housing was 5 about 1.2 million units of public housing 6 administered by over 3,000 public housing 7 authorities. 8 And that means that, Commissioners, 9 you're in good standing, and we appreciate all of 10 your work as volunteers accepting the call to 11 serve on this commission. 12 But, as commissioners, you're helping us to 13 try to navigate some extremely complicated sets 14 of programs and requirements that are out there, 15 and, as volunteers, you know, we just thank you 16 for what you're doing and your commitment of your 17 time and your effort. 18 This training we hope will give you some 19 knowledge and skills about being a board member 20 and what the expectations are as it relates to 21 public housing, in particular, around governance 22 of the agency. 23 Over the years, public housing has 24 experienced many challenges. As a result of the 25 challenges, there have been a number of	1 stock. 2 The property is owned by the Jacksonville 3 Housing Authority and funded through money from 4 Federal HUD and tenant communities. The property 5 is owned, as I said, by our housing authority, 6 and state law and statutes really control how 7 the PHAs use the properties and what all is done 8 relative to how we administer the contracts and 9 the work. 10 Who's eligible for public housing? 11 It's limited to low-income families and 12 individuals based on their gross income, 13 and HUD sets those low-income limits at 80 percent 14 and below in order to establish the eligibility. 15 For the financing, as I mentioned, 16 the financing comes from federal subsidies coming 17 from HUD, and it's split into basically two pots. 18 That's the operating fund the capital fund. 19 And you hear us talking about that when we 20 talk about our budgeting and our funding. 21 Public housing authorities -- we also have 22 an opportunity to do some pilot programs and get 23 other program funding that supports our 24 self-sufficiency programs and other means in which 25 to support the families that are living in public

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1 housing. 2 So there is a lot to what's going on 3 as it relates to what we do and how we do it. 4 All of those directives come from the Federal 5 Government, and it's consistent across the 6 country. 7 The same way we administer our programs is 8 the same way they're administrated in other 9 locales across our country. 10 How long can someone stay in public housing? 11 In general, a family may stay in public 12 housing as long as they comply with the lease. 13 Although, at reexamination, if a family's income 14 is such that it's determined that they can afford 15 housing in the private sector, there is an ability 16 for that individual then -- the PHA can determine 17 whether or not they should stay in public 18 housing. 19 We don't see a lot of that, especially given 20 where we are in the housing market here in our 21 area. The affordability levels are such that most 22 of our residents don't necessarily meet that test 23 to be considered to go into the private housing 24 market. 25 Again, we're not going to spend a whole lot	1 other HUD programs or the CDBG funding that's 2 allocated through the city or other grant sources 3 from Federal HUD. 4 The Section 8 Program assists very low-income 5 families to afford decent, safe and sanitary 6 housing, which is our goal and what we do, 7 and it's determined by the annual gross income 8 and the family's size. 9 That's how we determine the amount of the 10 voucher that the individuals or families will be 11 eligible for. The housing is provided through the 12 private market owned that meets HUD standards. 13 And so, when someone has a Section 8 voucher, 14 they can go out into the private market to 15 identify an apartment or a house that meets their 16 needs, but it has to meet our standards. 17 And that means it has to be inspected by our 18 staff. We provide inspections to make sure it 19 meets the standards. 20 We set the rent based on our local payment 21 standards. The tenant pays 30 percent of their 22 adjusted income towards the rent. The allocation 23 is from HUD, and it varies based on the budgetary 24 authority. 25 We get an annual amount from HUD as to what
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1 of time on the various programs. The Section 8 2 Program, which is our voucher program -- 3 you-all know a lot about that and what's being 4 done with the Section 8 Program. 5 We have over 8,000 vouchers. We have 6 vouchers that are specifically for restricted 7 groups, including our veterans vouchers under our 8 VASH Program. We have for the disabled. 9 We have for family reunification. We have a 10 number of voucher programs that allow for 11 different determinations of eligibility for 12 individuals who are in those categories. 13 So let's get into the meat of some of this. 14 So, again, I talked about earlier, with -- 15 the Housing Act was established in 1937. 16 Permanent public housing funded by the 17 Federal Government allows for the creation 18 of municipal housing organizations, and more than 19 2.9 million families are currently, as of this 20 printing, in public housing. 21 We talk about what the purpose is, 22 the provision of decent, safe, sanitary housing 23 that is funded by Federal HUD. 24 We receive some other funding, but most of 25 the grant funding, as I said, comes through	1 is our budgeted authority, and, when we say, 2 "We have 8,000-plus vouchers," we may not use all 3 of those vouchers based on the affordability in 4 the community. 