

Minutes were prepared by
Veronica Miranda and are word for word.

Open Session of the Emergency Special Meeting of the Board of Directors
Thursday, May 30, 2024

The chair called the meeting to order at 1:01 pm and upon roll call:

Present

Absent

John A. Boris
Veronica J. Miranda
Carly McClain
Aaron Paternoster
Romell Kidd

All Board members were at separate locations and participated by Zoom.

Also present:

Cathy Hoog, Executive Director
Anne Cameron, Executive Assistant to the Executive Director
Ms. Hoog and Ms. Cameron were together in the SHA offices and participated by Zoom.

Ms. McClain made a motion to adjourn into Executive Session to discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against, a public officer, employee, staff member or individual, with the intention that the board would not reconvene into open session at the end of executive session but would adjourn from executive session. John A. Boris seconded the motion and the roll call vote was as follows:

AyesNays

John A. Boris
Veronica J. Miranda
Carly McClain
Aaron Paternoster

Romell Kidd

Executive session began at 1:05 pm.

Cathy Hoog reminded board members that they needed to state whether they were alone or if there were other people present who could hear the executive session. The board would have to approve the presence of other individuals or the presence of other people who could hear the executive session.

Mr. Boris, Ms. Miranda, Ms. McClain, and Mr. Kidd stated that they were alone. Mr. Paternoster stated that he was in his office and not alone. However, he was wearing headphones, so only his speech would be audible to others in his office. He stated that he did not believe the other people in the office would listen. The other board members voiced acceptance of this arrangement (no vote).

Chairperson Miranda asked how Ms. Hoog and Ms. Cameron were going to exit the executive session. She suggested that they leave the room that was the location of the SHA computer hosting the Zoom and shut the door, so that Ms. Hoog and Ms. Cameron would not hear the executive session.

Cathy Hoog stated that she and Anne Cameron were alone in the SHA office and that no one else could hear. She also stated that "we do also need to convene into executive sessions. So we would need a motion to open."

Ms. Miranda stated that the board's intention was that the executive session was only for the board members. Ms. Miranda stated that she had another Zoom account available to use, if they needed to leave the SHA Zoom account meeting for privacy.

Ms. Hoog asked, "What do you mean 'only the Board members'? There are only the Board members here, and Anne Cameron. Do you mean without Anne Cameron?"

Ms. Miranda, the chairperson, stated that yes, the board intended to meet without Anne Cameron.

Ms. Hoog asked the other board members if that was their intention.

[Approx. 1:08 pm]

Ms. Miranda, the chairperson, replied that when she had arranged for the board meeting, they discussed that it was for board members only. Ms. Hoog said she did not remember that, but if that's what the board members would like, they could do that.

Ms. Miranda stated that yes, that is what the board would like.

Ms. McClain stated that Anne Cameron usually takes notes for the board. She stated that she had thought that Ms. Cameron would be in the meeting. She stated that she had full confidence that Ms. Cameron would maintain the confidentiality of the meeting.

Ms. Miranda started to speak, Ms. Hoog spoke over her, asking if any of the other board members wanted to comment.

Mr. Kidd said he didn't have a problem with Ms. Cameron being present, unless someone else had a problem with it.

Ms. Miranda stated that her idea had been that once they opened executive session, the board would decide who would take minutes. Ms. Miranda stated that she was open to taking the minutes and having someone else facilitate. She stated that she would feel more comfortable if the meeting was board members only.

Mr. Kidd asked if the intention was first to have a meeting with board members only, and then to have another meeting with everyone.

Ms. Miranda stated that that was the intention.

Ms. Hoog stated that "We can't discuss anyone else because they're not present. They weren't invited."

[Approx. 1:10 pm]

Ms. Miranda suggested that perhaps the board could go to another Zoom account. Ms. Hoog stated that, "That's not appropriate. The housing authority set up a Zoom for this meeting. We can't exit a Zoom and go to another Zoom that may or may not be secure. We have a secure account for executive session. It would not be appropriate to do that."

