



## RESOLUTION 2023-08-23 (1)

**Date:** August 23, 2023

**To:** THA Board of Commissioners

**From:** Minh-Anh Hodge  
THA Board Commissioner

**Re:** THA Board Bylaws - Updated

---

*This resolution authorizes the Executive Director of Tacoma Housing Authority to revise the THA Board Bylaws.*

### BACKGROUND

In August 2022, The Lindsay Group completed an assessment entitled "Anti-Oppressive Policy Review Recommendations Report for Tacoma Housing Authority." That report, attached to this resolution, made recommendations for organizational governance and bylaws.

During the months of February through July 2023, the Board DEIB Subcommittee reviewed these recommendations in an effort to implement necessary changes to the bylaws. The proposed changes include:

- Detailed descriptions of the roles of the Board members and the ways the Executive Director and staff will communicate with the Board;
- Language specifying that any member of the public or staff may attend a regular or special board meeting and clarification that the public and staff will be excluded from Executive Sessions;
- The purpose of Board Subcommittees;
- A commitment to an annual Board self-evaluation; and
- ~~Time limits for Board members.~~

The following pages include a matrix of the items that were considered from The Lindsay Report and the recommendations for each:

| The Lindsay Group Recommendations   | Board DEIB Committee Response to Recommendations   |
|---|--|
| Placing racial social equity at the core of high-impact decision making at the governance level   | <ul style="list-style-type: none"> <li>• This does not belong in the bylaws. Add a statement about Commissioners acting in line with Core Values</li> <li>• This is a core value of THA and its decision-making.</li> <li>• We are following this value through the action of having high-impact decisions discussed and reviewed at the Board DEIB Subcommittee prior to going to the full board for final decisions.</li> <li>• Work within DEIB Subcommittee on a tool for evaluation of high-impact decisions to assess for racial social equity.</li> </ul> |
| Building an ecosystem that would foster equally high outcomes for all stakeholders at THA   | Does not belong in bylaws. Continuing work of THA.   |
| Intentionally removing the predictability of employee success or failures that currently correlates with any social or cultural factors   | <p>Does not belong in bylaws.</p> <ul style="list-style-type: none"> <li>• What would this look like in practice?</li> <li>• Await new DEI Position to review.</li> </ul>  |
| Disrupting inequitable decision making by examining biases, supporting equity-minded governance outcomes  | <p>Does not belong in bylaws.</p> <ul style="list-style-type: none"> <li>• What would this look like in practice?</li> <li>• Await new DEI Position to review.</li> </ul>  |
| Bylaws should require that an annual DEI audit and organizational assessment report be provided to the Board to hold itself accountable to its values                                   | <p>Does not belong in bylaws.</p> <ul style="list-style-type: none"> <li>• What would this look like in practice?</li> <li>• Await new DEI Position to review.</li> </ul>  |
| Bylaws should prescribe provisions regarding employee and vendor compensation, such as a statement that THA must/will compensate all employees and vendors a fair and reasonable wages. | <ul style="list-style-type: none"> <li>• This does not in bylaws.</li> <li>• This is part of HR/THA operations.</li> </ul>   |

| The Lindsay Group Recommendations   | Board DEIB Committee Response to Recommendations  |
|---|---|
| <p>The bylaws should explain who has the authority to call meetings and how notice of upcoming meetings must be given to members. You should also describe your meeting procedures (i.e. whether you're going to use Robert's Rules of Order, the prerogatives of the Chair, who gets the floor and how, etc.)</p>  | <ul style="list-style-type: none"> <li>Committee does not think the bylaws need further clarification beyond 4.8 of the current bylaws.</li> </ul>  |
| <p>Special meetings should also be covered in this section of the bylaws. Special meetings are sometimes restricted to the board or the officers. This section should explain how special meetings are to be arranged, who has the authority to call a special meeting, what sort of business may be conducted at a special meeting, and who may attend</p> | <p>NOTE: Special meetings, executive sessions, etc are governed by the Open Public Meetings Act RCW 42.30</p> <p>Special meetings are RCW 42.30.080<br/>Executive Sessions are RCW 42.30.110</p> <p>Possible bylaw language: "any member of the public or staff may attend a regular or special board meeting. When an executive session is held, members of the public and staff may be excluded from discussions.</p> |
| <p>The ED will formally liase between Commissioners and THA Staff. Commissioners can access management and employees of THA; however, Commissioners are expected to keep the ED informed on all contacts. The Board encourages the attendance of staff at Board meetings when matters within their areas of responsibility are discussed.</p>               | <p>Add to the THA bylaws.</p> <p>Add some information about the role of the Commissioners and Executive Director. How ED can support staff if they are being asked questions by the Commissioners.</p> <p>Add some information about the process for how a staff member can make a complaint about the ED to the Board and how a staff member can make a complaint about the Board to the Executive Director.</p>       |