5 Because the costs are rising. It costs more 6 and more for us to be able to provide the housing 7 assistance in the community, and so we may reach 8 our budget limit before we reach our allocated 9 number of vouchers. 10 Do you understand that? 11 CHAIRWOMAN SHIRLEY: (nodded head 12 affirmatively) 13 MS. MIXON-PHILLIPS: Sometimes, you know, 14 people will say, "Well, why are you not at 15 8,300-plus vouchers?" 16 It's because we don't have the money. 17 We have the ability to give that many vouchers, 18 but, if the affordability is such that we cannot, 19 then that's why we would have less vouchers 20 actually in use. Because it's driven by the 21 budget amount. 22 Annual contributions contract -- and that's 23 how we receive our money. That's how they 24 determine the amount that we're going to get on an 25 annual basis, and it provides for the terms and

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1 conditions between our housing authority and HUD 2 of what the funding can be used for. 3 The PHA Mission and Goals -- that's our 4 five-year plan. We do an annual five-year plan, 5 and that documents what exactly are the housing 6 needs in the area, the wait list, including the 7 site-based certificates we might have or 8 site-based vouchers that we might have, 9 all of our policies, homeownership plan, 10 designated housing, project-based assistance 11 and all of the things that are listed here. 12 We have a series of public hearings, 13 as it relates to our plan, so the public is aware, 14 and other partners are invited to come in. 15 Some of you may have attended some of our 16 public hearings when we roll out our five-year 17 plan, and it also requires your approval. 18 So you review it, and you approve it, as well. 19 Roles and responsibilities -- and so this 20 gets us to a little bit more of what we're here to 21 talk about today as it relates to the Governance 22 Committee. 23 How the boards operate is outlined in the 24 Federal HUD Guidelines, but also individual state 25 laws dictate things about our board and our	1 agency making sure that we are able to continue 2 to operate and continue to serve this great 3 need that we find here in the community, 4 more families served, accountable to residents. 5 That is what governance and the role of the board 6 is all about. 7 Okay. Board role components. Leadership. 8 Obviously, setting and championing the mission of 9 the agency, providing strategic direction, 10 ensuring financial solvency and speaking up 11 regarding concerns about anything that relates 12 to public housing or the status of our properties 13 and those kinds of things. 14 As far as oversight is concerned, compliance 15 and statutory, regulatory and contractual in all 16 of these areas. 17 Financial includes our budgeting, which is 18 approved by the board. Our financial documents 19 and any corrective actions, audits, and our 20 expenditures. 21 For performance, we're looking to the board 22 governance and oversight as it relates to the 23 quality of the housing, the services that are 24 being provided and adherence to policies. 25 And then, finally, board proceedings and
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1 board's composition. 2 All of you were appointed by our mayor with 3 confirmation by the City Council, and, as it says 4 here, most of your Board of Commissioners are 5 appointed by your local elected officials, 6 as you are. 7 The federal law dictates that the board must 8 have at least one resident member. Currently, 9 Ms. Harriet Brock serves as our resident member 10 here on the board. 11 Individuals who are residents of public 12 housing are appointed to the board, it says here, 13 through open elections, but individuals bring 14 unique skills and assets. 15 We look for board members who have varied 16 backgrounds in certain areas or disciplines in 17 order to contribute, and, in great part, 18 it's dependent upon a willingness to serve and 19 a commitment to the mission of the organization 20 and a real dedication to what the organization is 21 here for. And that's the provision of housing for 22 low and moderate-income people. 23 The governance -- the role of the board 24 -- strong governance, sound financial oversight, 25 long-term, sustainable performance for the	1 board conduct, minutes and resolutions -- 2 making sure that all of those are in order and 3 maintained and available, especially here in 4 Florida, where we have the Florida Sunshine Law 5 and are looking to make sure that there is always 6 availability of these records or the public to 7 examine at anytime that they might want to do 8 that. 9 Now I don't know that this is going to play, 10 because the -- we'll see -- because all of the 11 videos have been pretty much deactivated in all of 12 these things. So we're going to move right along. 13 Commissioner responsibilities are to stay 14 informed of the issues facing the public housing 15 authority, support and monitor and evaluate 16 the executive director, represent the PHA within 17 the community, dedicate sufficient time to the 18 job, review the materials, get training and read 19 trade publications, provide fiduciary oversight 20 and keep up to date on the agency financials, 21 ensure that the PHA remains financially viable, 22 evaluate the PHA progress and recommend corrective 23 actions, when needed, inspect the sites 24 periodically. 25 And I know that many of you, in particular

