



# City of San Antonio

## Agenda Memorandum

**File Number:**21-4312

---

**Agenda Item Number:** 28C.

**Agenda Date:** 6/10/2021

**In Control:** City Council A Session

---

**DEPARTMENT:** Neighborhood and Housing Services Department

**DEPARTMENT HEAD:** Verónica R. Soto, FAICP, Neighborhood and Housing Services Department Director

**COUNCIL DISTRICTS IMPACTED:** Citywide

### SUMMARY:

Discussion and action to approve changes to the governance structure and operations of the San Antonio Housing Trust, San Antonio Housing Trust Foundation, San Antonio Housing Trust Public Facility Corporation and the San Antonio Housing Trust Finance Corporation

### BACKGROUND INFORMATION

In 2019, the City of San Antonio engaged the National Association for Latino Community Asset Builders to undertake an assessment of the San Antonio Housing Trust (SAHT) and to provide strategic recommendations for strengthening the Trust and associated entities which was a key recommendation of the Mayor's Housing Policy Task Force.

The recommendations included hiring an Executive Director, monitoring covenants, establishing organizational policies and procedures, increasing the capitalization of the Trust, clarifying public policy goals, enhancing public engagement, and increasing transparency. However, the first recommendation was related to restructuring the composition of the San Antonio Housing Trust entities. The aim of the board restructuring is to better balance the collective skills, interests, and authorities of the board members and thus promote unified policy development, perspective in decision making, and enhancement of transparency.

The recommended Governance structure was approved by the Planning and Land Development Council Committee on May 25<sup>th</sup> and forwarded to the full Council for consideration.

### ISSUE:

A Joint Transition Committee (JTC) consisting of three senior members of the Trust/Foundation Boards and 3 senior members of the Public Facility/Finance Corporation Boards was created to make key recommendations on the governance realignment framework. The Joint Transition Committee has met regularly since September 2020 and is recommending the following path forward:

**Revised Statement of Purpose**

The San Antonio Housing Trust will be committed to creating and preserving housing that is primarily affordable, accessible, attainable, and/or sustainable to residents within the City of San Antonio, Texas; and to support community development efforts that build and sustain neighborhoods, empower residents, and provide for positive equitable outcomes.

**Governing Board Structure:**

The Joint Transition Committee has recommended a 12 Member Board of Directors/Trustees for all entities for purposes of consistency. Each entity’s board will now consist of five Council Directors, six at large Community Directors, and one City Director.

<b>Existing Governance Structure</b>			
Trust	Foundation	Public Facility Corporation	Finance Corporation
11 Appointed Trustees by each Council District & Mayor	11 Appointed Directors by each Council District & Mayor	5 Council Directors appointed by Mayor	5 Council Directors appointed by Mayor
1 City Trustee*			

<b>Proposed Governance Structure</b>			
Trust	Foundation	Public Facility Corporation	Finance Corporation
5 Council Trustees	5 Council Directors	5 Council Directors	5 Council Directors
3 Community Trustees (Housing Expert)	3 Community Directors (Housing Expert)	3 Community Advisors** (Housing Expert)	3 Community Advisors** (Housing Expert)
3 Community Trustees (Community Rep)	3 Community Directors (Community Rep)	3 Community Advisors** (Community Rep)	3 Community Advisors** (Community Rep)
1 City Trustee*	1 City Director *	1 City Advisor*	1 City Advisor *

\*City Advisor is Advisory Only

\*\*Community Advisors are advisory only and can only vote if elected as an officer.

**Community Board Member Qualifications**

Three (3) of the Community board members shall have prior experience in housing advocacy, non-profit fundraising, policy making, community engagement, or reside in an affordable housing unit.

Three (3) of the Community board members shall have experience in real estate, financial underwriting, property development, housing finance, capital markets, lending, construction, property management, or other relevant housing industry experience.

### Board Appointments and Term Structure

The Mayor shall nominate the 5 San Antonio City Council members to serve consistently across all four bodies. The San Antonio Housing Trust Governance and Policy standing committee (which will consist of members of the former Joint Transition Committee) shall review applications for Community Directors and shall recommend members to City Council for consideration. City Council must approve all Trustees/Directors/Advisors.

The terms for Directors shall be 4 years, except for the initial Directors. The five Council Directors and six Community Directors shall “draw straws” to see which members have their initial terms staggered:

- Five Council Directors will draw as follows: 2 Directors for 2 years, 3 Directors for 4 years
- Six Community Directors will draw as follows: 3 Directors for 2 years, 3 Directors for 4 years

All Directors will have an additional 4-year term consistent with their initial draw. There is no maximum to the number of terms, except for City Council persons who must vacate the seat when they leave office.

Upon resignation or vacancy by a Council Member, the Mayor shall nominate a new Council Director which can be from any District. Council must approve the nomination. Upon resignation or vacancy of any of the six Community Directors, the San Antonio Housing Trust Governance and Policy standing committee shall meet to recommend a replacement to the City Clerk for City Council consideration.

### Officers

The officers of each entity shall be President, Vice President, Secretary, and Treasurer. While it is anticipated that officers shall be consistent across the four entities, legally, each entity must hold a separate election. Officers shall serve for one-year terms or until his or her successor is elected or appointed. Upon the expiration of the terms, each officer shall have the right to be reappointed or reelected. The Executive Director of the San Antonio Housing Trust Foundation may serve as an Assistant Secretary and Assistant Treasurer of the entities.

The elected President shall be in general charge of the properties and affairs of the Trust and execute all contracts and other instruments in its name. The President shall preside over the meetings of the Corporation and assign directors to Committees.

### Establishing Committees

The Board President shall have the ability to create ad-hoc committees as needed and only for specific tasks to exercise such authority, as approved by resolution of the Council Directors. There shall be two (2) standing Committees consisting of at least one (1) Council Director and one (1) Community Director. The Board President shall assign the Directors to these standing Committees. The two (2) standing Committees are the **Governance and Policy Committee** that shall be responsible for evaluation of new Directors, overall policy development and Executive Director evaluations; and **Finance and Audit Committee** that shall review and prepare the annual budget and oversee audits.

### Approval Progression/Timeline

Joint Transition Committee Recommends Governance Re-Alignment	May 17 <sup>th</sup>
San Antonio Housing Commission	May 21 <sup>st</sup>
City Council Committee Briefing	May 25 <sup>th</sup>
4 SAHT entities approve organizational realignment documents	May 26 <sup>th</sup> & May 27 <sup>th</sup>

City Council A-Session Final Approval	June 10 <sup>th</sup>
Joint Transition Committee/City Clerk Application Process	July
City Council A-Session Approves all Directors	August TBD
Recordings and Filings with Clerk and State	August TBD

**ALTERNATIVES**

City Council may decide not to approve the recommended changes which will result in the entities governance structure and operations remaining in effect as is.

**FISCAL IMPACT:**

There is no fiscal impact at this time.

**RECOMMENDATION:**

Staff recommends that City Council approve the governance re-alignment and organizational formation documents proposed by the San Antonio Housing Trust Boards of Trustees, the San Antonio Housing Trust Foundation, the San Antonio Housing Trust Public Facility Corporation, and the San Antonio Housing Trust Finance Corporation