

No.: 95-06.1
Date: June 29, 1995

FEDERAL HOUSING FINANCE BOARD

Procedures for Notational Voting by the Board of Directors

WHEREAS, the Government in the Sunshine Act (Sunshine Act) and the Federal Housing Finance Board's (Finance Board) implementing regulation require, generally, that meetings of the Board of Directors (Board) shall be open to public observation. 5 U.S.C. § 552b; 12 C.F.R. Part 906;

WHEREAS, one of the recognized exceptions to the requirement for open meetings is the disposition of Finance Board business by the circulation of written materials on proposed actions to individual Board members and notational voting by the Board members on such proposed actions. See 12 C.F.R. § 906.2(3);

WHEREAS, there are no statutory or regulatory requirements or legal limitations regarding the nature or type of agency business that may be conducted by notational voting;

WHEREAS, there are circumstances where it is expedient and appropriate to conduct agency business by notational vote, particularly where matters for decision do not require discussion or extensive factual background briefing and time constraints make it desirable to proceed expeditiously;

NOW, THEREFORE, BE IT RESOLVED, that the Finance Board hereby approves the attached Procedures for Notational Voting by the Board of Directors.

EFFECTIVE DATE: The attached procedures are effective and shall be utilized for matters submitted for notational voting by the Board of Directors on and after (date).

By the Federal Housing Finance Board



Bruce A. Morrison, Chairman

Attachment

Procedures for Notational Voting by the Board of Directors of the
Federal Housing Finance Board

Notational voting by the members of the Board of Directors (Board) of the Federal Housing Finance Board (Finance Board) shall be undertaken only pursuant to the following internal rules and procedures which have been adopted to facilitate decision making by the Finance Board:

A. Determination to Vote by Notational Vote

The determination to submit a matter to the Board for notational vote shall be made by the Chairman, or at the Chairman's discretion by the Managing Director, upon the recommendation of a Board member or an employee of the Finance Board, or on the Chairman's initiative.

B. Notational Vote

1. Upon a determination to submit a matter for notational vote, the Executive Secretary to the Board (ExecSec) shall circulate a notational voting package that includes, at a minimum, appropriate background information, a resolution or other decision document, and a vote sheet.

2. If the matter to be decided requires a certification by the General Counsel, the certification shall be included in the notational voting package.

3. All Board members must be notified of the notational vote and afforded the opportunity to vote.

4. Board members must vote personally. Proxies are not permitted.

5. A Board member may vote by writing his/her initials in the "yes" or "no" block following his/her name on the vote sheet provided for that purpose and returning the original vote sheet to ExecSec. A Board member may abstain by writing his/her initials in the "abstain" block following his/her name. Failure to put an appropriate mark in one of the blocks also shall constitute an abstention.

6. A time deadline shall be imposed by which time voting must be completed. The failure to record and return a "yes" or "no" vote to ExecSec by the deadline shall constitute an abstention.

7. A Board member who abstains shall be considered to have participated in the vote for purposes of ascertaining a quorum.

8. Notwithstanding the above, if any Board member does not think it appropriate to decide the matter under consideration by notational vote, he/she may initial the "For Meeting Agenda" block

after his/her name and return the original vote sheet to ExecSec within the required time deadline. Such action shall nullify the notational vote.

9. A Board member may relay personally his/her vote by telephone to ExecSec, vote electronically by addressing the message to ExecSec, or vote by facsimile transmission (fax) addressed to ExecSec. ExecSec then shall record the vote in accordance with the Board member's instructions. A Board member who votes telephonically, by electronic mail, or by fax shall forward expeditiously the original vote sheet reflecting his/her vote to ExecSec for record purposes. Failure to forward the vote sheet, however, shall not invalidate the vote.

10. Board members shall not, in connection with a notational vote, deliberate, as that term is used in 5 U.S.C. § 552b(a)(2), with another Board member or Board members about the matter under consideration, except in the case of action required or permitted under 5 U.S.C. § 552b(d) and (e), that is, (1) closing a meeting or a portion thereof to the public; (2) holding a meeting with less than seven days public notice; or (3) changing the subject matter of a meeting, or opening or closing a meeting, or portion thereof, following a public announcement.

c. Effectiveness of Notational Vote

1. The Chairman and/or the Managing Director, as appropriate, shall be notified by ExecSec of the results of the vote, and one of them shall sign the resolution or other decision document on behalf of the Board. Thereafter, the document shall be placed in the records of the Finance Board in accordance with standard procedures.

2. The effective date of a matter passed by notational vote shall be: (1) the date of the deadline imposed for voting, or (2) the effective date specified in the decision document, if any.

D. Votes Necessary to Pass a Matter Submitted for Notational Vote

1. General Rule. The number of votes generally required to pass a matter is the affirmative vote of a majority of a quorum of the Board.

2. Special Vote for Matter Requiring Board Majority. A notational vote to: (1) close a meeting or a portion thereof to the public; (2) hold a meeting with less than seven days public notice; or (3) change the subject matter of a meeting or to open or close a meeting, or portion thereof, following a public announcement, must be passed by the affirmative vote of a majority of the Board members then in office. 5 U.S.C. § 552b(d)(1), (e)(1) and (2).