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1 Mr. Rogers, makes pop-up visits at many of our 2 locations, our properties, and brings that 3 feedback back to the board, which is critical and 4 important. 5 Respect for staff, board and tenant 6 confidentiality. 7 Is there anything in that slide that you'd 8 like to comment on, Madam Chair, or members of the 9 commission? 10 CHAIRWOMAN SHIRLEY: I'll hold my comments to 11 the end just to allow you to get through your 12 presentation. 13 MS. MIXON-PHILLIPS: Okay. All right. 14 We're going to keep going now. 15 What you should know. Roles and 16 responsibilities of the board and key staff. 17 We just talked about that. 18 Our governing documents -- we have bylaws. 19 We have the Federal Code of Regulation. 20 We have many laws, whether it be our ethics laws 21 or our sunshine laws and those kinds of things 22 that board members are expected to be familiar 23 with. 24 And we should be making sure that those 25 are being provided to you and that periodic	1 finances are in place in order to be sure that we 2 are solvent as an organization. 3 And, in some the information that is 4 provided, we talk about our MENAR and our ability 5 -- how long, if funding or whatever were not to be 6 available, we would be able to continue to 7 operate. 8 That speaks to our solvency and our ability 9 to continue to operate if the subsidy were to be 10 turned off at some point -- or, "not available to 11 us," I guess I should say. 12 Programs and basic program requirements -- 13 again, that's making sure that we have workshops 14 and training on any new programs, or, as I said, 15 refreshers on existing programs that are 16 administered through the housing authority. 17 Agency properties. We talk about our capital 18 fund and the state of properties and the need for 19 keeping them safe and sanitary for our residents 20 and aesthetically looking, as well. 21 And then, finally, under governance, 22 we talk about our meeting procedures and 23 requirements for our meetings as a part of that. 24 Responsibilities. All of the following 25 -- and this is where you get to participate and
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1 workshops are being provided to update and to 2 refresh on our governing documents. 3 That's one of the things that this governance 4 board will be looking at. Our bylaws is one of 5 the first things that the Chair has indicated. 6 We want to review and update those bylaws 7 as it may be needed. We want to make sure that 8 our board knows some of the agency history -- 9 how we came to be where we are. 10 It started off as a department of the city, 11 because of some things and some issues and 12 concerns back in the '90s. It was decided that 13 this authority should be an independent agency or 14 independent authority. That actually took action 15 by the State of Florida in order for that to be 16 put in place here. 17 We have grown over the years, and, 18 in addition to the public housing and the 19 vouchers that we have, the Jacksonville Urban 20 Initiative was created, which allows us to 21 work with partners to do other types of commercial 22 real estate development. That is made available 23 to low-income residents, as well. 24 Also, making sure that our financials are 25 where they should be and that activities of our	1 not listen to me. All of the following are part 2 of your oversight responsibilities except -- 3 and there are a few options here -- knowing the 4 guidelines and policies that guide your PHA, 5 oversight of PHA finances, being aware of the 6 pitfalls that a PHA and its board can face, 7 the day-to-day operation of the PHA, 8 following your ethical and legal 9 responsibilities. 10 So there is one in there that is not a 11 responsibility of -- 12 COMMISSIONER WEATHERBY: D. 13 COMMISSIONER ROGERS: D. 14 (People laughed.) 15 MS. MIXON-PHILLIPS: -- the day-to-day 16 operation of the PHA. 17 You are right. 18 The day-to-day operation is left to the CEO, 19 in this case, and senior staff of the authority, 20 the roles of the executive staff, HUD and 21 residents. 22 And this just kind of delineates the role of 23 the executive directors and the Senior Management 24 Team, and that includes managing the staff, 25 overseeing day-to-day operations, overseeing the

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1 finances, executing board-approved policies, 2 ensuring compliance with federal laws and 3 guidance, act as a bridge between the board, 4 HUD, staff, residents and the community and 5 responsible for all personnel functions, 6 maintain units and programs and keep commissioners 7 informed. 8 On the HUD side, HUD interprets the 9 congressional laws, develops regulations, 10 as a resource to the PHAs. I called this morning 11 very early over to our HUD office, our field 12 office, to find out what happened overnight and 13 why the video wasn't ready. 14 And they are always there, and we appreciate 15 their support and their availability to us. 16 And then they also distribute the funding to the 17 PHAs -- Federal HUD does -- and we certainly 18 appreciate that. Because it allows us to fulfill 19 our mission. 20 Question No. 2, "Which stakeholder in public 21 housing provides an important voice to guide 22 for oversight, other commissioners, executive 23 staff, residents, HUD Field Office and Regional 24 Office or all of the above?" 