Ms. Miranda asked Ms. Hoog to transfer Zoom host capabilities to her.

Ms. Hoog asked, "For what reason?"

Ms. Miranda replied "Because it's going to be board members only."

Ms. Hoog answered, "It will be board members only, when Anne exits the room."

Ms. Miranda stated that she was confused. She asked Ms. Hoog who had Zoom host capabilities.

Ms. Hoog replied, "I have the host capabilities, as I always do, because I'm running the meeting on Zoom."

Ms. Miranda stated, "You're not running this executive session meeting. That wasn't the goal of this meeting here."

Ms. Hoog replied that she was running the SHA Zoom account, which was "secure." She would allow Ms. Miranda to share her screen, if Ms. Miranda wanted to show something on the screen. Ms. Hoog asserted that there was no reason "for us to leave, to exit the Zoom."

Ms. Miranda stated that the executive session was supposed to be for the five board members and no one else.

Ms. Hoog replied that "that wasn't explained in advance." She stated that Ms. Cameron always takes the minutes of executive sessions. Ms. Hoog stated that, "If the board wishes for her to leave, I suggest we take a motion and take a vote for Anne Cameron to leave."

Ms. Miranda stated that she did not think that a vote was necessary. She stated that she believed that the board had to vote to allow others into the executive session. The board did not need to take a vote to require non-board members to exit the executive session.

[Approx. 1:12 pm]

Ms. Hoog read from a mass.gov FAQ: "When holding an executive session remotely, the public body must still take all required procedural steps for entering into executive session in open session. At the beginning of the executive session, each public body member participating remotely must state that no other person is present or able to hear the discussion at the remote location, unless the public body has approved the presence of that individual."

Ms. Hoog then stated that it was Chairperson Miranda who was not approving their presence, not the public body. Ms. Hoog called for a vote. ("If you, if you're not approving it, you know we, we have one person who isn't, not the public body. So that's why I suggested taking a vote.") Ms. Hoog said she heard from other members (Ms. McClain and Mr. Kidd) that they don't mind. She said a vote will resolve it.

Chairperson Miranda stated again that her understanding was that the executive session was for members of the public body. She then asked Ms. McClain if she had a different understanding.

Ms. McClain answered that she was assuming the staff people would be helping the board run the meeting. She stated that "it's important for Anne, and not any of us, to be taking notes so that we can all fully participate."

Ms. McClain then stated that staff people are always present at Lynn Housing Authority meetings. Ms. McClain said she knew that because she attends them all. She said the Lynn staff is present to answer questions, but not participate in, executive sessions.

Ms. Miranda then stated that she was seeing nothing about that (staff people in executive session) on Mass.gov. However, Ms. Miranda then asked that Anne Cameron be the only other person in the executive session.

Ms. Hoog replied that she had stated before that she and Anne Cameron were the only people present in their office.

Ms. Miranda then stated clearly that she wanted the board to meet "without the executive director."

[Approx. 1:15 pm]

Ms. Hoog said, "that's not appropriate."

Ms. Miranda stated, "I do think that that's appropriate. I think that having the executive director in this meeting would compromise the purpose for which it was called."

Executive Director Hoog said she disagreed.

Chairperson Miranda stated that she was unsure how to proceed. She stated that, "the purpose of this meeting was for the board members to come together and to have a private conversation. If you're not willing to step out of the space. Then I, I'm, I'm not sure what to do with that."

Ms. Hoog then replied, "I think we'd have to seek legal counsel on whether or not that's appropriate." Ms. Hoog then added, "especially if your plan is to discuss me, I have a right to be here."

Ms. Miranda then asserted that "we're not discussing you, that's fine."

Ms. Cameron, the executive assistant, then participated in the meeting, saying, "Can I just say a few words? I've worked here for 13 years, and every executive session I've attended. The executive director has been in every executive session, and so have I. So I just want you to know that."

