

**NEEDHAM HOUSING AUTHORITY  
BOARD OF COMMISSIONERS**

**SPECIAL BOARD MEETING MINUTES**

**Wednesday, February 2, 2022, 4:30 pm**

**ROLL CALL BY CHAIR FOSTER TO CONVENE THE SPECIAL MEETING**

**COMMISSIONERS PRESENT:**

Chair Reginald Foster  
Vice-Chair Eleanor Evans  
Treasurer Ed Scheideler  
Commissioner Janice Bennett  
Commissioner Penny Kirk

**NHA STAFF PRESENT:**

Angie Medeiros,  
Executive Director & Secretary

Chair Foster called the meeting to order at 4:38 pm and roll called Commissioners present at the February 2, 2022, NHA Special Board meeting. Adequate notice of this meeting has been provided by the Secretary of the Needham Housing Authority (NHA) by preparing a Public Notice dated January 31, 2022, setting forth the date, time, and place of this meeting. Said notice was filed with the Clerk of the Town of Needham and provided to persons requesting it.

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**AGENDA**

**SPECIAL BOARD MEETING**

**PAYMENT OF INVOICE**

**CHAIR'S ANNOUNCEMENTS**

There were no Chair Announcements

**AGENDA**

**ITEM #1 Payment of \$6,323.08 to Driscoll & Driscoll, P. C. for services rendered between 12/21/2021 through 1/19/2022.**

Before the meeting began, Commissioner Bennett took a moment to thank Executive Director Medeiros and Facilities Manager Gary Kuphal for clearing the ice near her unit. She said they did a great job.

Chair Foster stated that three attendees were listening to the meeting: Ross Donald, Kalpana Shaw, and Richard Dey.

Chair Foster stated that we have a quorum for this short agenda, which is a payment of \$6,323,08 to Driscoll and Driscoll P.C. for services rendered between 12/21/2021

through 1/19/2022. He stated that on Friday, January 28, 2022, Commissioner Scheideler and Commissioner Kirk were available to sign checks as part of the twice a month in between the Warrant check issuing procedure. He stated that Commissioners Scheideler and Kirk wrote void on the check #34023 and wrote do not pay without Board approval.

**RESOLUTION #2021-189**

Upon a motion duly made by Commissioner Foster and seconded by Commissioner Evans to approve the payment of the \$6,323,08 invoice from Driscoll & Driscoll P. C.

**Discussion on the motion**

Commissioner Scheideler stated that first of all, he would like to thank Chair Foster for the compliment. He had no idea that Chair Foster regarded his influence as such that he hired two gunslingers to ambush him at the O.K. Corral. Commissioner Scheideler stated that he is not suggesting that the Board not pay Driscoll and Driscoll P.C., but that he recommends that the Board hold back invoice #11525 for \$1392. He said the reason for this is that Chair Foster went past his authority to hire two attorneys for a supposed legal session without Board authority. He also stated that if Chair Foster had asked Driscoll and Driscoll, P.C., to join the meeting as legal counsel to discuss the pros and cons of the motions the Board would have most likely agreed, but Chair Foster's authority as Chairman is to run the meeting, and that there is no special authority given to him beyond what is given to all Commissioners. Commissioner Scheideler asked if he is to understand that as a commissioner, he too could bring in legal counsel as a guest without Board permission and expect them to be paid?

Chair Foster stated that at the November 18, 2021, Board meeting, the Board authorized Attorney Driscoll to attend the December 9 or 16 meeting to address Commissioner Scheideler's motions in real-time.

Commissioner Scheideler commented that it was not Chair Foster's purpose to discuss the pros and cons regarding the motions, but his real purpose was to shut down the motions by creating fear of personal liability for discharging an outside contractor. Commissioner Scheideler also commented that Driscoll and Driscoll P.C. achieved their mission by creating fear that having an outside contractor without a contract sue a Board member is pure foolishness. Commissioner Scheideler stated that Jonathan Driscoll was brought in to correct a mistake Jonathan Driscoll made on Commissioner Scheideler's motion and his interpretation of it. Commissioner Scheideler stated that Jonathan Driscoll did not read the motion because the last sentence was to delegate that responsibility to the Executive Director. Commissioner Scheideler stated that Jeff Driscoll was quoted at the December meeting as saying that he was not attending the meeting in a legal capacity. Commissioner Scheideler stated that if Jeff Driscoll was there as a guest, then why should he be paid as an attorney? Commissioner Scheideler repeated his comment that Jonathan Driscoll was brought in to correct his mistake on Commissioner Scheideler's motion. He stated that Jonathan Driscoll was paid for his mistake the first time around and he certainly should not be paid a second time around for correcting it. He added that there was no authority from the Board to pay Driscoll and Driscoll P.C.