25 COMMISSIONER ROGERS: All of the above.	1 (People laughed.) 2 MS. MIXON-PHILLIPS: I would say, 3 "That's false." 4 We don't need to keep our communication 5 to a minimum, though we try not to bombard 6 you with the routine, day-to-day operational 7 issues, because that is the role of the Executive 8 Team here. But we do like to keep open 9 communications. 10 I know -- and I thank you-all for taking my 11 calls. Whenever I call, you always answer, 12 and I appreciate that. But we also like to keep 13 you informed. If there is something that is going 14 on with the agency, we want you to be aware of 15 that in the event that you get questions, 16 or so you don't have to hear it from someone 17 else. We'd rather you hear it from the staff than 18 to have to learn of something that is going on 19 with the agency in the media. None of us like to 20 be blindsided. So we don't want to blindside you 21 either. 22 As it relates to ethics ... 23 And, where are we on time? 24 Okay. We've got 4 minutes. 25 CHAIRWOMAN SHIRLEY: I'd say you're probably
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1 CHAIRWOMAN SHIRLEY: All of the above. 2 MS. MIXON-PHILLIPS: I would say, "All of the 3 above." 4 You are right. 5 There is a role for everyone to have input in 6 the operations and can lend a voice to help guide 7 the board in its oversight. 8 Annual contributions contract. No funds of 9 any project may be used to pay any compensation 10 for the services of board members of the Board of 11 Commissioners. 12 It is a volunteer position -- one that we 13 could not function as well as we want to without 14 having our board oversight, obviously -- but it is 15 a volunteer position. 16 There is the opportunity, however, 17 if training is available, and board training is 18 available for board members. And, based on your 19 schedules when that training is made available, 20 you might want to participate in that, 21 and we do cover the cost of all board training. 22 True or False. Executive director and 23 commissioners should keep communication minimal so 24 that the commissioners do not get bombarded with 25 day-to-day operational issues.	1 -- 2 MS. MIXON-PHILLIPS: Right at it. We're 3 winding up right here. 4 CHAIRWOMAN SHIRLEY: -- there you go. 5 MS. MIXON-PHILLIPS: Yes, ma'am. 6 Public Housing COIs, federal and state laws 7 -- the most strick one -- this one was based on -- 8 they were doing a presentation for North 9 Carolina. So we'll just substitute, "Florida," 10 there and change the chapter. 11 But the CFR is the same, which is 2003417326 12 (phonetic) and ACEC HUD 53012A (phonetic). 13 All of those would be pertinent to us and give us 14 some direction and guidelines. 15 The PHA employee or representative may not 16 participate in a contract if they may be awarded 17 the contract, and this is just talking about 18 conflict of interest. 19 I said, "COIs." I'm sorry. 20 I should have said, "conflict of interest." 21 I want to make sure that all of our board 22 members are aware of what things might be a 23 conflict of interest so that we don't get into 24 a position of having to deal with that 25 if they have financial or other interests of

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1 a firm that's selected for it or the firm awarded 2 employees or is about to employ them. 3 So we want to make sure that you're cognizant 4 of those types of relationships and that they 5 could pose a conflict. 6 A PHA may not enter into a contract if one of 7 the following individuals have an interest in the 8 firm during or one year after their PHA tenure, 9 present or former PHA staff or board members, 10 public officials, state or local legislators or a 11 family associated with the PHA or the PHA 12 employees or an immediate family member who has 13 been involved with procurement. So those are 14 things that we have to look at as it relates to 15 conflict of interest. 16 And then this just goes through a case study, 17 and we're not going to go there. Here it talks 18 about other conflicts of interest. 19 No member of congress can participate in the 20 ACC or benefit from it. Resident Council Officers 21 -- and we may have one present here today -- 22 they may not serve as contractors or employees 23 if they are in a policymaking or a supervisory 24 role at the PHA. 25 Mixed finance. A PHA must certify,	1 MS. MIXON-PHILLIPS: Thank you. 2 Lobbying. And we'll end with this slide. 3 We're right at 9:30. 4 No lobbying with PHA funds. That is strictly 5 prohibited. We sign annually a form that we 6 recognize that no funding that came from 7 Federal HUD was used in any lobbying activities. 8 Payments for influencing or attempting to 9 influence an officer, employee of any agency 10 or member of congress, an officer or employee of 11 congress or an employee of a member of congress 12 is strictly prohibited. 13 And, as I said, we must certify that we will 14 not lobby or use any federal funding as it relates 15 to lobbying. 16 Other people lobby on our behalf with funds 17 that are not funded by Federal HUD. I know that 18 the administration typically -- the mayor's 19 office, when they are doing their visits to 20 Washington, they do seek additional funding for 21 us to do the work that we do here. But we cannot 22 do that or support that with any federal funds, 23 because that is prohibited. 24 Okay. These are some other things. 25 We're not going to go through them today.
