

Minutes of a Meeting of  
MassHousing's Human Resources and Compensation Committee  
Held on April 9, 2019

Committee Members in Attendance:

Michael Dirrane, Committee Chair, Chair of MassHousing  
Ping Yin Chai, Committee Member, Vice-Chair of MassHousing  
Andris Silins, Committee Member, MassHousing Treasurer

MassHousing Staff in Attendance:

Chrystal Kornegay, Executive Director  
Carol McIver, Acting General Counsel and Assistant Secretary of MassHousing  
Rachel Madden, Chief Operating Officer  
Myra Carmona, Vice President of Talent and Culture  
Paul Scola, Manager of Finance and Bond Compliance

Others in Attendance:

Mark Attia, Member (designee)  
Carolina Avellaneda, Member  
Tatum Mortimer, Dempsey, Lucey and Associates

A meeting of the Human Resources and Compensation Committee ("Committee") was held on April 9, 2019. The Committee meeting was held on the fourth floor of One Beacon Street in Boston, Massachusetts. Mr. Dirrane convened the meeting at 10:32 a.m.

The first order of business was the approval of the minutes of the Committee's previous meeting, which had been held on July 10, 2018. Upon a motion duly made and seconded, it was

**VOTED:** To approve the minutes of the July 10, 2018 meeting of the Human Resources and Compensation Committee of MassHousing.

The second order of business was discussion of the General Counsel candidates. Mr. Dirrane started by acknowledging that Ms. Kornegay, as the Executive Director, has the delegated authority to hire the new General Counsel. The Board has historically asked the Committee to provide advice to the Board and to assist with personnel matters. In fulfilling those obligations and duties, the members of the Committee separately interviewed the candidates for the General Counsel position. The purpose of this meeting is to give the collective thoughts of the Committee to Ms. Kornegay.

Mr. Dirrane discussed the qualifications he felt a General Counsel should have, such as good legal ability, a strong work ethic, and government experience. Mr. Dirrane then asked Mr. Chai, Mr. Silins, and Ms. Avellaneda to share their thoughts about the candidates. Mr. Dirrane noted that one of the candidates had recently withdrawn and therefore there was no need to discuss that candidate.

The committee members then expressed their thoughts on the candidates. They felt all the candidates were qualified and discussed their leadership skills, experience in the public sector, relevant work experience, and passion for the field.

There was some discussion about having immediate knowledge of a position versus being able to learn on the job. Mr. Dirrane then turned the conversation to Ms. Kornegay. Ms. Kornegay stated that she appreciated hearing everyone's thoughts and would take them into consideration in making her decision. There was then some discussion of prior MassHousing general counsels and their relevant experience and job performance.

Mr. Dirrane asked for the timing of the decision. Ms. Kornegay replied that she would think about the discussion and make a decision by the end of the day or the next day.

There was general discussion about the timing of the hiring of the internal auditor.

Mr. Dirrane then asked if there was any additional business for the Committee. Hearing none, he made a motion to adjourn the Committee meeting. Upon a motion duly made and seconded, it was

**VOTED:** To adjourn the Human Resources and Compensation Committee at 11:03 a.m.

A true record.

Attest



Carol G. McIver  
Assistant Secretary

*Meeting Materials:*

General Counsel candidate resumes