



# THREE COUNTY CONTINUUM OF CARE

## GOVERNANCE CHARTER

*Membership approved 9.20.2019*



**Table of Contents**

Mission Statement of the Three County Rural Continuum of Care 2

Continuum of Care Overview and Requirements 2

CoC Requirements 2

CoC Responsibilities 2

CoC Membership 4

Membership Composition 4

Responsibilities of Members 4

Member Meetings 4

Notice of Member Meetings 5

Quorum and Voting 5

CoC Board 5

Quorum and Voting 5

Responsibilities of the Board 5

Board Meetings 6

Action Without a Meeting 6

Nomination and Terms of the Board 6

Permanent Seats to the Board 6

Board Officers 7

Vacancies and Resignations 7

Designation and Role of the Collaborative Applicant 8

Committees and Working Groups 8

Standing or Working Committees 8

Ad-Hoc / Working Committees 11

Code of Conduct and Conflicts of Interest 12

Conduct and Attendance 12

Conflict of Interest 12

Approval of Governance Charter and Subsequent Amendments 13

## Mission Statement of the Three County Rural Continuum of Care

The Three County Continuum of Care (CoC) MA-507, hereinafter referred to as the “CoC”, promotes community-wide planning and strategic use of resources to prevent and end homelessness; improves coordination and integration of mainstream resources and other programs targeted to people experiencing homelessness; ensures adequate data collection and performance measurement; and ensures that every individual and family has an affordable place to call home and the resources and supports to remain there. The CoC geography includes Franklin, Hampshire, and Berkshire counties in western Massachusetts.

## Continuum of Care Overview and Requirements

### CoC Requirements

1. Ensure that the Collaborative Applicant and its sub-recipients are meeting the responsibilities of the HUD regulations;
2. Represent the relevant organizations and projects serving homeless subpopulations;
3. Support homeless persons in their movement from homelessness to economic stability and affordable permanent housing within a supportive community;
4. Ensure that the CoC engages in processes and procedures that foster learning and growth, inclusive of the needs and perspectives of Berkshire, Hampshire and Franklin Counties homeless population, including supportive services and housing needs of homeless sub-populations; and
5. Facilitate responses to issues and concerns that affect the agencies funded by the CoC that are beyond those addressed in the annual CoC application process.

### CoC Responsibilities

1. *Operate the CoC, meaning:*
  - a. Hold meetings of the full membership, with published agendas, at least annually.
  - b. Invite new membership within the geographic area at least annually.
  - c. Adopt and follow a written process to select Board members to act on behalf of the CoC members. The process is reviewed, updated, and approved by the larger CoC membership at least once every 5 years.
  - d. Appoint, create, and support committees, sub-committees, or workgroups based on current practices and available resources regarding changes in HUD’s expectations or the needs of the communities we serve.
  - e. In consultation with the CoC Collaborative Applicant and the HMIS Lead, develop, follow, and update annually, this governance charter, to include all procedures and policies needed to comply with CoC requirements as prescribed by HUD; and a code of conduct and recusal process for the Board, its chair(s), and any person acting on behalf of the Board.
  - f. Consult with recipients and sub-recipients of CoC funding to establish performance targets appropriate for population and program type, monitor recipient and sub-recipient performance, evaluate outcomes, and take action against poor performers.
  - g. Evaluate outcomes of projects funded under the Emergency Solutions Grants program in the three counties (hereinafter referred to as “ESG”) and the CoC program, and report to HUD;

- h. In consultation with recipients of ESG funds, establish and operate a centralized; coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services, includes sub-regional components, and recognizes the individual nature and needs of specific sub-populations, as well as addresses and accounts for vulnerability factors which affect how these practices may not be equitable (*see written standards for CE.*).
- i. Establish a set of written standards for the provision and prioritization of CoC and ESG resources, consistent with the requirements in the HUD CoC Program Interim Rule.