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1 in its mixed finance proposal, that it will use 2 an open and competitive process when we are 3 contracting and awarding contracts, ensure there 4 is no conflict of interest in partner or owner 5 selection, and partners must comply with 6 procurement and conflict of interest requirements. 7 Are there limits on the political activities 8 you can be involved in as a commissioner? 9 The first answer says, "No. As long as you 10 disclose your role on the board to the election 11 commission." 12 Yes. There are limitations. For example, 13 you cannot run an interlocal election where 14 PHA-appointed officials may be elected. 15 Yes. There are limitations. For example, 16 you cannot run for office as a candidate of a 17 political party. 18 I know Commissioner Rogers will answer this 19 one. 20 (People laughed.) 21 MS. MIXON-PHILLIPS: I would say, "A," 22 "No, as long as you disclose your role on the 23 board to the Election Commission." 24 Is that correct? 25 COMMISSIONER ROGERS: That is correct.	1 We are hopeful that the videos and training will 2 become available to us, and, if it does go back 3 online, we will provide a link to all of you so 4 you might, at your leisure -- that's part of that 5 volunteer hours that our board members so 6 willingly put in, in getting up to date on the 7 various issues of governance would be -- 8 we will make that available to you. 9 But Federal HUD, as of this morning, 10 could not tell us when and if those training 11 modules and videos would be available. 12 So I hope this answers some of your questions 13 about the roles and responsibilities as you get 14 into the work of the Governance Committee 15 reviewing our policies and setting policies as it 16 relates to the agency. 17 Thank you, Commissioner Shirley. 18 And we look forward to hopefully those very 19 good videos being available to you-all soon. 20 Thank you. 21 CHAIRWOMAN SHIRLEY: All right. Thank you, 22 Ms. Phillips, for this overview. I'll say this. 23 While it seems maybe elementary in some ways, 24 I think it's very pertinent that we always bring 25 ourselves back to our structure, to the oversight.

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1 So I think this was necessary, especially 2 because we have been moving at such a pace that we 3 haven't always had the time to stop and kind 4 of really look at the flow of things. And we're 5 pulled into many different directions, because we 6 have such a heart for this organization. 7 And I really appreciate it, because, 8 especially, as I've gotten deeper into the 9 organization and as I do what Commissioner Rogers 10 has been doing, in going out to the different 11 facilities, we're hearing from the residents. 12 We're hearing from the employees. 13 And so we want to make sure that we're giving 14 everyone the same level of responsiveness, 15 and that is directly tied to our structure and our 16 policies and how we oversee the organization and 17 how we operate as commissioners. 18 So I thought this was a good starting point 19 for the Governance Committee to kind of just have 20 a touchpoint to get back into kind of our 21 structure and how we're doing what we're doing, 22 but, also, as a way to help the public understand 23 what our oversight responsibilities are versus 24 oversight of the administration. 25 And so we want to make sure that where the	1 their complaints and bringing them -- 2 their complaints -- to the proper protocol of 3 leadership here at the housing authority. 4 I don't want anyone to think that, 5 "Oh, we have a resident on the board, 6 and we constantly hear that Commissioner Rogers is 7 visiting the properties and bringing things back 8 to the board," and that I have not, as a resident 9 commissioner -- has not done that. Because I 10 have, and I just wanted it to go on the record. 11 Thank you. 12 MS. MIXON-PHILLIPS: Without a doubt, 13 and, please forgive me Commissioner Brock. 14 I was not at all trying to not remember that, 15 because you do. You are daily at properties and 16 involved in properties, and so that was not at all 17 -- and it was an oversight on my part. I should 18 have mentioned your involvement in the 19 communities. 20 We have a Resident Relations Committee 21 Meeting today, but we also have our Resident 22 Relations Committee. And she is always working 23 on behalf of our residents in bringing things to 24 the attention of the staff, not just at board 25 meetings or committee meetings, but almost daily
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1 two come together it's in the policies so that, 2 if we're seeing there is a need for us to have a 3 different level of process, that we put the 4 policies in place for the processes to then flow 5 from that. 6 So thank you for that. 7 Yes, Commissioner Weatherby. 8 COMMISSIONER WEATHERBY: Quick comment. 9 I think this is great. I think this is just so 10 helpful. And, although you can glean a lot this 11 over a long period of time, I think it would be 12 wonderful if every new commissioner got it, 13 and I presume that's why we have this. 14 Thank you. 15 CHAIRWOMAN SHIRLEY: You're welcome. 16 Yes, Commissioner Brock. 