Chairperson Miranda then asked the board how they wanted to proceed.

Another board member made an utterance, but Ms. McClain spoke over him to say that she believed there was a communication problem at SHA that was becoming more problematic. She said that she would love to be able to get that resolved, but that she wasn't sure if executive session was the appropriate place. She went on to say, "I think we're all a part of this work because we believe in public housing. We believe in affordable housing." Further, she said, "this is not going to be the only meeting that we're having." She stated that she believed it was appropriate that Cathy be present because the complainants were Cathy's supervisees.

Ms. McClain noted, "We've spent 20 minutes on this already."

Ms. Miranda then stated that she was no longer sure whether the board was in executive session.

Ms. Miranda said she and Ms. McClain had spoken briefly before this meeting about it being only for the board so members could have an opportunity to discuss the complaints.

Ms. McClain replied that she had indicated to Ms. Miranda that the board would have "a conversation prior to having a more public conversation with the attorney," but that she wanted the executive director present. Ms. McClain stated that the communications issues involved Ms. Hoog and Ms. Miranda.

Ms. Miranda then asked Ms. McClain if she thought this meeting was about discussing the complaint letters against Ms. Miranda as an individual.

Ms. McClain replied, "No, I don't. I'm, that's not that, to me is not what this meeting is about. It's not about being like 'Veronica, you're the worst,' or 'Cathy, you're the worst,' at all. It's about like, you know, we have complaints that came from staff."

Ms. McClain continued: "We should be on the same exact page, and how we're gonna be responding. We are not talking about individuals, because, as Cathy said, they have a right to be here. They have a right to be heard, but kind of starting from like, how are we gonna get on the same page together about this thing, which I think was a big part of the letters, anyway, right, was about there not being a ton of unity and and staff feeling like kind of left out in the wind. So I don't want a meeting that is going to be about vilifying any single person in this room at all. I just want to be able to get out the issues that we have been kind of dealing with that are not out in the open, like, let's just talk about it. We're all adults here, like, let's just get it through, and not in a nasty way, and not in a way that says 'you don't deserve this,' or 'you deserve this.' No. It's just, you know, it's really counterproductive. So that's where I'm at."

Ms. Hoog said she agreed with Ms. McClain that excluding her (Ms. Hoog) would be counterproductive because excluding the person who runs the agency made absolutely no sense. She could not think of a reason it would make sense. She also stated that excluding her from the executive session seemed "like an undermining attempt and unfair."

Ms. Miranda replied that the executive session to discuss the complaints against her was not an attempt to undermine anybody. She stated that her understanding of

executive session was different, but that she had heard Ms. McClain and wanted to come to a resolution.

[Approx. 1:20 pm]

Ms. Miranda stated that she wanted to “convene” the executive session and that she wanted to make it clear that she did not want to discuss individual staff members.

Ms. Hoog stated that legally they could not discuss staff members because they weren’t present.

Mr. Kidd made a motion to “convene into executive session.” Mr. Boris seconded the motion and the roll call vote was as follows.

AyesNays

John A. Boris

Veronica J. Miranda

Carly McClain

Aaron Paternoster

Romell Kidd

Ms. Miranda announced that the executive session had convened at 1:22 pm.

Ms. Miranda began by checking in with the other board members, asking if they felt supported and clear in their roles.

Mr. Kidd stated that he had been doing the state-recommended trainings for new board members and found those helpful. He said he did not have an issue with support.

Mr. Paternoster said he had no complaints. Mr. Paternoster stated that while his primary focus was the staff, given his role on the board as the labor representative, he also

wanted to make sure that the residents were getting what they needed. Mr. Paternoster said that personal matters had prevented him from devoting as much time as he wanted to his work on the board. He said was open to feedback from the board if they had any concerns. Mr. Paternoster also stated that he had nominated Ms. Miranda to take over as chair because she was the tenant representative and he wanted to amplify the tenants' voice where possible.

