

TENNESSEE HOUSING DEVELOPMENT AGENCY  
AUDIT & BUDGET COMMITTEE  
February 13, 2025

Pursuant to the call of the Chairman, the Audit & Budget Committee of the Tennessee Housing Development Agency Board of Directors (the "Committee") met on Thursday, February 13, 2025, at 2:02 PM CT via a Teams video and audio conference call.

The following Committee members were present: Rick Neal (Board Chair); Secretary Tre Hargett (Audit & Budget Committee Chair); Treasurer David Lillard; Dan Springer; Stephen Dixon and Micheal Miller.

Recognizing a quorum present, Secretary Hargett called the meeting to order at 2:02 PM CT. and recognized Bruce Balcom, THDA Chief Legal Counsel, who presented the following statement:

"Certain Committee members will be participating in this meeting by telephone as authorized by Tennessee Code Annotated Section 8-44-108. Notice was posted stating that this meeting would be conducted in this fashion. This meeting is being conducted in this manner because the matters to be considered by the Committee today require timely action and the physical presence of a sufficient number of Committee members to constitute a quorum is not possible within the timeframe in which action is required. Therefore, it is necessary for some members to participate via telephone. Members so participating by telephone were sent documents relevant to today's meeting."

Upon motion by Secretary Hargett and second by Treasurer Lillard, the motion carried, via roll call vote, to approve doing business in this manner with all members identified as present voting "yes".

Secretary Hargett recognized Mr. Bruce Balcom, THDA Chief Legal Counsel, who provided a brief review of the applicable statutory provisions related to the Committee's role and relationship to the Director of Internal Audit.

Secretary Hargett recognized Ms. Cathy Salazar, THDA Chief Human Resource Officer, to discuss the resumes received for the Director of Internal Audit position. Ms. Salazar informed the committee that there were 17 resumes received and of those 7 met and exceeded the requirements of the position. Secretary Hargett informed the committee that he and Treasurer Lillard have already initially reviewed the resumes and of the 7 identified by Ms. Salazar there were 4 identified by them as candidates for interview by the Committee. Mr. Dixon had a question if interviews would be held in person, virtually or as a hybrid meeting. Secretary Hargett was not opposed to a hybrid format but would prefer the interviews to be held in person if possible. Treasurer Lillard agreed that would be fine with him. Mr. Neal and Mr. Springer voiced their agreements in handling the interviews in the manner discussed.

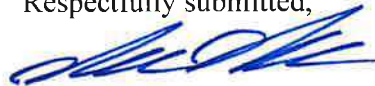
After further discussion it was determined that all members of the committee would receive copies of the resumes and submit their comments no later than noon on Tuesday February 18, 2025, to Mr. Balcom via email. If no response is received by the deadline, it will be assumed that the member agrees with the four that have already been identified. Secretary Hargett discussed how interviews were to be handled, and the committee's consensus was to allow interviews to be in person with the possibility of the interview panel being present in a hybrid meeting format. The

interviewers identified from the committee are Secretary Hargett, Treasurer Lillard and Stephen Dixon. Mr. Balcom identified that a motion to circulate resumes as outlined by Secretary Hargett, committee members to provide feedback on the 7 identified candidates to Mr. Balcom Tuesday February 18, 2025, by noon CT, and grant THDA staff the authority to assist in the interview process as well as the ability to setup interviews with the three committee members identified for the week of March 3, 2025. Upon motion by Secretary Hargett, second by Treasurer Lillard, and with the following roll call vote, the motion carried to approve doing business in this manner with all members identified as present voting "yes" the motion carried.

At the request of Secretary Hargett, Mr. Balcom indicated that additionally interview questions would need to be selected for use. Secretary Hargett directed that the interview questions that were previously used, along with any others suggested by THDA staff, be forwarded to the interviewers for consideration.

There being no further business, Secretary Hargett called for a motion the committee meeting. Upon motion by Treasurer Lillard, second by Mr. Neal, and with the following roll call vote, the motion carried to approve doing business in this manner with all members identified as present voting "yes" for the meeting to be adjourned at 2:19 PM CT.

Respectfully submitted,



Bruce Balcom

Chief Legal Counsel

Approved this 20<sup>th</sup> day of March, 2025