

BOARD OF DIRECTORS
OF THE CALIFORNIA HOUSING FINANCE AGENCY

RESOLUTION 20-01

RESOLUTION TO AMEND AND REVISE THE EXECUTIVE EVALUATION COMMITTEE CHARTER

WHEREAS, the California Housing Finance Agency (the "Agency") has adopted Resolution 13-10 approving the current Charter of the Executive Evaluation Committee; and

WHEREAS, the Executive Evaluation Committee recommends changing the Committee's minimum number of meetings frequency from two meetings per calendar year to one meeting per calendar year or more frequently as its members determine is necessary; 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 February 2020" is hereby approved and adopted.

SECRETARY'S CERTIFICATE

I, Claire Taurianinen, the undersigned, do hereby certify that I am the duly authorized Secretary of the Board of Directors of the California Housing Finance Agency, and hereby further certify that the foregoing is a full, true, and correct copy of Resolution 20-01 duly adopted at a regular meeting of the Board of Directors of the California Housing Finance Agency duly called and held on the 6th day of February 2020, at which meeting all said directors had due notice, a quorum was present, and that at said meeting said resolution was adopted by the following vote:

AYES: Avila Farias, Gallagher, Gunn (for Imbasciani), Gunning, Hunter, Podesta, Jopanda (for Ma), Olmstead (for McCauley), Podesta, Russell, Sotelo


NOES: None

ABSTENTIONS: None

ABSENT: Johnson Hall, Prince

IN WITNESS WHEREOF, I have executed hereto this 6th day of February 2020

ATTEST:



CLAIRE TAURIANINEN
Secretary of the Board of Directors of the
California Housing Finance Agency

PROPOSED REVISIONS

California Housing Finance Agency Executive Evaluation Committee Charter Revised February, 2020

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, amended and restated* by and further revised by Resolution 13-10 and further amended by Resolution 20-01. 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~~ once 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.

**California Housing Finance Agency
Executive Evaluation Committee Charter
Revised February, 2020**

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