2. *Designate and operate a Homeless Management Information System (HMIS), meaning:*

- a. Designate a single HMIS for the geographic area.
- b. Designate an eligible applicant to manage the CoC's HMIS, within or outside of the agency representing the Collaborative Applicant.
- c. Review, revise, and approve a privacy plan, security plan, and data quality plan for the HMIS, inclusive of the needs of our funded and un-funded projects.
- d. Ensure consistent participation of recipients and sub-recipients of CoC and ESG funding in the HMIS.
- e. Ensure the HMIS is administered in compliance with requirements prescribed by HUD.

3. *Continuum of Care planning, meaning the CoC must develop a plan that includes:*

- a. Coordination and implementation of a housing and service system within its geographic area that meets the needs of the homeless individuals (including unaccompanied youth, people with disabilities, people who identify as LGBTQ, and people of color) and families. At a minimum, such system encompasses the following:
  - i. Outreach, engagement, and assessment;
  - ii. Shelter, housing, and supportive services;
  - iii. Prevention strategies.
- b. Planning for and conducting, at least biennially, or as expected by HUD, a point-in-time count of homeless persons within the geographic area that meets the following requirements:
  - i. Homeless persons who are living in a place not designed or ordinarily used as a regular sleeping accommodation for humans must be counted as unsheltered homeless persons.
  - ii. Persons living in emergency shelters and transitional housing projects must be counted as sheltered homeless persons.
  - iii. Other requirements established by HUD by Notice.
- c. Conduct an annual housing inventory count of programs and services available within the geographic area;
- d. Provide information required to complete the Consolidated Plan(s) within the CoC's geographic area; Consulting with state and local government ESG program recipients for allocating ESG funds and reporting on and evaluating the performance of ESG recipients and sub-recipients.

## CoC Membership

### Membership Composition

The membership of the CoC is defined as those persons and organizations attending committee meetings or workgroups and/or is a member of the Western Massachusetts Network to End Homelessness.

Membership in the CoC is open to all stakeholders in Hampshire, Franklin and Berkshire Counties, including people with lived experience of homelessness, political subdivisions and other government organizations, businesses, homeless service providers, victim service providers, faith communities, social service providers, organizations that serve veterans, funding entities, homeless and formerly homeless individuals, advocacy groups, hospitals/medical providers, behavioral health providers, and agencies such as public housing authorities, school systems and universities, law enforcement and the corrections system, and the local Workforce Investment Act board. We look specifically, to engage businesses and organizations who interface regularly with people whose housing is insecure. New members may enroll at any time during the year by providing to the CoC Board Secretary or any COC staff, their contact information and any relevant affiliations.

### Responsibilities of Members

Per this charter, most of the responsibilities of the CoC outlined above will be carried out by the CoC's Board and Lead Agency, with the following exceptions:

- Members will vote directly to approve the governance framework set forth in this Governance Charter and any subsequent changes or additions to the Governance Charter;
- Members will review, update, and approve changes to the Governance Charter at least annually;
- Members will review, update/approve the CoC Board Selection process at least every five years;
- Members will participate in CoC committee meetings and/or participate in the Western Massachusetts Network to End Homelessness: and
- Unless the Board selection process is changed by a subsequent amendment to the Governance Charter, members will vote annually to elect Directors to available CoC Board positions.

### Member Meetings

The full membership of the CoC shall meet at least once per Federal Fiscal Year. The membership meetings shall include a report on the CoC's activities, funding, and progress toward meeting goals, and be open to members and the general public.

The Annual Member Meeting will be held in the fall. The agenda for the Annual Meeting, will include:

- The election of Directors to serve on the Board based on open or vacant seats;
- A review of any proposed changes to the CoC Governance Charter followed by a vote on those changes;
- Any other business the Board chooses to put before its members;
- Opportunity for training and evaluation of the work of the CoC.

Members may propose to the Board in advance topics or areas of business.

