

# **AUSTIN PATHWAYS**



## **BOARD OF DIRECTORS Annual Meeting**

**Thursday, March 26, 2020  
12:00 PM**

### **Conference Call**

**1 (646) 749-3122 Access Code: 283-714-653**

**PUBLIC NOTICE OF A MEETING  
TAKE NOTICE OF A BOARD OF DIRECTORS  
ANNUAL BOARD MEETING  
OF THE AUSTIN PATHWAYS INC.**

**Thursday, March 26, 2020**

**12:00 PM**

**TO BE HELD VIA CONFERENCE CALL  
1 (646) 749-3122; Access Code: 283-714-653**

A recording of the meeting will be posted on HACA's website  
[www.hacanet.org/board](http://www.hacanet.org/board) within two business days after the meeting date

**CALL TO ORDER, ROLL CALL**

**CERTIFICATION OF QUORUM**

**Citizens Communication (Note: There will be a three-minute time limitation)**

**CONSENT ITEMS**

1. Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on March 9, 2017
2. Presentation, Discussion, and Possible Action regarding Resolution No. 006: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions

**ACTION ITEMS**

3. Presentation, Discussion, and Possible Action regarding Resolution No. 007: Election of new Officers for Austin Pathways

**EXECUTIVE SESSION**

The Board may go into Executive Session (close its meeting to the public) Pursuant to:

- a. 551.071, Texas Gov't Code, consultations with Attorney regarding legal advice, pending or contemplated litigation; or a settlement offer;
- b. 551.072, Texas Gov't Code, discussion about the purchase, exchange, lease or value of real property;
- c. 551.074, Texas Gov't Code, discuss the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or to hear a complaint or charge against an officer or employee.
- d. 551.087, Texas Gov't Code, discuss certain economic development negotiations.

**OPEN SESSION**

If there is an Executive Session, the Board will return to Open Session for discussion, consideration and possible action of matters discussed in Executive Session.

**REPORTS**

The Board accepts the following reports:

- President's Report
- Other Staff Reports
- Commissioners' Reports/Questions to the Department Staff

## ADJOURNMENT

"Pursuant to 30.06, Penal Code, (trespass by holder of license with a concealed handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a concealed handgun."

"Pursuant to 30.07, Penal Code (trespass by holder of license with an openly carried handgun), a person licensed under Subchapter H, Chapter 411, Government Code (handgun licensing law), may not attend this meeting with a handgun that is carried openly."

"En virtud del 30.06, Código Penal, (traspaso titular de licencia con una pistola), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con una arma o pistola.

"En virtud de 30.07, Código Penal (prevaricación por titular de la licencia con un arma o pistola abiertamente llevado), una persona bajo el subcapítulo H, capítulo 411, código de gobierno (Ley de licencia de arma o pistola), no se permiten en esta reunión con un arma o pistola que lleva abiertamente.

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\*The Housing Authority of the City of Austin (HACA) Board of Commissioners reserves the right to discuss and consider items out of order on the agenda on an as needed basis.

The Housing Authority of the City of Austin is committed to compliance with the Americans with Disability Act. Reasonable modifications and equal access to the communications will be provided upon request. Meeting locations are planned with wheelchair access. If requiring Sign Language Interpreters or alternative formats, please give notice at least 2 days (48 hours) before the meeting date. Please call Nidia Hiroms at HACA at 512.477.4488, for additional information; TTY users route through Relay Texas at 711. For more information on HACA, please contact Nidia Hiroms at 512.477.4488 x2104.

On March 16, 2020, the Governor of Texas suspended certain open meeting laws in response to the Coronavirus (COVID-19) disaster. This action allows governmental bodies, including the Housing Authority of the City of Austin and its subsidiaries, to conduct meetings by telephone or video conference to advance the public health goal of limiting face-to-face meetings to slow the spread of COVID-19.

Accordingly, the Housing Authority of the City of Austin (HACA) and its subsidiaries will be conducting their Annual Board Meetings via telephone conference at 12:00 PM on Thursday, March 26, 2020.

The public is invited to access and participate in the Board Meetings by dialing in using your phone. 1 (646) 749-3122 Access Code: 283-714-653

HACA will provide online written notice containing a public toll-free dial-in number, as well as an electronic copy of the agenda packet, in advance of the telephonic conference meetings at [www.hacanet.org/board](http://www.hacanet.org/board). The public will have a means to participate in the meetings through two-way audio connections. Additionally, HACA will post an audio recording of the meetings on our website.

