



BOARD OF DIRECTORS

California Housing Finance Agency Board of Directors

Executive Evaluation Committee Meeting

**November 12, 2019
1:30 p.m.**

Bank of the West Tower
California Housing Finance Agency
500 Capitol Mall, Suite 1400
Main Conference Room
Sacramento, CA
916-326-8000 (CalHFA Receptionist)

Agenda items may be taken out of order to accommodate speakers and to maintain a quorum

1. Roll Call
2. Approval of the minutes of the December 13, 2018 Executive Evaluation Committee meeting 1
3. Chairman comments
4. Annual review of the Committee Charter 3
5. Closed session under Government Code section 11126(a)(1) to evaluate the performance of a public employee
6. Public Comment: Opportunity for members of the public to address the Executive Evaluation Committee on matters within the Committee's authority
7. Adjournment

(OVER)

*NOTES

PARKING:

- 1) Bank of the West parking structure (\$2 per 20 minutes, \$6 per hour, \$24 daily max)
- 2) Metered street parking available
- 3) Other nearby parking structures

REFRESHMENTS:

Available at Specialty's Café in the lobby

NEXT MEETING DATE:

November 21, 2019

California State Teachers' Retirement System (CalSTRS)

100 Waterfront Place

West Sacramento, CA

MINUTES

**California Housing Finance Agency (CalHFA)
Board of Directors
Executive Evaluation Committee Meeting
December 13, 2018
Meeting noticed on November 30, 2018**

1. ROLL CALL

The Executive Evaluation Committee meeting was called to order at 2:30 p.m. by Chair Gunning. A quorum of members was present.

MEMBERS PRESENT: Gunning, Hoffman (for Podesta)

MEMBER PRESENT VIA
TELEPHONE: Hunter

MEMBERS ABSENT: None

STAFF PRESENT: Tia Boatman Patterson, Don Cavier, Melissa Flores,
Claire Tauriainen

2. APPROVAL OF THE APRIL 5, 2018 EXECUTIVE EVALUATION COMMITTEE MEETING MINUTES

The minutes were approved by unanimous consent of members present.

3. CHAIRMAN COMMENTS

Chair Gunning stated the committee would go into closed session to evaluate the performance of Executive Director Patterson.

4. ANNUAL REVIEW OF THE COMMITTEE CHARTER

Moved to the next meeting of the Executive Evaluation Committee.

5. CLOSED SESSION UNDER GOVERNMENT CODE SECTION 11126(A)(1) TO EVALUATE THE PERFORMANCE OF A PUBLIC EMPLOYEE

Closed session convened at 2:33 p.m. and was completed at 3:35 p.m.

6. PUBLIC COMMENT

None

7. ADJOURNMENT

As there was no further business to be conducted, Chair Gunning adjourned the meeting at 3:36 p.m.

RESOLUTION 13-10

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RESOLUTION CHANGING THE NAME OF THE
COMPENSATION COMMITTEE AND TO AMEND
THE PROVISIONS OF ITS CHARTER

WHEREAS, the California Housing Finance Agency (the "Agency") has adopted Resolution 08-17 approving the current charter of the Compensation Committee; and

WHEREAS, the Compensation Committee recommends changing the name of the Committee to *Executive Evaluation Committee*; and

WHEREAS, the Compensation Committee recommends changing the Committee's review of compensation levels from annual to a frequency of review based on direction of the Board; and

WHEREAS, the Board has reviewed the revised charter attached hereto,

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors as follows:

1. The attached "California Housing Finance Agency Executive Evaluation Committee Charter Revised September 2013" is hereby approved and adopted.

I hereby certify that this is a true and correct copy of Resolution 13-10 adopted at a duly constituted meeting of the Board of Directors of the Agency held on September 12, 2013, at Sacramento, California.

California Housing Finance Agency
Executive Evaluation Committee Charter
Revised ~~September, 2013~~ November 2019

Mission

The Executive Evaluation Committee (the "Committee") is a committee of, and reports to, the Board of Directors of the California Housing Finance Agency (the "Board"). Through this Charter, the Board delegates certain responsibilities to assist the Board in fulfilling its oversight responsibilities to evaluate the Executive Director and compensation of key exempt management with the Agency. In performing its duties, the Committee will recommend its evaluation of the Executive Director to the Board for action. The Committee will also recommend to the Board compensation policies and procedures designed to attract and retain the best personnel to allow the Agency to achieve its goals and remain competitive in the marketplace.