## **Notice of Annual Member Meetings**

Notice of the place, date and time of Member Meetings shall be sent to members by email or other reasonable means of communication at least 30 business days before the meeting date. Voting matters may also be added to the agenda by suggestion of the Board within the final 10 days prior, if such a matter presents that it requires immediate action.

## **Quorum and Voting**

The members present at any properly announced meeting of CoC members shall constitute a quorum.

## **CoC Board**

The CoC shall be governed by a Board, which will provide oversight and accountability for all CoC responsibilities and carryout all CoC duties except those described above as being the responsibility of the CoC Membership. The Board serves as the HUD-designated primary decision making group of the Three County Continuum of Care. The Board is elected by the general membership and given decision making and delegation authority.

## **Quorum and Voting**

A number equal to a majority of those serving on the Board being present, in person or by proxy, shall constitute a quorum for the transaction of business at any meeting. Board Members may, when necessary, participate and vote via phone/internet and vote via email; however, Board Members are strongly encouraged to attend meetings in person when possible.

For the purposes of quorum and any voting matters, only one individual may represent a single organization. Any cross-affiliations or potential conflicts of interest will be disclosed to the Board, prior to a vote. In certain circumstances, members of the Board will not vote (For example: during Project Ranking and Evaluation, Board members affiliated with CoC Funded Projects will not vote on Ranking or Tier placement for any projects.)

No member may vote on any item which presents a real or perceived conflict of interest. All Board members must complete and submit a Conflict of Interest and Disclosure Agreement and act in accordance with the conflict of interest policies in this charter.

At all Board meetings, business items may be decided by arriving at a consensus. If a vote is necessary, all votes shall be by voice or ballot. The majority of the members comprising a quorum, as defined above, shall constitute a final decision of the Board. Each individual shall have one vote (regardless of how many permanent seats that individual represents).

## **Responsibilities of the Board**

Except for those responsibilities assigned to the CoC Membership in this charter, the Board will act on behalf of the CoC to fulfill the regulatory duties of a Continuum of Care set forth in 24 CFR 578.

The Board shall be responsible for approval and implementation of all CoC policies, procedures and business.

The Board will designate or reaffirm a Collaborative Applicant, HMIS Lead Agency, and HMIS implementation vendor no less than annually.

Board members may be removed from the Board by a majority vote of remaining Board members for repeated absence, misconduct, failure to participate, or violation of conflict of interest policies.

### **Board Meetings**

The Board shall meet no less than quarterly but may meet more often if necessary. An annual schedule of quarterly meetings will be developed by the Board Co-Chair(s) with assistance from the Board Secretary. Additional meetings may be called by the Board Chair(s); other Board Members may request additional meetings to be called by the Co-Chairs. The Collaborative Applicant may request to hold meetings of the Board.

Notice of the place, date and time of additional Board Meetings shall be sent to members by email or other reasonable means of communication at least 15 business days before the meeting date. The meeting agenda, to include any voting matters, will be distributed at least 10 business days of the meeting. Voting matters may also be added to the agenda by suggestion of the Board at any time.

### **Action Without a Meeting**

Any action that may be taken at any meeting of the Board may be taken without a meeting if that action is approved, in writing (e.g. letter, email) by a majority of the Board membership. Reasonable opportunity and time for consideration and discretion in ensuring fairness are expected when action is taken without a meeting.

### **Permanent Seats to the Board**

- Berkshire County Representative
- Hampshire County Representative
- Franklin County Representative
- Homeless Advocate
- Homeless or formerly Homeless Individual
- McKinney Vento Education Liaison Representative
- Western MA Regional Network to End Homelessness Representative
- ESG Representative(s)
- Domestic Violence Service Provider Representative
- Youth Action Board representative
- Affordable Housing Developer or Advocate
- College Representatives
- Employment Representative
- Department of Children and Families (required for YHDP funded CoCs)
- Public Housing Authority

### **Suggested areas to pull for Board Recruitment:**

- Representatives from HUDs priority populations: chronic, youth, family, individual, veteran, domestic violence

A single individual may represent more than one of these permanent seats at the discretion and approval of the Board.

