



**THE ATTORNEY GENERAL
OF TEXAS**

**JIM MATTOX
ATTORNEY GENERAL**

November 7, 1989

Mr. Timothy R. Kenny
Executive Administrator
Texas Housing Agency
P. O. Box 13941, Capitol Station
Austin, Texas 78711-3941

LO-89-89

Dear Mr. Kenny:

You ask whether the board of directors of the Texas Housing Agency may delegate to a committee composed of three board members the authority to make final determinations in certain matters.

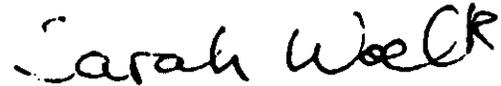
The board of directors of the Texas Housing Agency consists of nine directors. V.T.C.S. art. 1269 $\frac{1}{2}$ -6, § 5(a). Section 6(e) of article 1269 $\frac{1}{2}$ -6 provides:

A majority of the regular members of the board of directors constitutes a quorum. The board shall act and proceed by and through resolutions adopted by the board. The affirmative vote of at least five directors is necessary to adopt a resolution.

It is clear from that provision that a three-member committee cannot act for the agency. See generally Attorney General Opinions JM-903 (holding that a commission member may not delegate his responsibility to deliberate at meetings) WW-66 (1957); M-663 (1970) (acts involving official discretion must be performed by the body designated by law and cannot be delegated to others). Indeed, although the general rule in administrative law is that a majority of a quorum can take action, Attorney General Opinion O-994 (1939), the Texas Housing Agency is subject to a stricter rule. As a general rule, five members of a nine-member board could meet and take action on the affirmative vote of three of those five members. Section 6(e), in contrast, provides that even though five members of the Texas House Agency board can hold a meeting, the affirmative vote of all five is necessary to take action.

In summary, a committee composed of three members of the board of directors of the Texas Housing Agency cannot act on behalf of the agency. Although five members would constitute a quorum, an affirmative vote of all five members would be necessary for the board to act.

Very truly yours,



Sarah Woelk, Chief
Letter Opinion Section
Opinion Committee

APPROVED: Rick Gilpin, Chairman
Opinion Committee

SW/lcd

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