

# Riverbend Housing Company, Inc.

## BOARD of DIRECTORS

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Riverbend Housing Board of Directors

Open Executive Meeting

Date of Meeting: Wednesday, January 15, 2025      Time of Meeting: 7:00 PM

Location of Meeting: Riverbend Housing, New York, NY on Zoom

Board Members Present: **Tamika Franklin-President**, Judith Daniel-George- Secretary, Sherry Caysen-Asst. Treasurer,

Princess Walker-Vice President, Taren Payne-Assist. Secretary- Member, attended the Executive session

Board Members Excused: Kim Cunningham -Treasurer, Lorraine Martin-member

President Franklin opened the meeting at 7:09. She stated she was going to read a statement prepared with the advice of Riverbend's general counsel.

President Franklin stated that the purpose of the meeting was to provide transparency regarding the board's vote to remove Ms. Taren Payne as a board member. She noted that this would be the second attempt to hold this vote. The Bylaws stipulate that 75% of the board must be present for the vote to be valid. The board convened this meeting to acknowledge receipt of a shareholder petition, which called for Ms. Taren Payne's resignation from the Riverbend Board of Directors on January 6, 2025. Riverbend's general counsel also received this petition. Ms. Franklin proceeded to cite the allegations documented in the shareholders' petition:

- **Arguing with shareholders during meetings and creating a hostile work environment.**
- **Threatening maintenance staff with bodily harm**
- **Throwing a drink at a management employee.**

Ms. Franklin stated that the petition had surpassed the required 100 shareholder signatures, which were verified by Riverbend's legal counsel. The board will now enter an executive session. If enough board members are present to hold a vote, a subsequent meeting with shareholders will be scheduled to explain the decision of the board to remove Ms. Taren Payne. Shareholders will have the opportunity to ask questions during this meeting and will vote to either confirm or reverse the decision of the board.

If there are not enough board members attending the executive session, every shareholder will receive a meeting notice by mail announcing a special meeting to vote based on the submitted petition. This meeting is likely to be an in-person gathering scheduled for the last week in January. Ms. Franklin stated that the petition had surpassed the required 100 shareholder signatures, which were verified by Riverbend's legal counsel. The board will now enter an executive session. If enough board members are present to hold a vote, a subsequent meeting with shareholders will be scheduled to explain the decision of the board to remove Ms. Taren Payne. Shareholders will have the opportunity to ask questions during this meeting and will vote to either confirm or reverse the decision of the board.

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would likely be an in-person gathering scheduled for the last week in January. The President Franklin concluded her statement.

Several shareholders' questions regarding the lack of heating issues at Riverbend were addressed. This open portion of the meeting was adjourned at 7:34 The board went into executive session.

### Executive Session

President Franklin opened the meeting at 7:42 pm and a roll call was taken. Ms. Payne was present but unable to unmute to verbally state her presence.

President Franklin recited:

Section 10 of our Bylaws calls for the automatic removal of a director for engaging in conduct that is not in the best interest of the cooperative and board

She continued with saying member Payne's behavior has been unprofessional almost from the moment she was seated listing the following as examples

- Ms. Payne called former board President Lorraine Martin, a raggedy bitch at the a board meeting held on June 17<sup>th</sup> 2024.
- Ms. Payne poured a drink on a management employee on October 7<sup>th</sup>.
- Ms. Payne has caused disruption of the reading of the minutes at several board meetings.
- Ms. Payne changed our corporate passwords, on October 23<sup>rd</sup>, without authority and deleted our Zoom Meetings; a destruction of corporate property that we will not get back.
- The allegations that were made by over 100 shareholders via petition.

President Franklin made a motion to remove Taren Payne from the Riverbend Board of Directors effective immediately. The motion was seconded by Ms. George. The vote went as follows: Tamika Franklin- Yes, Princess Walker- Yes, Sherry Cayson-Yes, Judith Daniel-George-Yes. The motion passed with unanimous consent.

Ms. Payne re-entered the meeting at 7:49. She reported having issues with her ability to hear and be heard when she signed in earlier. She stated being confused and expressed frustration about the meeting and its procedures, stating that the board was engaging in an illegal act. Ms. Payne questioned whether there was sufficient board presence for a vote to remove her from the board at this meeting and referenced an October 30<sup>th</sup> meeting when she was removed then. Ms. Franklin stated to Ms. Payne that she continued to be a board member with board access and Ms. Payne replied that she has not had access to the board email since October 11th.

Ms. Franklin stated she would repeat the motion to provide Ms. Payne with the opportunity to vote. Ms. Payne requested that the motion be written in the chat stating there was an issue with the Zoom connection she was having difficulty hearing. Ms. Franklin denied this request and Ms. Payne responded that she would then be denied the opportunity to vote. Ms. Franklin asked Ms. Payne if she had read the notice, stating the motion is documented on it. She offered to email it to Ms. Payne but declined from putting it in the chat.

Ms. Franklin attempted to reread the motion and was interrupted by Ms. Payne's questioning whether there was proof of the allegations presented. Ms. Payne continued to verbalize her thoughts about the proceedings and actions of present board members. She then left the meeting at 7:59.

Ms. Franklin re-read the motion. Ms. George reported that the vote was affirmative with unanimous consent.

Ms. Walker asked what the difference is between having a vote at this meeting versus the earlier meeting. Ms. Franklin stated that Mr. Lepper stated that the allegations should not be stated in front of the shareholders.

Ms. Franklin adjourned the meeting at 8:02 PM.

Respectfully submitted by

Judith Daniel-George

Secretary, Riverbend BOD