### **Board Officers**

The officers of the Board shall be two (2) Co-Chairs. The Collaborative Applicant will act as Secretary.

#### ***Election and Term***

The Board membership consists of 13-20 members with some entities afforded permanent seats to the Board, as described below. The CoC encourages other stakeholder nominations in addition to those listed as permanent seats. Members serve 2-year terms with no limit to the number of consecutive terms served.

The Board will elect the officers as terms deem necessary or at any properly called meeting.

Board Co-Chairs shall hold office for a term of one (1) year or until their successors have been elected and qualified. Co-Chairs may serve up to two (2) consecutive terms.

The Secretary will be a non-voting position filled by the CoC Collaborative Applicant. The Secretary position is not bound by term limits. The Secretary may not serve as a Co-Chair to the Board.

#### **Officer Vacancies**

Vacancies among the officers may be filled by a vote of the majority of the Board representatives at any meeting at which a quorum is present. Unless otherwise provided by written agreement, any officer may resign at any time by giving written notice to a Co-chair and the Secretary. Any such resignations shall take effect at the time specified within the written notice or if the time is not specified therein upon its acceptance by the Board. Members may resign from Officer positions but continue to serve on the Board if they so choose. The Board has the authority to, by quorum vote, replace a Board Member if that Board Member is unable to continue serving on the Board. Interim replacements will be included on the slate of Board nominations at the next properly called Member Meeting for full term election.

#### ***Co-Chairs***

Co-chairs or their designee, in coordinated with the secretary, are responsible for scheduling meetings of the Board, ensuring that the Board meets no less than quarterly, and for setting the agenda for meetings. Co-Chairs maintain the primary responsible for ensuring inclusive, fair and goal-oriented processes and actions.

#### ***Secretary***

The Secretary or their designee shall keep accurate records of the acts and proceedings of all meetings of the Board, or designate another person to do so at each meeting, including documenting all actions taken without a meeting, as described above. Such records will include the names of those in attendance. The Secretary shall give all notices required by this Charter. The Secretary shall have general charge of Board records.



### ***Signatory***

The Chairs of the CoC Board and the Collaborative Applicant and Lead Agency have signatory permissions to sign documents on behalf of the CoC.

## **Designation and Role of the Collaborative Applicant**

The Three County Board will designate an organization that is a 501 (c) (3) legal entity or a government entity as the Collaborative Applicant to design, operate, and follow a collaborative process in the development of applications and approve the submission of applications in response to a NOFA published by HUD, including applying for CoC Planning Dollars (Activities). The Collaborative Applicant has the following responsibilities:

- Collect and combine information to complete and submit the consolidated application for the CoC Program Competition NOFA;
- Apply for CoC Planning Dollars (Activities) under the direction of the CoC Board;
- Apply for the HMIS funding and Handle HMIS and Data Reporting required by HUD;
- Apply for SSO-CE funding and Lead a Coordinated Entry process;
- Lead the Request for Proposal, New and Renewal application process, ranking and evaluation process, and all other CoC Project related financial and programmatic contractual requirements.
- In consultation with the Three County CoC Board, develop, follow, and update annually this governance charter - any amendments must be approved by the CoC Membership as described in this charter;
- Create and maintain a database or repository, preferably web-based page to include the meeting dates and times, agendas and minutes;
- Act as the custodian of all Three County records and documents;
- Provide administrative support for the CoC, including staffing support;
- Act as the Secretary of the CoC Board; and
- In coordination with the Three County CoC Membership and under the direction of the CoC Board, conduct all CoC Planning activities and overall operations.

