

**ONAP Training & Technical Assistance**  
*Virtual Sessions*  
**Board of Commissioners Training**  
 September 6<sup>th</sup> & 7<sup>th</sup> 11:00 AM – 5:00 PM / EST

Presented by Shelly Tucciarelli, Turtle Clan Development Services, LLC

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 U.S. Department of Housing & Urban Development's Office of Native American Programs and the  
 National American Indian Housing Council





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## Introduction

**Shelly J. Tucciarelli**

- Owner and CFO of Turtle Clan Development Services, LLC
- Founder and Executive Director of Visionary Ventures NFP Corporation
- Tribal member of the Oneida Nation of Wisconsin – Reservation near Green Bay
- Previously worked for 20 years at the Illinois Housing Development Authority (IHDA) – State Housing Finance Agency
- Board member of an Affordable Housing Nonprofit
- Advisory Board member for 5 New Market Tax Credit –Community Development Entities (CDE)

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## Agenda – Day 2

### Day Two

- Controlling
- Break
- SWOT Analysis – Break Out Session
- Lunch
- Strategic Planning Guest Speak – Brandi Liberty – Owner Heroda Bikax'e – Morningstar Consulting
- Leading, Procurement
- Ethical Issues/Conflict of Interest
- Ethical Issues/Conflict of Interest -Breakout Session
- Mitigation Measures
- Break
- Officers and Duties
- Board meetings
- Questions
- End of the course

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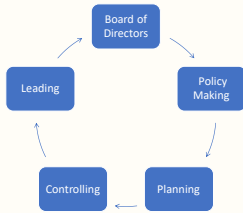
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## Board Functions



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## Controlling

- Controlling = Monitoring
- Measuring Performance
- Tools:
  - Annual Performance Report
  - Annual Compliance Assessment
  - Annual Audit

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### Annual Performance Report

- Report progress for the year
- New revised standard form combined with IHP
- Due within 90 days of program year end
- Make available to public for comment
- Submit to HUD
- If prepared by TDHE, submit to Tribe
- HUD has 60 days to review

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### Annual Compliance Assessment

- At least annually
- To determine compliance with the law and regulations
- Must include inspection of assisted units
  
- HUD Self Monitoring Guide Book – Help for new staff members
- <https://www.hud.gov/sites/dfiles/PIH/documents/SelfMonitoringGuidebook9.2018.pdf>

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### Audit

- Required when recipient spends \$500,000 or more in federal funds for the year
- Complete within 9 mo. of program year end
- Submit to federal audit clearinghouse and to HUD
- TDHE must submit copy to Tribe

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### Recipient Responsibilities

The Recipient is responsible for:

- Monitoring grant activities to ensure compliance with Federal requirements
- Monitoring performance goals in the Indian Housing Plan
- Preparing an Annual Compliance Assessment
- Preparing an Annual Performance Report
- Undergoing an audit

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### HUD Responsibilities

HUD is responsible for:

- On-site and off-site review of records, reports, and audits
- Providing technical assistance and training
- Determining if recipients have carried out activities in a timely manner
- Determining if recipients have complied with the IHP
- Determining if APRs are accurate

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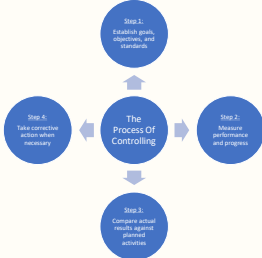
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### Controlling




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### Control Process

The Control Process will help answer the question -  
Is your program "Under Control" or "Out of Control"

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### First Break

- 10 minute break

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### Undertaking a SWOT analysis

SWOT Analysis – Is part of the Planning process

Can be completed by:

- . The board of commissioners/directors
- . The staff
- . Tribal members
- . Or all groups

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### Undertaking a SWOT analysis – cont'd

#### SWOT Analysis

- . Need to set aside three to four hours for the task
- . No more than eight people to participate
- . Engage outside facilitator who is not directly involved
- . Hand out individual pages to participants with the template that has four section – Strengths/Weakness/Opportunities/Threats

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### Undertaking a SWOT analysis – cont'd

#### SWOT Analysis

- . Begin by asking your group to consider the following questions from their own points of view
- . **Strengths:** What are the advantages of your Tribal Housing Program?  
What do you do well?
- . **Weakness:** What could be improved? What is being done wrong or inefficient? What should be avoided? What should you be doing that you can't?
- . **Opportunities:** What good choices are you facing? What are the next steps? What is needed in your community?
- . **Threats:** What obstacles do you face? What is your competition doing? What are their plans? Are the required specifications for your housing program changed? How is the demand for your housing programs? Are your tribal member tenants less satisfied or more satisfied? Do you have finance or cash-flow problem? Are your staff settled or do you have turnover? Could you do what you are planning if that happens?