Ms. McClain said she had re-read the statute and considered the role of the board with respect to shaping policy. She wondered whether it should be a "collective agency drive" or the board setting the direction for the agency. She also said she didn't have "a ton of bandwidth." She indicated that reading the expansive board packets was challenging. She noted that Ms. Miranda was very prepared for board meetings. She noted that the five board members and Ms. Hoog, Ms. Cameron, and staff who attend the meetings "know where we're going and what we're doing." However, this "level of combativeness at our meetings . . . [is] not a good look for us."

Ms. McClain said that the agency was doing well, although it could improve. She was concerned that regular conflict in meetings would not help the agency obtain additional resources.

Ms. McClain asked Ms. Hoog about her working relationship with the previous Chairperson, Charity Lezama. Ms. McClain asked if Ms. Hoog had met with Ms. Lezama prior to board meetings, because Ms. Lezama had not asked as many questions during board meetings. Ms. McClain expressed a preference to not have as many questions in board meetings from board members. Ms. McClain also said that in her experience at Lynn Housing, she had seen their previous chair meet twice a month with the Lynn executive director and also call staff with questions, so that no questions stopped an item in its tracks at the board meeting.

Ms. Hoog replied that in the past, if the chair wanted to add something to the agenda, she would call and ask for a meeting or email the request. She noted that every board member could do the same.

Ms. Hoog also stated that if Ms. Lezama had issues she needed to understand, she would call Ms. Hoog and “there was a mutual level of respect there. It wasn’t a situation where I was constantly being questioned for my ability and my decisions.”

After a pause, Ms. McClain said: “Okay, so not like a regular thing. Just questions. Yeah. Sorry. Go on.”

Mr. Paternoster spoke up to say that from his point of view, there had been one or two examples where maybe a question sounded dubious, but on the whole he felt Ms. Miranda’s questions had been for the purpose of trying to gain context as someone who was not a staff member and who did not have the knowledge of someone who worked at the agency every day. He believed Ms. Miranda’s questions were “due diligence and trying to gain information, not questioning the decisions themselves.” He believed that the questions were just trying to understand the decisions and the strategy behind them. However, he realized that was not Ms. Hoog’s interpretation and he apologized to Ms. Hoog for that.

Ms. McClain stated that she wanted to convey to the staff that when the board asks questions, they are not doubting somebody’s ability or the work of the agency, but rather seeking to gain information. She said that if there is a “tone issue,” the board could work collectively on its tone.

Ms. McClain stated that the board did not want Ms. Hoog to feel disrespected. Ms. McClain also said that it was good that Ms. Miranda was thorough.

Mr. Kidd asked Ms. Miranda about her experience thus far and what she wanted to see happen.

Ms. Miranda brought up the idea of strategic planning or a board retreat. She mentioned that she had met one-on-one with board members to try to find out what they wanted their individual role to be. She said the board could develop a mission at a board retreat.

Her understanding was that a board creates the mission and the executive director carries it out.

Mr. Kidd stated that this meeting would not be occurring if there wasn't a point of contention somewhere. He wanted to support everyone. He stated that he wanted Ms. Hoog to continue doing her extremely difficult job very well, as she had been. He wanted Ms. Miranda to bring her tenant perspective. He wanted everyone to bring their perspectives to the shared mission.

Mr. Kidd asked Ms. Miranda what her experience had been like and what outcome she wanted to see, given that she was the subject of the complaints giving rise to this meeting.

Ms. Miranda responded that she would like to have a meeting "where tenants, staff, and the board can kind of just be in the same space and have conversations and have it kind of be open." She noted that that type of discussion takes time and that a regular board meeting would not be the correct place. She suggested it could be helpful to have a third-party mediator for a discussion. She stated that it would be helpful to have the mediated discussion before the board did strategic planning.

