

VIRGINIA HOUSING DEVELOPMENT AUTHORITY

MINUTES OF THE SPECIAL MEETING OF THE COMMISSIONERS
HELD ON MAY 21, 2019

Pursuant to the call of the Chairman and notice duly given, a special meeting of the Commissioners of the Virginia Housing Development Authority (the "Authority") was held on May 21, 2019, at the offices of the Authority, 601 South Belvidere Street, Richmond, Virginia.

COMMISSIONERS PRESENT:

Kermit E. Hale, Chairman
Charles McConnell, Vice Chairman
Barbara Blackston
Clarissa McAdoo Cannon
Manju Ganeriwala
Thomas A. Gibson, IV
Erik Johnston
Shekar Narasimhan
David E. Ramos
William C. Shelton

COMMISSIONER ABSENT:

Abigail Johnson

OTHERS PRESENT:

Paul M. Brennan, Chief Counsel
Barbara Blankenship, Enterprise Operations Consultant
Myriam Michaels, Senior Principal Consultant, Korn Ferry
The Honorable Brian Ball, Secretary of Commerce and Trade

Chairman Hale called the meeting of the Board of Commissioners to order at 1:00 p.m. on May 21, 2019. The Commissioners listed above as present at the meeting were present at that time and remained present throughout the meeting.

Ms. Michaels presented the Executive Director Pay Philosophy Review conducted by Korn Ferry at the request of the Executive Committee of the Board. The Review covered (i) the current pay and guiding principles of VHDA's executive talent requirements; (ii) existing market comparator groups and target market positioning for total compensation market benchmarking; (iii) existing process for performance evaluation of the executive and provide guidance for formal process moving forward; and (iv) design recommendations on compensation and policies, programs and methodologies where appropriate, for consideration by the Board. Chairman Hale asked for a motion on the base salary pay range for the Executive Director position. On motion duly made and seconded, a base salary pay range for the Executive Director position would be calculated by using the aggregate market data with the following weighting: 50% housing finance agency and state government, 25% financial non-profit organizations, and 25% private sector financial services, was approved by the affirmative vote of each of the Commissioners noted above as present at the meeting. Ms. Michaels and the

Commissioners then discussed Korn Ferry’s recommendation to link organizational objectives/goals through a formal incentive program and link to established target percentages and pre-established metrics and options for designing an annual performance incentive plan.

The Commissioners expressed their desire to retain Korn Ferry to help the Board develop the annual review and compensation process for the Executive Director and directed staff to procure their services for this matter. The Commissioners also discussed possible performance outcomes that could be part of the pre-established metrics for designing an annual performance incentive plan.

There being no further business, the meeting was adjourned at approximately 3:50 p.m. on May 21, 2019.

Kermit E. Hale, Chairman

Paul M. Brennan
Assistant Secretary