Commissioner Kirk stated that it is pretty clear that there have been some mistakes made, two by Jonathan Driscoll and she is not aware that the Board agreed to have Driscoll and Driscoll come in as lawyers to advise Board. She stated that they were introduced as guests, and Jeff Driscoll clarified that he was not there as legal counsel. She stated that it is a great big bill, and she is suggesting that \$1392 not be paid for that meeting which was, in her opinion beating up on the Board and scaring everybody.

Commissioner Bennett stated that she sat through that meeting and asked herself, who do they think they are trying to intimidate people. She stated that she was not intimidated because she doesn't have anything they could sue her for. She added that it was ashamed that Commissioner Kirk changed her vote because of their intimidation.

Commissioner Evans stated that at the November Board meeting, we as a Board decided to have Jonathan Driscoll come in and clarify his memo regarding the motion that Commissioner Scheideler had made regarding the relationship between the Board and the Executive Director. She stated that it seems to her that Jonathan Driscoll did clarify that. She stated that what Jonathan Driscoll and Jeff Driscoll said in the meeting was helpful, and she has learned some things from that conversation. She added that they did not say anything out of the ordinary on expectations, the role of the Board and management in running a housing authority or any other organization. She stated that it is a dangerous precedence for the Board to start slicing and dicing what bills the housing authority will pay to its vendors who have already performed services. She added that it is detrimental to the housing authority not to pay bills for services that have already been performed, whether by legal counsel for which we have a long-standing relationship. She stated that there are not many legal attorneys familiar with the ins and outs of DHCD and HUD requirements that apply to housing authorities. She also stated that she could imagine that if we had any other legal team familiar with that, they would have told us the same thing that Driscoll and Driscoll have told us. Commissioner Evans stated that if we get in the practice of not paying our vendors for services rendered, we will wind up in a situation where we have vendors who will not provide services to us.

Commissioner Scheideler asked if Driscoll and Driscoll appearing together was authorized by the Board? He stated that Jonathan Driscoll had been invited back to correct a mistake he had made that he had already been paid for, and Jeff Driscoll stated that he was not there in a legal capacity.

Chair Foster stated that he and Executive Director Medeiros decided to invite Jeff Driscoll because the issues before the Board, eight motions altogether, were partly legal issues and partly best practices issues. He stated that at the beginning of the meeting, Jeff Driscoll was invited to address the best practices issues. Jonathan Driscoll was invited to address the legal issues. That was how the discussion progressed to the end of the December 16 meeting.

Commissioner Evans noted that just because the term guest may have been used at the beginning of the meeting that is not dispositive. Anytime someone who is not a member of the Board and speaking to the Board it is common to call them a guest. She stated that the auditor spoke with the Board last month and was introduced as a guest.

Commissioner Scheideler asked if the expense was approved. He stated that one Driscoll was invited not two and that he was invited back to address his mistake.

Commissioner Evans stated that it was her perception that when Jonathan Driscoll was invited back, he was invited back to not necessarily address his mistake, so to speak, but rather provide more context for his memo and advise on that motion.

Commissioner Scheideler asked for clarification on what the Board is voting on. He stated that there was \$4931.08 that he said in his email should be paid. He stated that he is asking that \$1392 not be paid until the Board vote.

Chair Foster stated that his motion clearly states to pay the entire invoice of \$6,323,08. Chair Foster re-read the motion. Chair Foster stated that he would address the allegations made to him by Commissioner Scheideler. He stated that he would ask questions and make a statement.