Ms. Miranda went on to describe her personal experience of coming onto the board about two years ago. When she joined the board, she had a lot that she needed to learn. She stated that she is a bottom-up thinker and that is why she asks a lot of questions. She said she understood how the intent of her questions could be misconstrued.

Ms. Miranda said that her understanding was that at the Marblehead Housing Authority, which also falls under Ms. Hoog's executive directorship, the chair and vice chair meet with Ms. Hoog to talk about the agenda.

Ms. Hoog denied meeting with the Marblehead chair and vice chair to talk about the agenda. Ms. Hoog said that the chair "will call me to add something on the agenda." Ms.

Miranda stated that the Marblehead chairperson, Jen Schaeffner, had told her that she meets with Ms. Hoog. Ms. Hoog said Ms. Schaeffner had told her that Ms. Miranda calls Ms. Schaeffner "quite a bit" and they have discussions. Ms. Miranda clarified that she and Ms. Schaeffner knew each other outside of their housing authority roles. They serve together at another Marblehead organization and are both school committee members in their respective communities.

Ms. Miranda went on to say that expectations at different housing authorities could differ. She felt it would be very helpful to meet with the executive director to discuss the agenda and ask questions before the board meetings. That way she could avoid "getting into the weeds" at board meetings. She noted that having some questions answered during the meetings could be helpful to the other board members. She stated that she had emailed Ms. Hoog approximately last December to ask to meet semi-regularly.

Ms. Hoog stated that she is always available to answer any board member's questions. She did not have a problem explaining things at length. She did "take issue with pre-board meeting meetings with more than one member" because she thinks it "skirts open meeting law." But she clarified that she could meet with one or two board members.

[Approx. 1:50 pm]

Ms. Hoog stated that staff members had submitted letters to her "with regard to workplace hostility." She said she had an obligation to respond, so she reached out to the SHA's personnel attorney "to ensure that things are managed in a way that [is] effective, appropriate, and according to law." Ms. Hoog stated that people have rights as employees and that she wanted to make sure they are treated fairly and well.

Ms. Hoog stated that she couldn't go into detail about the "latest incident" because "we haven't invited anyone to this meeting."

Ms. Hoog stated that the SHA personnel attorney had told her that the board would have to vote in open session whether to investigate the complaints against Chairperson Miranda. Ms. Hoog stated that the attorney had also advised that someone else would have to take over as chairperson, "because we can't have the chair under investigation and be a chair at the same time." Ms. Hoog mentioned that this would affect the election of officers that had been planned for the June 12 meeting. She stated that board members would have to decide if one of them was prepared to step forward.

Ms. Hoog continued, saying that the board could investigate the complaints in open or executive session and "we would invite the people who have come forward with complaints to be able to share their thoughts."

Ms. McClain stated that one of the complaints was about her.

Ms. Hoog said they could talk about it at a later date.

Mr. Paternoster said that he understood Ms. Hoog's response to some of the questioning that happens at the board meetings, because he's no stranger to being audited at his job. He could "totally understand how it can feel like it's . . . undermining your abilities or your competence as an executive director." However, new board members sometimes come onboard without an SHA background.

Ms. Hoog said she wanted to make it clear that she had not said she felt undermined. She said, "I'm present to answer any and all questions, and I welcome them." Mr. Paternoster followed up by saying he understood that there could be some stress in an oversight relationship.

Ms. Miranda returned to Mr. Kidd's earlier question. She said that in her experience, when Ms. Lezama was chair, Ms. Lezama served as a conduit between the board and the executive director. Ms. Miranda would speak to Chairwoman Lezama if Ms. Miranda wanted an item added to the agenda.

Ms. Miranda said that she had not found much specific information on the role of the chairperson of a housing authority board. She encouraged the other board members to share anything they found that was rooted in Massachusetts or HUD regulations or EOHLC guidance.