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### Undertaking a SWOT analysis – cont'd

#### SWOT Analysis

- . Have everybody complete the list individually
- . Transfer all the ideas on a blackboard or whiteboard
- . Brainstorm for more ideas – No wrong answers
- . Put all the answers together
- . The aim is to allow for change and not reinforce the norm

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### Undertaking a SWOT analysis – cont'd

- SWOT Analysis – at the end of the session ask the group:
- How can we use our strengths to take advantage of the opportunities?
  - How can we use our strengths to overcome the threats?
  - What do we need to do to overcome the weaknesses before we can take advantage of the opportunities?
  - How should we minimize our weaknesses to ward off the threats?

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### SWOT ANALYSIS

- BREAKOUT SESSION – 20 minutes
- You are on the Board of Commissioners for your Housing Program.
- As Board Commissioners, you are at your Board retreat and asked to do a SWOT Analysis on your Housing Program.
- Take a piece of paper and put it into 4 sections
- Everyone will write 2 answers for each section and go over them with the group. When we are all back together we will discuss them.

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### SWOT ANALYSIS




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### STRENGTHS

- people
- mission/vision
- outside perception, recognized brand, market leader
- organization
- cultural
- content
- technology
- financial - donations easy and reliable
- less reflection as an organization
- less communication

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### WEAKNESSES

- lack of structure (management not adapted)
- poor processes/delegation/decision making
- communication
- lack of trust
- unfocused direction, lack of planning or strategic vision
- finances, donor relationships
- divided opinions on board members
- lack of responsibility
- volunteers
- reflection of organization
- turnover

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### OPPORTUNITIES

- money
- Internet
- good will
- free culture movement success
- educational penetration
- support of free culture movement
- media and political interest
- technology
- hiring pool

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### THREATS

- legal
- unmanaged growth
- fragmentation of the general organization
- financial stability
- competition
- internal communication

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### Lunch

- One hour for lunch

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### Guest Speaker — Brandi Liberty — Morning Star Consulting Heroda Bikax^e

- STRATEGIC PLANNING

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## Second Break

- 10 minute break

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## Leading

- Provide opportunities to ensuring housing staff have access to personal development training
- Support and enforce approved policies
- Board to provide guidance and to be available for training and meetings
- Plan for the future of community/tribe in providing affordable housing projects and programs

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## Procurement

- Small purchase vs. large purchase policies and procedures;
- Cost price analysis;
- Best practices in bidding;
- Applying Indian Preference and Tribal Preference;
- Different procurement techniques for construction contracting, particularly in rural areas;
- Developing a procurement plan;
- Conflict of interest policies and procedures.

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### Ethical Issues

- Board members have a position of power
- Board as a whole takes action
- Decisions should be based on ethical standards
- Housing programs must follow laws, regulations and board policies

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### Ethical Dilemmas

- Requires a choice to be made
- Sometimes no clear "right" or "wrong" answer
- Use moral principles

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### Unethical Behavior

You convince yourself that:

1. The behavior is not illegal
2. You are doing what is in everyone's best interest
3. No one will ever know what you've done
4. You are protected by your position or the organization itself

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### Ethical Decision Making

Here are a few tips for making ethical decisions:

- Recognize the dilemma
- Gather all the facts
- Establish your options
- Test the option
  - Is it right? Is it Legal? Is it Ethical?
- Choose your option
- Ask: "How would I feel if my family finds out? What if this is in the paper?"
- Take appropriate action

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### Conflict of Interest

Here are some examples:

- When someone in a position of trust has competing professional and personal interests, or
- When someone makes a decision in an official capacity and they stand to personally profit from it, or
- When your interests have the potential to conflict with the best interests of the organization or those you represent

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### Conflict of Interest (cont'd)

Prohibitions in the regulations

- "no person who participates in the decision-making process or who gains inside information with regard to NAHASDA assisted activities may obtain a personal or financial interest or benefit from such activities."
- "grantees and subgrantees will maintain a written code of standards of conduct governing the performance of their employees engaged in the award and administration of contracts. No employee, officer or agent of the grantee or subgrantee shall participate in selection, or in the award or administration of a contract supported by Federal funds if a conflict of interest, real or apparent, would be involved."

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### Applying the Conflict of Interest Requirements

Conflict of Interest Policy and Procedures:

- A method of determining whether or not a potential conflict of interest exists
- Administrative steps for reporting a potential conflict of interest to the Area Office of Native American Programs (ONAP)

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### Conflict of Interest Example

Here is another example:

- The Housing Director tells the Board that the program needs to hire a consultant to facilitate scheduled management trainings.
- You (a board member) have an immediate family member who has a consulting firm who provides various management trainings.
  - Professional interest – housing program would benefit from this procurement.
  - Personal interest – you have inside information on the budget for this training and may also benefit from this agreement.
- Is this a conflict?