Chair Foster stated that his comments would be to address allegations that Commissioner Scheideler made in his direction and comments from other Board members. He would ask questions and make a statement. Chair Foster stated that Commissioner Scheideler commented that Chair Foster sought to ambush him. Chair Foster stated that he absolutely did not set out to ambush Commissioner Scheideler.

He stated that he set out to have authoritative experts come in to help the Board with the decision-making process. Chair Foster stated that he agrees that Board spoke of inviting Jonathan Driscoll to the December 9, or 16 Board meeting, and he agrees that the Board went over what would be addressed during the meeting. He stated that he extended it to the entire agenda that the Board spent three plus hours on going through three of the eight motions. Chair Foster stated that he did this because he thought it was the right thing to do along with Executive Director Medeiros because it would help us with our decision-making process. Chair Foster stated that he disagrees that he or Executive Director Medeiros need Board authority to make that decision. Chair Foster stated that he totally explicitly disagrees with Commissioner Scheideler's characterization of Driscoll and Driscoll's participation and the advice they provided the Board as pure foolishness. He stated that he rejects that categorically. He suggested that Commissioner Scheideler read the minutes or listen to the recording of the meeting.

Chair Foster stated that it is incorrect to characterize that Jonathan Driscoll was invited purely for the purpose of correcting his error in the four or five-page email Jonathan Driscoll submitted for the Board's benefit for the November meeting. Chair Foster stated that Jonathan Driscoll was invited to clarify what he was trying to say and how it applied to the motion Commissioner Scheideler brought forth in the October meeting, which was then carried over to the November meeting when the Board decided to bring in expertise for the December meeting. Chair Foster stated that he has listened to the entire recording of the December 16th meeting and the debate that was conducted over that motion and two other motions. He stated that 60-70% of the time was taken during those three-plus hours going over very constructive dialogue between Commissioner Scheideler and Driscoll and Driscoll.

Chair Foster stated that Commissioner Scheideler completely twisted the informal use of the term guest. Chair Foster reminded Commissioner Scheideler that the NHA Board of Commissioners attends the meetings without any compensation. Other professionals who attend the NHA Board meetings attend as paid professionals. Chair Foster stated when the Executive Director or Board Chair decides to invite experts and professionals in for constructive purposes, it is not subject to Board approval.

Chair Foster responded to Commissioner Kirk's endorsement of Commissioner Scheideler comments by noting that having Driscoll and Driscoll P.C. meet with the Board was for the sole purpose to beat up on the Board and to Commissioner Bennett who said that their purpose was to intimidate the Board. Chair Foster stated that those statements are not true. He stated that the purpose of having Driscoll and Driscoll P.C., meet with the Board was for the sole purpose of educating the Board as relatively new Board members who have never served on a Board before.

Chair Foster stated that the Board received their Board Packet on December 10 and knew that Driscoll and Driscoll P.C. would be on the agenda. He stated that the Board did not raise a concern. Chair Foster stated that at the beginning of the December meeting, he outlined the direction the agenda would take, including comments on the motions from the proponent and comments from Jonathan Driscoll from a legal perspective, and comments from Jeff Driscoll on a best practice perspective as well as comments from the Board. Chair Foster noted that everyone agreed that this was a good approach and that Commissioner Scheideler did not object to this at the time. Chair Foster stated that a constructive and detailed debate took place for three-plus hours on all the issues involved from both a legal point of view and a best practice point of view. Chair Foster noted that at the end of the three-plus hours of discussion and debate, the Board thanked Driscoll and Driscoll for their time. He stated that Board was extremely grateful to them for the services they provided that night. Chair Foster noted that he does not accept the characterizations Commissioner Scheideler made earlier in the meeting regarding the purpose of the meeting. Chair Foster also noted that the information he just relayed was captured in the November 18, 2021, minutes, and the December 16, 2021, minutes and were on the agenda for January 20, 2022, meeting and were unanimously approved by the Board.