17 COMMISSIONER BROCK: Madam Chair, I wanted 18 to comment on our presentation, and I want to say 19 this as -- as Commissioner Rogers -- we love to 20 refer to Commissioner Rogers -- some of his 21 sayings that he say. 22 I wanted this to go on the record, that, 23 as the resident commissioner, I, too, have always 24 been very much involved in our properties and 25 visiting our properties, hearing our residents and	1 I'm sure she's in contact with someone about an 2 issue that a resident has brought to her 3 attention. And many of them are things that she 4 brought to my attention that I personally had to 5 get involved with because of things that she has 6 noted. 7 So no slight at all to you, Commissioner 8 Brock. 9 COMMISSIONER BROCK: No. Madam Chair, none 10 to -- no slight to Ms. Phillips -- neither you. 11 I just wanted it to be on record so that -- 12 because people reading our minutes. They may 13 think that I'm not stepping up. That was it. 14 That was all. Thank you. 15 CHAIRWOMAN SHIRLEY: You're welcome, 16 Commissioner Brock. 17 Ms. Phillips, you are very much so responsive 18 in bringing those things to the various bodies of 19 the board. So thank you for that. 20 So two of the things that I wanted to kind of 21 set forth, as a start point as we get into this 22 cadence of looking at governance, which is new to 23 this particular board, in that we were meeting 24 once or twice a year previously, and now we're 25 kind of working -- moving into a work group type

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1 setting where we can work on some of these 2 policy-based things. 3 But I think that is always imperative for us 4 to start at the start point, which is our bylaws, 5 and so last meeting we did give out a copy to all 6 of the commissioners of the bylaws. 7 It led me to then go to our online resource, 8 which was our -- I think we were calling it, 9 "The Board Depository," which was through the 10 Microsoft Teams. And so it then helped me open up 11 another set of questions. 12 When we're having these oversight committees, 13 where are we storing our documents? 14 Is everyone aware of how to get to the 15 documents, whether it be the bylaws or our working 16 worklist of items? 17 So that was the first question I had, 18 because I know, absent of a traditional board kind 19 of enrollment or overview process where we go 20 through those things initially, sometimes things 21 change or technology is updated. 22 So, before we got deep into policies, 23 which we're going to do through this committee and 24 other committees, I wanted to make sure everyone 25 knows how to access these documents in between	1 it just as recent as last night. And our 2 governance folder is empty right now, but we're 3 going to fill it up. I was happy to see that it 4 was there. 5 But one of the things I would like to request 6 be put into that folder is the bylaws as one of 7 the first documents that we're going to go back 8 to, and then we have a board worklist that we have 9 that was kind of overall. I believe it's in Tab 3 10 of your packet today in your booklet. 11 MS. MIXON-PHILLIPS: It is. 12 CHAIRWOMAN SHIRLEY: And, from that packet 13 we spoke of last week, there's a couple of items 14 that are specific to governance. So, if we can, 15 have the board worklist document put in the 16 governance folder, as well. 17 But the two things that I want to start off 18 this committee with was, like I said, an overview 19 of our bylaws. The bylaws were last updated as of 20 June 21st, 2021. 21 And so I think this is -- especially, with us 22 having this great board that we have and a lot of 23 the changes and things that we've done -- 24 we just want to make sure that everyone gets a 25 chance to read through the bylaws, make any
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1 committees. So that's just a question I have for 2 the current commissioners. 3 Is everyone aware how to access our board 4 documents, the policies, the documents that we 5 work through from meeting to meeting? 6 COMMISSIONER WEATHERBY: No. 7 COMMISSIONER BROCK: (shook head negatively) 8 MS. MIXON-PHILLIPS: Maybe now is a good 9 time. If not today, I want to put the Technology 10 Team on the spot. 11 But, if you could put together a little flyer 12 -- 13 MS. MORRIS: We already have one. 14 MS. MIXON-PHILLIPS: -- if you've got it -- 15 that we can share with the board on how to access 16 the repository, and then we'll make sure that all 17 of the committee minutes and agendas and all of 18 those things are in the repository as well as any 19 other documents that are necessary. 20 MS. MORRIS: And the recordings, all of the 21 recordings in there, too. 22 MS. MIXON-PHILLIPS: Yes. 23 CHAIRWOMAN SHIRLEY: Okay. Yes. 24 And so I would say, "Thank you," first of 25 all to our Technology Team. I was able to access	1 notations between now and the next board meeting 2 of where there may be need for enhancements. 3 So thank you for allowing me to give you 4 a little bit of homework. I know we've got a lot 5 going on, but, if you guys could take the time to 6 just read through our bylaws so that we can really 7 get into making any updates or changes as we start 8 for next month's meeting and as we go through our 9 worklist, we just want to make sure that our 10 guiding document is aligned with where we are 11 current day. And, if there's any need to bring 12 any adjustments to this document, I think this is 13 our first start point to really set our posture 14 for how we move forward. 15 Do we have any comments from any 16 commissioners? 17 COMMISSIONER BROCK: Madam Chair, I just want 18 to bring to our attention that I'm so glad that 19 you mentioned that the bylaws was in here, 20 because those are our original bylaws, 21 the ones that are dated June 21st, 2021, 22 not the ones that we received that have 10 23 articles. Our bylaws have 15 articles. 24 Thank you. 25 MS. MIXON-PHILLIPS: So these are the right