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### Ethical Issues/Conflict of Interest –Breakout session

Give an example of:

1. An ethical issue
2. A conflict of interest

Give some examples that have happened with your tribal program?

Have someone right them down an be prepared to discuss.

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### Mitigation Measures

- Recusal – declare yourself disqualified to participate
- Code of Ethics – policies that prohibit certain activities or conduct
- Third-parties – independent, well-qualified individual outside the organization
- Disclosure – sharing information not previously known

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### Conducting Business

By-laws outline your own basic rules and include details on:

- Name of the organization
- Purpose
- Members of the board
- Officers of the board
- Meetings
- Committees
- Parliamentary authority
- Amendments

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### Officers and Duties

Chairperson – chosen based on qualifications to lead (should be familiar with by-laws, rules and parliamentary precedures)

- Presides at meeting
- Opens meeting on time
- Announces business
- Recognizes speakers
- Maintains quorum
- States motions and puts to vote
- Maintains order and enforces rules
- Expedites business
- Adjourns the meeting
- Signs documents

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### Officers and Duties

Vice-Chair –chosen based on capabilities to perform duties of the Chair

- In the absence of the Chair, assumes their responsibilities
- By-laws may include further responsibilities

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### Officers and Duties

Secretary – chosen based on recordkeeping ability

- Duties usually assigned to staff
- Records minutes
- Presents minutes for approval
- Custodian of records
- Prepares notice for meeting
- Prepares agenda
- Signs documents

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### Officers and Duties

Treasurer – chosen based on knowledge of financial management

- Some duties assigned to staff
- Presents financial reports
- Responsible for all financial assets
- May be co-signer of checks

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### Grievances

- Any dispute that a tenant or homebuyer may have with respect to their lease, their homebuyer agreement, or the housing program policies
- Relating to actions, failure to act, or interpretation or implementation of policies

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### Meetings

Regular meeting – monthly

- Provide 24 hour public notice
- Special meeting – between regular mtgs.
- Provide 48 hour public notice
- Emergency meeting – as needed
  - Provide notice ASAP
- Adjourned meeting – to resume business not completed at previous meeting

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### Executive Sessions

Entire meetings or portions of meetings held in private

- Convene in public
- Majority vote to enter executive session
- Only board, invitees, necessary staff attend
- Only for hiring or dismissing employees, disciplinary action, or purchase or appraisal of property
- Records and discussions are confidential
- Board may be required to resume open meeting and conduct any required votes

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### Agendas

- Pre-scheduled "Order of Business"
- Usually prepared by director or staff
- Identify all items to be considered
  - Must include any proposed executive sessions

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### Order of Business

Most Boards open with a prayer, which is held either immediately before or after the call to order

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes
- Reports
- Old business
- New business
- Announcements
- Executive Session
- Adjournment

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### Resolutions

- A formal expression of opinion, will or intent voted by an official body or assembled group
- The official record of decisions made by the board
- Usually attached to proposed policies, budgets, or other items of business
- Typically prepared by director or staff
- Sequentially numbered
- Approved by board
  - Signed
  - Dated
  - Indexed
  - Kept in safe place

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### Minutes

- Record of proceedings of the board
- Prepared for each meeting
- Copies provided to director and board
- Approved by board
  - Bound
  - Indexed
  - Stored in safe place
  - Limited access

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### Minutes – cont'd

- Unless they are to be published, reflect only what was done, not what was said
- Separate paragraph for each item of business
- When voting by roll call, include names of those voting on each side of issue

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### Help for the Board

- Request that documents to be presented at the upcoming meeting be provided one week in advance
- Obtain copies of all policies, the budget, IHPs,
- APRs, audits, law, and regulations
- Request list of projects – number of units and location
- Request copy of organizational chart
- Request information on upcoming meetings or training opportunities

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## Board of Directors Training

**Remember:**

- Board Members are policy makers and participate in planning and controlling.
- The Housing Director is responsible for day-to-day business.
- The Housing Board and the Director must work together.
- The Board guides the overall direction of the Housing Program.
- No business may be conducted outside of a properly called meeting of the Board.
- Decisions should be based on factual information.
- Avoid conflicts of interest.
- Always choose what is right or good, versus what is wrong or bad.
- Be prepared to support your positions, but compromise whenever necessary.
- Board members have no individual power; the power lies with the body as a whole.
- No single board member has more power than another - - not even the Chair.

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## Questions?

- Do you have any questions on what we covered over the last two days?

THANK YOU EVERYONE!

**Contact Information:**

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