## **Committees and Working Groups**

The CoC Lead Agency will carry out its responsibilities with support and collaboration with the work of a number of Committees. All CoC Members are encouraged to participate on Committees. All Funded Projects must have representatives who participate on Committees. All Committees must include at least one Board member who is responsible for communicating committee activities to the Board. Policy recommendations made by the Committees must be approved by the Board before taking effect. CoC Committees are charged to make recommendations to the Board that will improve the overall CoC system and help the CoC achieve its mission and HEARTH requirements.

The Board may establish Working Committees as it deems necessary.

### **Standing or Working Committees**

The CoC shall have six standing committees, as follows:

1. The Performance and Outcomes Committee
2. The Data Evaluation Committee
3. The Ranking Evaluation Committee
4. The Coordinated Entry Committee
5. The Equity and Inclusion Committee
6. The Youth Action Committee (Members of the Youth Action Board)

### ***1. The Performance and Outcomes Committee***

The Performance and Outcomes Committee will collaborate with the Collaborative Applicant, Board, Area Service Providers, CoC-Funded Entities, and COC membership to:

- a. Support the Lead Agency, Board and Committees in creating and implementing an annual strategic plan.
- b. Evaluate the Annual NOFA process and offer feedback to streamline and meet the ever changing and growing HUD expectations.
- c. Read the final approved application annually as well as HUDs final ranking of the Three County CoC and address areas for growth, provide assistance in meeting the outcomes stated and measured.
- d. Evaluate the COC's progress in adhering to their written standards bi-annually.
- e. Recognize and promote the COC's positive outcomes, growth and success
- f. Support the COC in addressing challenges faced.
- g. Evaluate Funded Project Challenges and provide the COC Collaborative Applicant with support in addressing and meeting needs.

### ***2. The Data Evaluation Committee***

The Three County CoC follows a "CoC Lead Agency Governance Model" with support from the Data Evaluation Committee. For detailed roles and responsibilities see the HMIS Governance Charter.

The Data Evaluation Committee will collaborate with the Collaborative Applicant's Data and Evaluation Manager, Board, HMIS platform providers, Green River Warehouse providers, CoC-funded entities, and CoC membership to:

- a. Review and support the production and submission of HUD-required reports, including and not limited to:
  - i. The sheltered Point-In-Time Count report (PIT)
  - ii. The Housing Inventory Count (HIC)
  - iii. Longitudinal Systems Analysis (LSA)
  - iv. The HMIS Annual Performance Report
  - v. The HMIS Renewal Project Application
- b. Support the Data and Evaluation processes of the CoC, making sure that deliverables are received as needed and on time.
- c. Review PIT, HIC, and LSA data in order to assess trends, opportunities, and unmet needs.
- d. Make recommendations to the Board regarding CoC priorities, for use in

- ranking requests for CoC funding.
- e. In collaboration with the HMIS Lead, establish performance measures and targets to track the CoCs progress toward reducing and ending homelessness, in consultation with CoC providers.
  - f. Monitor performance, evaluate outcomes, and make recommendations to the Board regarding actions to be taken to elevate poorly performing programs.
  - g. Annually review, make recommendations, and help revise if necessary data collection, reporting, and privacy policies. This includes but is not limited to a privacy plan, a data security plan, HMIS Charter, and a data quality plan, required by HUD for implementation within 6 months of the published HMIS Final Rule.
  - h. Assure sustainability of the HMIS project by continually seeking new and diversified funding sources.
  - i. Support and protect the rights and privacy of clients.

### ***3. The Ranking Evaluation Committee***

The Ranking Evaluation Committee will collaborate with the Collaborative Applicant, Board, Area Service Providers, CoC-Funded Entities, and COC members to:

- a) Design and implement a collaborative process for developing a consolidated application for Three County programs and projects seeking CoC funding.
- b) Examine other CoC's practices in regards to Project Ranking and make recommendations to the Board & Collaborative Applicant.
- c) Review the annual NOFA to look for trends and expectations which might result in changing policies and procedures specific to Ranking and Evaluations.
- d) Review and revise written policies and procedures for the Ranking Evaluation Committee and seek Board approval.
- e) Review findings of the Performance and Outcomes Committee, the program priorities established by the Board, and the applications for new programs or projects, and make recommendations to the Board about which programs/projects to include in the annual CoC application, and rank projects for the application.
- f) Develop and oversee operation of a grievance process for agencies whose applications for funding have not been selected by the CoC.