Membership

The Committee will be comprised of no fewer than three voting members of the Board, to be selected by the Chair of the Board to serve on a rotational basis with staggered terms. The Committee Chair will be designated by the Board Chair.

Authority

The Committee was established by Board Resolution 06-16 revised by Resolution 08-17 *and amended and restated by* further revised by* Resolution 13-10. The Committee will act in an advisory capacity to the Board. Staff of the Agency will serve as a resource to Committee. The Committee has the authority to conduct any review appropriate to fulfilling its responsibilities. All employees of the Agency are directed to cooperate as requested by members of the Committee and the Committee will have complete access to Agency records and data.

Meetings

The Committee will meet as often as its members determine is necessary, but not less frequently than twice each calendar year. The committee will report its proceedings and recommendations to the full Board, at the first regular meeting of the Board following a Committee meeting. All meetings of the Committee shall be open public meetings subject to the same notice and agenda procedures as are regular meetings of the Board. Any personnel evaluations may be held in closed session to the extent permitted or required by the Bagley-Keene Act; provided, however, that discussions of compensation issues shall take place in open session.

*This correction is clerical, and accurately reflects what Resolution 13-10 effectuated.

Minutes

Minutes of each meeting will be prepared and sent to all members of the Board. The Committee minutes need not be verbatim. Minutes of the Committee will be presented to the Committee for review and approval at the next meeting of the Committee. Minutes of Committee meetings are public records unless exempted under the California Public Records Act or other applicable law.

Duties

The Committee will conduct the following activities:

1. Make recommendations to the full Board to enable the Board to carry out its duties and functions under Health and Safety Code section 50909;
2. Periodically cause to be conducted salary surveys that will form the basis of the design of a compensation plan that will attract and retain senior executive personnel qualified to lead the Agency in its mission and maintain its competitive posture in the marketplace. Such surveys will be conducted by independent outside advisors based on a comparison of compensation plans and compensation levels of other state and local housing finance agencies, other comparable agencies of the State of California, non-profit housing agencies, for-profit institutions and other relevant labor pools;
3. The Committee shall review any proposed contracts to engage consultants needed to carry out its duties under this Charter, including the outside advisor conducting the salary survey required by Health & Safety Code section 50909. The Committee shall make recommendations regarding such contracts to the Board, and the Board shall consider such recommendations. In the event that the Board approves any such contract, the Board shall direct the Executive Director to sign such contract on behalf of the Agency;
4. It shall be the policy of the Board and Committee to avoid any conflicts of interest in connection with the exercise of its duties. In carrying out its responsibilities under this Charter, the Committee shall endeavor to create a balanced process that avoids the appearance of conflicts of interest to the extent reasonably possible, while permitting the involvement of staff in a way reasonably necessary to accomplish its purposes and duties under this charter.
5. Periodically review and evaluate, with the assistance of Agency management, staff and outside advisors, the structure and level of Agency compensation of those senior executives whose salaries are established by the Board pursuant to section 50909;

6. Annually review the performance of the Executive Director;
7. Based on the annual review of the Executive Director's performance and the results of the salary surveys conducted by independent outside advisors, make a recommendation to the Board for the compensation level of the Executive Director;
8. At the direction of the Board of Directors, review that portion of the Agency's budget containing the compensation of key exempt management and recommend to the Board approval or amendments to those compensation levels. The Committee's recommendation will be based on a review of performance evaluations completed by the Executive Director and the results of the salary surveys conducted by outside advisors;
9. Review and discuss management succession at least annually;
10. Review legal and regulatory matters that may have a material impact on the Agency's compensation philosophy, structure and plans.

Other Committee Duties

In addition to the duties outlined above, the Committee annually will also:

1. Conduct a review of its performance, including a review of its compliance with this Charter;
2. Review and assess the adequacy of this Charter taking into account all legislative, regulatory and contractual requirements applicable as well as any best practices, and, if appropriate, will recommend Charter amendments to the Board.