**AUSTIN PATHWAYS**  
**BOARD ACTION REQUEST**  
**ITEM NO. 1.**

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**MEETING DATE:** March 26, 2020

**STAFF CONTACT:** Michael Gerber, President & CEO

**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding the Approval of the Board Minutes Summary for the Board Meeting held on March 9, 2017

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

The Board is being asked to review and approve the Board Minutes Summary for the Board Meeting held on March 9, 2017.

**ATTACHMENTS:**

- ▣ **20170309 Austin Pathways Minutes Summary**

**AUSTIN PATHWAYS  
BOARD OF DIRECTORS  
REGULAR BOARD MEETING**

**MARCH 9, 2017**

**SUMMARY OF MINUTES**

**THE AUSTIN PATHWAYS BOARD OF DIRECTORS PUBLIC MEETING NOTICE WAS POSTED FOR 12:00 NOON ON THURSDAY, MARCH 9, 2017 AND WAS HELD AT HACA'S CENTRAL OFFICE, 1124 S. IH 35, AUSTIN, TEXAS**

**CALL TO ORDER, ROLL CALL, CERTIFICATION OF QUORUM**

The Board of Directors Regular Board Meeting of Austin Pathways, of March 9, 2017, was called to order by Carl S. Richie, Jr., HACA Chairperson, at 12:06 p.m. The meeting was held at HACA's Central Office, 1124 S. IH 35, Austin, Texas

Roll call certified a quorum was present.

**MEMBERS PRESENT:**

Carl S. Richie, Jr., Chairperson  
Dr. Tyra Duncan-Hall, 2<sup>nd</sup> Vice-Chairperson  
Edwina Carrington, Director  
Isaac Robinson, Director

**Member(s) Absent:**

Charles Bailey, Vice Chairperson

**STAFF PRESENT:**

Ann Gass, Andrea Galloway, Catherine Crago, Eileen Schrandt, Judy Paciocco, Kelly Crawford, Lisa Garcia, Michael Cummings, Michael Gerber, Michael Roth, Nidia Hiroms, Nora Morales, Pilar Sanchez, Ron Kowal, Subra Narayaniyer, Suzanne Schwertner, Sylvia Blanco and Thomas Cherian.

**CONSENT AGENDA**

**APPROVAL OF THE FOLLOWING ITEMS PRESENTED IN THE BOARD MATERIALS:**

**ITEM 1A: Presentation, Discussion, and Possible Action regarding the Approval of a Board Minutes Summary for the Board Meeting held on April 21, 2016**

**Director Duncan-Hall** moved to approve the Board Minutes Summary for the Board Meeting held on April 21, 2016 as presented. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**ITEM 1B: Presentation, Discussion, and Possible Action regarding Resolution No. 5: Approval to ratify all actions taken by the Board of Directors during FYE 2017, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions**

**Director Duncan-Hall** moved to approve Resolution No. 5: Approval to ratify all actions taken by the Board of Directors during FYE 2017, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions. **Director Robinson** seconded the motion. The motion passed. (4-Ayes and 0-Nays).

**EXECUTIVE SESSION**

The Board of Directors did not recess into Executive Session.

**ADJOURNMENT**

**Director Carrington** moved to adjourn the meeting. **Director Robinson** seconded the motion. The Motion passed unanimously. The meeting adjourned at 12:35 p.m.

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Carl S. Richie, Jr., Chairperson

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Michael G. Gerber, Secretary

**AUSTIN PATHWAYS**  
**BOARD ACTION REQUEST**  
**RESOLUTION NO. 006**  
**ITEM NO. 2.**

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**MEETING DATE:** March 26, 2020

**STAFF CONTACT:** Michael Gerber, President & CEO

**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 006: Approval to ratify all actions taken by the Board of Directors during FYE 2019-2020, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

The Board is being asked to approve Resolution No. 006: which ratifies all actions taken by the Board of Directors during the 2019-2020 Fiscal Year, in order to resolve any irregularities which may have occurred regarding a quorum or vote by the Directors as reflected within the approved minutes and resolutions.

**SUMMARY**

***Background:***

Upon past advisement of legal counsel, Resolution No. 006 was drafted to ensure all actions taken by the Board during FYE 2019-2020 be ratified, thus ensuring resolution of any irregularities during the voting process taken by the Directors. This is an action that will be presented for board action on an annual basis

***Process:***

This Resolution resolves any irregularities in the voting process found in the Board meeting minutes and/or resolutions, and all actions taken during the 2019-2020 Fiscal Year by the Board of Directors are fully enforceable.