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1 ones. 2 COMMISSIONER BROCK: Yes, ma'am. 3 MS. MIXON-PHILLIPS: And the other thing, 4 Madam Chair, if I could, is, if you look at the 5 board worklist that you have alluded to, 6 the items that are in orange are the ones that 7 have been indicated for the Governance Committee's 8 review and action, and today's workshop and the 9 video that we had planned to share with the board 10 was in keeping with No. 14, "Establishment of the 11 clear boundaries with respect to what a 12 commissioner can and cannot do outside of the 13 board and committee meetings." 14 And so we want to continue to have various 15 trainings that will address that, and then, 16 at some point, maybe a -- what do you call it -- 17 not talking points, but have FAQs on what the 18 boundaries are, as frequently asked questions in 19 the document on the issues surrounding those 20 boundaries with respect to what a commissioner can 21 and cannot do outside of the board meeting. 22 And so I just wanted to say that we are 23 following the checklist and our worklist and 24 looking at those items. So we are going to stay 25 on point.	1 COMMISSIONER ROGERS: Correct. 2 COMMISSIONER BROCK: That's what you are 3 talking about, that he had put on the floor for us 4 to vote that he could stay in office another year. 5 Because the minimum is two years for a Chair. 6 And so he wanted to go into the third term, 7 but he didn't complete that third term. 8 COMMISSIONER ROGERS: But, as a board, 9 we approved that with the bylaws. 10 COMMISSIONER BROCK: Yes, we did. Yes, sir. 11 COMMISSIONER ROGERS: So, in the bylaws we 12 currently have before us, that's not in that. 13 So ... 14 COMMISSIONER BROCK: It wasn't -- yeah. 15 They never gave us -- they never came back with an 16 update that that was put in there, to allow him 17 the third year. 18 CHAIRWOMAN SHIRLEY: So, if you could, 19 put that on our bylaws review list from previous 20 amendments. Thank you-all for that. 21 When we go through these amendments next 22 month -- excuse me -- to go through the bylaws 23 next month, if we don't see the amendment in the 24 bylaws that has been given or if there's 25 additional amendments, we can make sure that we
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1 CHAIRWOMAN SHIRLEY: Thank you. Yes. 2 That was a great circle back. 3 Commissioner Rogers. 4 COMMISSIONER ROGERS: I guess just a quick 5 question. I remember, when I joined this board 6 and Board Chairman Walker was the Chair at the 7 time, we did make some amendments to the bylaws. 8 So I'm looking at these bylaws currently, 9 and I'll have to go back to my notes. And I'm 10 100-percent sure I'm accurate on this. 11 So the bylaws that we currently have and 12 the bylaws that -- were changes made in those 13 bylaws? 14 CHAIRWOMAN SHIRLEY: I don't have the answer 15 to that question, but I'll look to the other 16 board members that may be able to answer that. 17 COMMISSIONER ROGERS: I just want to make 18 sure. 19 CHAIRWOMAN SHIRLEY: Commissioner Brock. 20 COMMISSIONER BROCK: Yes. Thank you, 21 Madam Chair. 22 And, yes, Commissioner Rogers, to your 23 question, there were a amendment that Commissioner 24 Walker wanted to do. He asked the board if he 25 could remain the Chair another year.	1 have a worklist for the bylaws revision. 2 And that can be taken up once we close out our 3 review and bring forth a revised set of bylaws. 4 We'll need to make sure that we review them 5 for that change. 6 MS. MIXON-PHILLIPS: And we'll find the 7 minutes from whatever on the board action. 8 COMMISSIONER REYES: I have a comment. 9 CHAIRWOMAN SHIRLEY: Yes, Commissioner Reyes. 10 COMMISSIONER REYES: So thank you. 11 So one of the things that came up in one of 12 the HR Committee Meetings -- and Commissioner 13 Brock and I think Commissioner Rogers probably 14 remember -- was the issue with the secretary. 15 So, if we can put that on the topic list for the 16 next meeting, that would be also good. 17 We had -- the 2021 bylaws had a specific 18 language regarding the secretary, and then the 19 other bylaws that were actually given to the 20 board had a different provision for the board 21 secretary, which created a lot of havoc for our 22 committee when we were trying to figure out the 23 protocols for board meetings and what needed to 24 happen afterwards. 25 So, if we can just put that back into your

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1 list, that would be great. 2 CHAIRWOMAN SHIRLEY: Accepted. Thank you so 3 much, Commissioner Reyes, and that brings me back 4 to the worklist, which I'll revise and make sure 5 we get it into our governance folder. 6 So we'll pull from the Human Resources 7 Committee Board Worklist, and we'll create a 8 separate worklist for the Governance Committee 9 that will start with the review and update of 10 bylaws and this issue that we bring about 11 updating the bylaws or any amendments that need to 12 be made. 13 Secondly will be the establishment of clear 14 boundaries with respect what a commissioner can 15 and cannot do outside of board committee 16 meetings. 