This committee must consist of at least 50% entities with no financial or other conflict of interest related to funding competitions or awards. The committee will make final recommendations to the Board related to project ranking and funding opportunities. The Board retains full rights to amend the recommendations or reject the committee's proposals.

### ***4. The Coordinated Entry Committee***

The Coordinated Entry Committee will collaborate with the Collaborative Applicant, Board, Area Service Providers, CoC-Funded Entities, and COC membership to:

- a) Review and provide feedback to the CoC staff and Board re: Coordinated Entry Policies and Procedures
- b) Support the CoC in conducting annual assessment and evaluation of Coordinated Entry programs, including polling and surveys of homeless individuals participating in Coordinated Entry, and keeping Projects accountable to the Housing First Model.
- c) Review the Vulnerability Assessment tool annually and adjust based on new information or

- HUD requirements.
- d) Support the implementation and outcome measures for HMIS and Data Warehouses in regards to Coordinated Entry.
  - e) Review Best Practices for other Coordinated Entry programs.
  - f) Offer support and outreach to partner agencies who are or might participate in Coordinated Entry.
  - g) Support the CoC in expanding their reach to our most vulnerable and hard to reach neighbors by representing the Coordinated Entry system in community and through networks.
  - h) Train partners in conducting vulnerability assessments.

#### **5. *The Equity and Inclusion Committee***

The Equity and Inclusion Committee will:

- a) Review the Annual Racial Disparities Report and make recommendations to the Board and collaborative applicant.
- b) Support the CoC in conducting questionnaires and evaluations re: racial equity in our practices annually.
- c) Evaluate our policies and procedures for Trauma-Informed and evidence based Practices.
- d) Review language of the policies, procedures, and COC forms to consider content in relation to barriers that may exist for marginalized communities.
- e) Set expectations for and evaluate how the CoC is supporting and including people of varying race, ethnicity, gender, class, disability, economic level, sexuality and other underrepresented groups in their work.
- f) Evaluate and make recommendations for how to effectively implement equal access to housing in HUD programs regardless of sexual orientation or gender identity and implement an anti-discrimination policy.
- g) Support the COC in evaluating accessibility of our entry systems, cultural competency of our programs and practices for various populations, including accessibility for the hearing impaired.

#### **6. *The Youth Action Committee (YAB Board Members)***

The Youth Action Committee will:

- a) Review and offer feedback and recommendations to the Board and Collaborative Applicant on the Governance Charter for trauma-informed, evidence based, and Positive Youth Development Perspectives.
- b) Review language of the policies, procedures, and COC forms to consider content in relation to barriers that may exist to preventing and ending homelessness for youth and young adults in our area with an emphasis on equitable practices.
- c) Support the COC in evaluating accessibility of our entry systems, cultural competency of our programs and practices for youth who have or may experience housing instability and GLBTQ youth.
- d) Support the CoC in evaluating available resources for education, employment and workforce development for youth and young adults.
- e) Actively participate in the Planning, Project Selection and coordinated response to the Youth Homelessness Demonstration Project.

## Ad-Hoc / Working Committees

Any members may suggest a new Committee but the Board will have discretion in ensuring that committees are necessary to achieving the CoC's goals and mission. The CoC, at the direction of the Board, may establish ad-hoc committees, such as:

*CoC-Western Mass Network to End Homelessness-Western Mass Interagency Council:* The CoC collaborates with the Springfield CoC, the Western Massachusetts Network to End Homelessness (Network), and the Western Massachusetts Interagency Council (WMIC) to coordinate services, improve intake and assessment, share best practices, create innovative responses, and create and monitor local discharge plans through four population-specific committees.