Ms. Miranda stated that her understanding was that the chair was to be the point person for the board and the executive director was to be the point person for the staff. She stated that the board needed to start with an understanding of their role, and what questions were appropriate to ask versus what would be getting into day-to-day operations.

Ms. McClain said that she thought that different chairs might have different styles. She had not served with Chairwoman Lezama very long. Ms. McClain stated that it would behoove the board to have training on how to operate.

Ms. McClain stated that she needed to leave promptly at 2:00 pm. She stated that, "we could do better giving one another the benefit of the doubt." She said to Ms. Hoog that Ms. Hoog was running a great organization. She said she did not think Ms. Miranda was questioning that. Ms. McClain went on to say, "I'm giving both of you the benefit of the doubt that, at some point, we can come together and make it work . . . Cathy, we don't want you to leave, please don't leave. You're doing awesome. You're awesome. You're very, very, very good at what you do . . . you are well-known in the housing community as somebody that's running one of the best housing authorities in the State. Veronica, you are super bright. You are very passionate and well-read and well regarded in our community." She wrapped up by saying she hoped they could all do a training together in executive session, find things to unite on, and come to a better place of mutual understanding and respect. She did not want the staff to feel unappreciated for the work that they do.

Ms. Miranda said she thought it would be helpful for the board to have a code of ethics/conduct, somewhat similar to the employee code of ethics/conduct, or a board member handbook. Ms. Hoog stated that the board had a code of ethics and that

NAHRO and EOHLC were working on an update to an older handbook. Ms. McClain suggested training in Robert's Rules.

Ms. Miranda asked the board for their thoughts around how to make it very clear what appropriate conduct and ethics were for board members. She asked if the board would find it helpful to have that written down. Ms. Hoog said, "the required ethics training and the mandatory board member training does cover that information." Ms. Miranda replied that it was the appropriate conduct piece that was really important for the board to talk about and address.

Ms. Miranda mentioned that "tone" had been brought up. She stated that sometimes people can be ethical, but the way they communicate is not effective. However, she noted that it was important for board members not to be "tone-policed," especially board members of color or board members who are at a power disadvantage. She stated that she was not just referring to herself, but to any tenant representative. She said it was important for tenant representatives to be treated with respect equal to that given to other board members. She said that passive-aggressive remarks can cause tension. She stated that there should be conduct expectations for board members, but not tone-policing.

Ms. Hoog asked if Ms. Miranda was suggesting that someone tone-policed. She clarified "on the board." Ms. Miranda stated that she was suggesting that the board create a one-page code of conduct and ethics that incorporated the board's values and how they expected each other to conduct themselves in board meetings. Ms. McClain said she apologized if she ever came across as tone-policing and left the meeting at 2:00 pm.

[2:00 pm]

Mr. Paternoster said he apologized if he had ever spoken with the "unpolished" style of his workplace.

Ms. Miranda asked if the remaining board members wanted to discuss anything else, although she really wanted everyone to be present. Romell agreed that everyone should be present.

Mr. Paternoster said that he did want to ask if this meeting was the appropriate venue to discuss whether Ms. Miranda did have to step down as chair during any investigation.

Ms. Miranda said she didn't think they should discuss that but to her knowledge, based on conversations with attorneys, there was no reason for her to step down at this time. She said they could discuss it further in another meeting.

Ms. Hoog said the personnel attorney would be present at the June 12 meeting and would explain the reasons why, when someone is under investigation, they have to step down.

Ms. Miranda asked if Mr. Boris had anything to add. He did not.

Ms. Miranda asked for a motion to adjourn. Mr. Kidd made the motion, which was seconded by Mr. Borris. The roll call vote was as follows:

<u>Ayes</u>	<u>Nays</u>	<u>Absent</u>
John A. Boris		
Carly McClain		
Veronica J. Miranda		
Aaron Paternoster		
Romell Kidd		

The executive session adjourned at approximately 2:04 pm.