17 And so we've done an overview, but we'll make 18 sure that we have something that's kind of written 19 and outlined for future board members that 20 come on. 21 We have the board transition and onboarding 22 process so that we have an actual process for 23 new board members that will come under governance. 24 The board's level of fiduciary responsibility 25 and liability in terms of our -- in terms of our	1 CHAIRWOMAN SHIRLEY: I'm sorry. Bimonthly. 2 I'm sorry. Bimonthly. We'll do it every other 3 month so that we're meeting -- we last met in 4 January, and we are meeting now in March. 5 Sorry if I spoke too fast. It's bimonthly. 6 COMMISSIONER BROCK: Thank you. 7 CHAIRWOMAN SHIRLEY: Thank you, Madam Chair. 8 I guess my question, being that we -- 9 I guess, where are we with No. 34? 10 We're in the middle of hiring a Deputy CFO. 11 We have hired a CEO. 12 Do we have a policy in place currently right 13 now to address this, or do we need to -- 14 because we're in the middle of hiring all of these 15 positions. So I'm somewhat concerned. 16 MS. MIXON-PHILLIPS: I think we've always had 17 a policy, if I could, Madam Chair. 18 CHAIRWOMAN SHIRLEY: Yes, yes. 19 MS. MIXON-PHILLIPS: We're just making 20 sure that the policy that we have in place is 21 being utilized, and there are background 22 screenings that are done that included credit 23 backgrounds in all of those, as well, for all of 24 these. 25 And I believe we will onboard our comptroller
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1 liability, how is it assessed, what we absolutely 2 need to know for our own protection. 3 OGC and Governance Committee -- this was an 4 item that was asked for us to take up. So we'll 5 add that to the list. 6 Schedule Governance Committee Meetings, 7 and so we've done that. So we can check that off 8 the list, because we have set it up that we were 9 going to have our Governance Committee Meetings on 10 a monthly (sic) basis as our cadence. 11 The last one was to update the background 12 screening and hiring requirements for CFO, 13 Deputy CFO, COO and CEO to include credit reports 14 showing no tenure history of bankruptcies or 15 180-day late payments due to positions having 16 access to JHA financial accounts. 17 And those were the ones that we had outlined 18 from the Human Resources Committee, and I have a 19 few questions here. 20 So I'll start with you, Commissioner Brock. 21 COMMISSIONER BROCK: Madam Chair, correct me 22 if I'm wrong. 23 But, didn't you move governance to every 24 other month, or you still want to do it every 25 month?	1 in the coming week. We are still in the process 2 of identifying the Deputy CFO. 3 CHAIRWOMAN SHIRLEY: So it's more of a review 4 of existing policy. 5 And, Commissioner Reyes, coming from your 6 worklist, are there any additional comments you 7 had on that particular item? 8 COMMISSIONER REYES: Not at the time, no. 9 Thank you. 10 CHAIRWOMAN SHIRLEY: So those are just the 11 few items that we currently have on docket, 12 and I'll say this. Because just like this 13 particular issue, if there is a need to bring this 14 to a meeting in between our regular cadence, 15 we'll call that as a Special Committee Meeting. 16 Because what we don't want to do is delay any 17 progress that could impact our operations or 18 things that we need to put in place to be able to 19 function successfully. So we'll reserve the 20 opportunity to come forward on the in between 21 ones, as needed. 22 But that is bringing us to the top of the 23 hour. I don't want roll into the next committee 24 meeting. So we can have a brief stop in between, 25 maybe a 5 or 10-minute break -- 5-minute break

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Page 49 1 we'll just say. 2 But, if there are no other items, 3 that brings us to the end of our agenda for this 4 morning. 5 Ms. Phillips, did you have anything? 6 MS. MIXON-PHILLIPS: And the only last thing 7 is, under Tab 5, you do have a sheet on the roles 8 and responsibilities that is just a quick review, 9 quick reference review, and it is taken from the 10 Lead The Way training on what the roles and 11 responsibilities of the board are. 12 So it's very high-level, but it's consistent 13 with the information that was in the PowerPoint. 14 It's just, "a FAQs sheet," if you will, that gives 15 you that information. 16 CHAIRWOMAN SHIRLEY: Very well. 17 I thank you-all for participating this 18 morning, and allowing me to give you-all a little 19 bit of homework for our next meeting. 20 And we'll make sure we get the video training 21 that we were trying to get out to you, if it comes 22 available once again, for preparation for next 23 meeting. 24 If there are no other items that need to be 25 discussed, if we could get a motion to adjourn.	Page 51 1 CERTIFICATE 2 STATE OF FLORIDA) 3 COUNTY OF DUVAL) 4 I, Carol DeBee Martin, Certified Court 5 Reporter and Notary Public, certify that I was 6 authorized to and did stenographically report 7 to the best of my ability the foregoing proceedings 8 and that the transcript is a true and complete record 9 of my stenographic notes. 10 Dated this 4th day of April, 2025. 11 12  13 14 Carol DeBee Martin 15 Notary Public State of Florida 16 My Commission: HH 588635 17 Expires: 12-29-2028 18 19 20 21 22 23 24 25
Page 50 1 COMMISSIONER ROGERS: So moved. 2 COMMISSIONER WEATHERBY: Second. 3 CHAIRWOMAN SHIRLEY: We stand adjourned. 4 Thank you so much. 5 MS. MIXON-PHILLIPS: Thank you. 6 (Whereupon, the proceedings in the 7 above-titled cause concluded at 10:03 a.m.) 8 --- 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25	