Chair Foster referred to an email he received from Jonathan Driscoll regarding non-payment on January 20, 2022, at 5:30 pm. Chair Foster read aloud the email that is included in the Board Packet. Chair Foster commented on the check signing function of the Board. He stated that purpose is to not double check or micromanage the Executive Director. He stated that the Commissioners duty is to sign the checks and not to do an additional review of the checks. He stated that it is the Commissioner's duty is to ask the Executive Director questions about the check register, and Commissioner Scheideler did not do that. Chair Foster stated that this happened before in October when Commissioner Scheideler voided a check that had been approved by the Board even though that was not the procedures. Chair Foster stated that in this particular case Commissioner Scheideler had full knowledge of the services that were provided by Driscoll and Driscoll P.C. Chair Foster stated that Commissioners looking at general counsel's invoice is inappropriate because the backup on it will have a great deal of detail on individual tenant situations that by law and regulation need to be kept private. Chair Foster stated that he encourages for all the reasons he stated that the Board voted unanimously to adopt the resolution.

Commissioner Scheideler stated that he had to look at the entire invoice because he needed to know what the amount was for the Zoom meeting. Commissioner Scheideler stated that he rejects Chair Foster's rebuttal completely. He is firmly convinced that Driscoll and Driscoll P.C. was brought in to attack him and try to shut him up because Chair Foster did not want the motions to pass.

Commissioner Kirk stated that Chair Foster talked about how Driscoll and Driscoll educated the Board but that she did not feel that that was what they were trying to do. She stated that after the meeting, she educated herself further. She spoke with her lawyer who clarified the possibility, and she realized that she did not need to feel intimidated and, therefore, she regrets that she abstained.

Chair Foster stated that he acknowledges that the minutes did not capture the full debate. It captured the summary of decisions that were made. He added that he could have a transcript made if Commissioner Scheideler would like that.

### **Vote on the motion**

Upon a motion duly made by Commissioner Foster and seconded by Commissioner Evans to approve the NHA 2022 Budget for submission to DHCD for the federal and state programs.

### **Roll Call Vote**

Commissioner Scheideler – no

Commissioner Bennett – yes

Commissioner Kirk – no

Commissioner Evans – yes

Commissioner Foster - yes

**The motion carried. The vote was 3 yes and 2 no.**

Commissioner Evans commented that the Board has a lot on its plate. She stated that there is the modernization project and other important routine issues that the Board would like to achieve. She stated that she is concerned about the Board's ability to come together and set strategic priorities and measurement of the priorities, which is the Board's role. She stated that she is concerned that getting into granular detail about many issues that are not the standard role of the board will severely hamper the Board's as it moves forward on the important matters. She stated that she has worked with a lot of non-profit Boards over the years, and she has not personally experienced a Board with the dysfunction that this Board seems to have, nor has she secondhand heard of this type of dysfunction. She stated that she believes that the Board shares similar goals for the housing authority and its residents. She stated that if the Board can not come together and

see things eye for eye, we are not going to be able to move forward. She stated that the Board's role is to oversee, and it does not mean line-item veto on particular expenses. It doesn't mean constantly critiquing the Executive Director. She stated that it means having a positive relationship with the Executive Director even though we may not always agree with what the Executive Director does or how the Executive Director can improve. Commissioner Evans stated that she thought the Board meeting and discussion of the Executive Director in January was positive. She added that the Board was looking into some of the strategies that Driscoll and Driscoll talked about in December and that we as a Board expressed an interest in moving forward on. She stated that she is glad that we are going to pay their bill and she is looking forward to getting some input from them in helping the Board coalesce around strategic priorities.

Commissioner Scheideler expressed his appreciation to Commissioner Evans for her thoughtful comments. He stated that Commissioner Kirk has discussed with him the possibility of mediation for the Board. He stated that Commissioner Kirk has had contact with a group from Harvard that is training law students in the science of mediation. He stated that there is no charge and that he would suggest that the Board consider this as an avenue to accomplish what Commissioner Evans just described. He stated that he believes that the Board is in such disarray that the modernization and reconstruction be put on hold until the Board can straighten itself out.

Chair Foster suggested that Commissioner Scheideler and Commissioner Kirk work together to prepare comments for the February NHA Board meeting.

### **Adjournment**

#### **Motion and Vote**

Upon a motion duly made by Commissioner Foster and seconded by Commissioner Scheideler to adjourn the NHA Special Board meeting of February 2, 2022, at approximately 5:32 pm.

The motion carried. The vote was unanimous. 5-0

#### **Minutes Prepared by**

*Cheryl Gosmon*