***Staff Recommendation:***

Staff recommends Board approval of Resolution No. 006 to ratify all actions taken by the Board of Directors during the 2019-2020 Fiscal Year.

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**RESOLUTION NO. 006**

**APPROVAL TO RATIFY ALL ACTIONS TAKEN BY THE BOARD OF DIRECTORS DURING FYE 2019-2020, IN ORDER TO RESOLVE ANY IRREGULARITIES WHICH MAY HAVE OCCURRED REGARDING A QUORUM OR VOTE BY THE DIRECTORS AS REFLECTED WITHIN THE APPROVED MINUTES AND RESOLUTIONS**

**WHEREAS**, in the event that there were any irregularities in any action or vote taken by Austin Pathways' Board of Directors during the 2019-2020 Fiscal Year, the Austin Pathways desires to ratify and affirm all of the actions and votes taken by the Board of Directors regardless of the irregularity, as each action and vote taken represents the true intention of a quorum or more of Austin Pathways' Board of Directors.

**WHEREAS**, the purpose of this resolution is to give full legal force and effect to each action or vote of the Board of Directors taken during the 2019-2020 Fiscal Year as if each action was taken by a quorum of the board without any irregularity, and therefore, every action taken by the Board of Directors during the 2019-2020 Fiscal Year is fully enforceable.

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, the Austin Pathways Board of Directors hereby ratifies and affirms all actions and votes taken by the Board of Directors during 2019-2020 Fiscal Year.

**PASSED, APPROVED AND ADOPTED** on this 26th day of March 2020.

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**Michael G. Gerber, Secretary**

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**Chairperson**

**AUSTIN PATHWAYS**  
**BOARD ACTION REQUEST**  
**RESOLUTION NO.**  
**ITEM NO. 3.**

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**MEETING DATE:** March 26, 2020

**STAFF CONTACT:** Michael Gerber, President & CEO

**ITEM TITLE:** Presentation, Discussion, and Possible Action regarding Resolution No. 007:  
Election of new Officers for Austin Pathways

**BUDGETED ITEM:** N/A

**TOTAL COST:** N/A

**ACTION**

Motion to approve Resolution No. 007 approving new board officers for positions of Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

**SUMMARY**

***Background:***

With the recent re-appointment of three board members, the Board has the opportunity to elect new officers for Austin Pathways Board of Directors.

**ATTACHMENTS:**

- ▣ **Bylaws**



**RESOLUTION NO.**

**ELECTION OF THE OFFICERS OF THE AUSTIN PATHWAYS BOARD OF DIRECTORS**

**WHEREAS**, Austin Pathways has established bylaws for its operations;

**WHEREAS**, Article 3 Directors, Section 1, states that the affairs of the Corporation shall be managed by the Board of Directors which will consist of no less than five members of the Board of Commissioners of the Housing Authority of the City of Austin or their successors.

**WHEREAS**, Article 3 Directors, Section 5, states Directors shall be entitled to hold office until their successors are appointed and qualified.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors for Austin Pathways approves new board officers for the positions of the Chairperson, Vice-Chairperson and 2nd Vice-Chairperson.

Chairperson \_\_\_\_\_

Vice-Chairperson \_\_\_\_\_

2nd Vice-Chairperson \_\_\_\_\_

**PASSED, APPROVED, AND ADOPTED** this 26th day of March, 2020.

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**Michael G. Gerber, Secretary**

\_\_\_\_\_  
**Chairperson**

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. BOARD OF DIRECTORS**

The Affairs of the Corporation shall be managed by the Board of Directors which will consist of no less than five (5) members of the Board of Commissioners of the Housing Authority of the City of Austin or their successors.

### **SECTION 2. POWERS**

The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors and shall be subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws.

### **SECTION 3. DUTIES**

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their address with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **SECTION 4. ACTION BY CONSENT OF BOARD WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all members of the Board consent in writing to the action. Such consent may be given individually or collectively.

### **SECTION 5. TERM OF OFFICE**

Directors shall be entitled to hold office until their successors are appointed and qualified.

### **SECTION 6. VACANCIES**

Vacancies on the Board of Directors shall exist upon: (a) the death, resignation, or removal of any Director; (b) an increase in the authorized number of Directors. If vacancies should occur for either of these two reasons, positions will be filled by the person designated to appoint candidates to the Board of Commissioners of the Housing Authority of the City of Austin.

### **SECTION 7. REMOVAL OF DIRECTORS**

The entire Board of Director or any individual Director may be removed from office if the Director ceases to serve as a member of the Board of Commissioners of the Housing Authority of the City of Austin.