1. *Individual Services/REACH Committee:* The Individual Services/REACH Committee focuses on the needs of individuals without children living with them. Sub-regional REACH meetings bring together outreach, housing, shelter and service providers from multiple agencies to perform group triage and coordinated placement. The Individual Services Committee is responsible for overseeing discharge planning for Corrections, Mental Health, and Health facilities.
2. *Family Services Committee:* The Family Services Committee focuses on the needs of families with children.
3. *Unaccompanied Youth Committee:* The Unaccompanied Youth Committee focuses on the needs of youth or youth experiencing homelessness up to age 24 who are unaccompanied by a parent, guardian, or spouse. Youth up to age 24 who are with their own children are considered to be unaccompanied. This Committee is responsible for planning for counting of youth in the annual Point-in-Time count, and for overseeing discharge planning from foster care.
4. *Veteran's Committee:* The veteran's committee will focus on the needs of homeless veterans, assisting in the annual Point-in-Time count with veterans and the service delivery system designed to identify housing and support services needed to assist homeless veterans in stabilizing their housing and overall needs. This committee will also interact with the state Interagency Council on Housing and Homelessness (ICHH) Veterans Partnership Workgroup.

## Code of Conduct and Conflicts of Interest

### **Conduct and Attendance**

Directors, committee members, and other CoC agents and employees must exercise care, diligence and prudence when acting on behalf of the CoC. These individuals must timely complete work they have agreed to undertake on behalf of the CoC. In addition, they must attend Board and committee meetings and be prepared to discuss matters presented for their deliberation. Absence without notice or explanation for three meetings within a calendar year or repeated failure to complete work assignments may be grounds for removal from the Board and/or committee assignments.

### **Conflict of Interest**

#### *Rules Regarding Conflict*

Directors, committee members, and other CoC Board Members, or any relevant CoC Member, must

abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of the CoC and its processes. Failure to honor these rules will be grounds for removal from the Board and any of its committees. Directors, committee members, and other CoC agents and employees may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:

- Any organization that they or a member of their immediate family represents; or
- Any organization from which they or a member of their immediate family derives income or anything of value.

Whenever CoC directors, committee members, agents, employees, or any of their immediate family members have a financial interest or any other personal interest in a matter coming before the Board or one of its committees, they must:

- Fully disclose the nature of the interest; and
- Withdraw from discussing, lobbying or voting on the matter.

#### *Disclosure*

Board and committee members must disclose if they have any conflicts of interest or potential conflicts of interest no less than annually. Members or relevant stakeholders must also disclose new conflicts of interest as such conflicts arise or are deemed necessary.

#### *Abstention from Decision-Making*

Any matter in which Board Members or CoC committee members have an actual or potential conflict of interest will be decided only by a vote of disinterested individuals or entities. In addition, the minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' and committee members' actual or potential conflicts of interest and their abstention.

#### *Conflict of Interest and Disclosure Form*

CoC Board Members and CoC relevant committee members must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclosing any conflicts of interest that they face or are likely to face in fulfillment of their duties as directors.

## **Approval of Governance Charter and Subsequent Amendments**

This Governance Charter and every subsequent amendment to it must be approved by a majority Member vote and in accordance with the quorum guidelines included in this charter. In consultation with the Collaborative Applicant and the HMIS Lead, the Board and CoC staff will review the Governance Charter annually and recommend to the Members changes to improve the functioning of the CoC and maintain compliance with federal and state regulations. In addition, every five years, the Board will invite interested CoC Members to participate in a review and discussion of the Governance Charter. Based on consensus achieved in that discussion, the Board will ask CoC Members to ratify the existing Governance Charter or approve proposed changes to the Governance Charter at their next Annual Meeting.