

Minutes of a Meeting of

MassHousing's Human Resources and Compensation Committee

Held on September 12, 2017

Members in Attendance:

Michael Dirrane, Committee Chair, Chairman of the Board

Ping Yin Chai, Committee Member, Vice-Chair of the Board

Member Absent:

Andy Silins, Committee Member, Treasurer of the Board

Others in Attendance:

Tim Sullivan, Executive Director

Frank Creedon, Managing Director of Administration/Clerk for the Committee

A meeting of the Human Resources and Compensation Committee ("Committee") was held on September 12, 2017. The meeting was held in the Brewster Conference Room on the 4th floor of One Beacon Street in Boston, Massachusetts. Chairman Dirrane convened the meeting at 3:10 p.m.

The first order of business was the approval of the minutes of the Committee's previous meeting which was held on July 12, 2016. Upon a motion duly made and seconded, it was

VOTED: To accept the minutes of the July 12, 2016 meeting of the Board's Human Resources and Compensation Committee.

The second matter on the agenda concerned the designation of "executive positions" as required and defined in MGL Chapter 29, §29K and 801 CMR 53.00. Mr. Sullivan indicated that the proposed vote affirms the Committee's prior designations of four such positions: Executive Director, Deputy Director, General Counsel, and Chief Financial Officer. Upon a motion duly made and seconded, it was

VOTED: To designate the following positions as “executive positions” as required and defined in MGL Chapter 29, §29K and 801 CMR 53.00:

Executive Director

Deputy Director

Chief Financial Officer

General Counsel

Mr. Sullivan continued, noting that the Committee also has an obligation to establish the compensation for such positions as set forth in the “Transparency and Accountability for Quasi-Public Authorities” statute and associated regulations. Accordingly, he informed the Members that the incumbents in the designated executive positions had not been provided a performance-based merit increase nor a cost of living adjustment for the fiscal year that had ended on June 30, 2017. For the Members’ information, Mr. Sullivan reviewed MassHousing’s performance management process, highlighting those process improvements that have been implemented for the current cycle of performance appraisals.

Mr. Sullivan then asked Frank Creedon to review the current compensation of the incumbents in the executive positions, and how their compensation compared to others in the same roles at the Commonwealth’s other quasi-public authorities. Mr. Creedon indicated that the source of the information was from the most recently-available data published on “Open Checkbook” on the Commonwealth’s website.

Mr. Sullivan concluded by summarizing the Agency’s achievements for fiscal year 2017 from both a mission and business perspective. He indicated that he holds himself accountable for the ambitious goals that the staff and Board have established, which are shared by – and cascade to – the other executives and the staff at large.

Before a discussion got underway concerning recommended merit compensation, Mr. Sullivan indicated that he would leave the room so that the Members could have a candid discussion. A discussion ensued among the Members. Mindful of the comparable compensation data as well as MassHousing’s impressive performance results and the contributions made by the executives in question, the Members determined that each of the executives would receive a 5% performance-based merit increase, effective July 1, 2017. Upon a motion duly made and seconded, it was

VOTED: To provide a merit increase of 5% to each of the incumbents in the designated executive positions.

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

VOTED: To adjourn the Human Resources and Compensation Committee at 3:45 p.m.

A true record.

Attest

A handwritten signature in blue ink, appearing to read "Beth M. Elliott", written over a horizontal line.

Beth M. Elliott

Secretary