| The Lindsay Group Recommendations  | Board DEIB Committee Response to Recommendations  |
|--|---|
| <p>An independent Compensation Committee comprised of members from Human Resources leadership, DEIB committee and Board of Commissioners will, at least annually, review and approve THA goals and objectives relevant to the equitable and competitive compensation of the ED, evaluate the performance of the ED in light of those goals and objectives, report the results of such evaluation to the Board and THA community at large and have the sole authority to determine and approve the ED's compensation level based on this evaluation alone. In determining the long-term incentive component of the ED's compensation, the Compensation Committee should consider, among such other measurable factors relevant, THA's organizational performance and DEIB initiatives, the value of similar incentive awards to EDs at comparable agencies, and the awards given to the ED of past years.</p> | <p>This does not belong in bylaws. Evaluation and compensation are in the ED contract. We don't want bylaws conflicting with an existing contract.</p>  |
| <p>The Board will conduct an annual facilitated self-evaluation to determine whether it and its committees are functioning effectively. To further determine if the board's decisional process is in alignment with anti-oppressive DEIB values/aspirations. To ensure the integrity/accountability of this procedure, the board will establish an organizational Governance Committee to prescribe procedures designed to oversee the Board's annual self-evaluation process and report observations/findings to the Board and the organization at large.</p>   | <p>Add to a future DEIB subcommittee agenda: How will DEIB values and aspirations be determined?</p> <p>Add to bylaws: The Board will conduct an annual facilitated self-evaluation to determine whether it and its committees are functioning effectively.</p> |

| The Lindsay Group Recommendations   | Board DEIB Committee Response to Recommendations   |
|---|--|
| <p>All new Commissioners of THA will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the Commissioners with THA's business and operations, its financial condition, its policies and procedures, its principal officers, DEIB agenda, and the duties and responsibilities of Commissioners. Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.</p> | <p>Doesn't need to be in bylaws. Add DEIB training to new Board member orientation.</p>  |
| <p>In addition, all Commissioners are required to attend continuing education programs specific to equity and inclusion and board governance. Professional development programs sponsored by third parties to better understand their responsibilities and reaffirm their commitment to THA's DEIB agenda.</p>  | <p>Do not include in bylaws.<br/>Commissioners will be invited to join in on any scheduled DEIB training and DEIB Steering committee will debrief training it is attending. Include DEIB Steering Committee updates on Board agendas when updates would be helpful to the Board.</p> |
| Other Recommendations   | Board DEIB Committee Response to Recommendations   |
| <p>The City has adopted policies to limit the number of years an individual can serve on a City-appointed committee or board. This limit is 10 years.</p>   | <p>Add to the bylaws that Board members may serve no more than two consecutive terms or ten (10) years, whichever is greater.</p>  |

## RECOMMENDATION

The Board of Commissioners of the Tacoma Housing Authority (THA) is recommended to approve the proposed amendments to THA Board Bylaws.



## **RESOLUTION 2023-08-23 (1)**

(THA Board Bylaws Update)

A **RESOLUTION** of the Board of Commissioners of the Housing Authority of the City of Tacoma

**WHEREAS**, the Tacoma Housing Authority strives to be an equitable organization; and

**WHEREAS**, the Board bylaws provide clarity about the THA Board of Commissioners; and

**WHEREAS**, it is deemed necessary to revise the current THA Bylaws to add clarity; now, therefore, be it.

**Resolved by the Board of Commissioners of the Housing Authority of the City of Tacoma, Washington**  
**as follows:**

1. The THA Bylaws will be revised to include:
  - a. Detailed descriptions of the roles of the Board members and the ways the Executive Director and staff will communicate with the Board;
  - b. Language specifying that any member of the public or staff may attend a regular or special board meeting and clarification that the public and staff will be excluded from Executive Sessions;
  - c. The purpose of Board Subcommittees;
  - d. A commitment to an annual Board self-evaluation; and
  - e. ~~Time limits for Board members.~~
2. This resolution supersedes any conflicting policies or resolutions previously adopted by the Board of Commissioners.
3. This resolution shall take effect immediately upon its adoption.

**Approved: August 23, 2023**

**Dr. Minh-Anh Hodge, Chair**