

CA-603 SANTA MARIA / SANTA BARBARA COUNTY CONTINUUM OF CARE GOVERNANCE CHARTER & OPERATIONS MANUAL

Updated May 2nd, 2019

This document summarizes the Responsibilities and Authorities for Governance and Operation of the CA-603 Santa Maria/Santa Barbara County Continuum of Care (CoC), inclusive of all incorporated cities and unincorporated regions within the geographic area of Santa Barbara County, under the U.S. Department of Housing and Urban Development (HUD) Homeless Emergency Assistance and Rapid Transition to Housing Act (HEARTH).

CA-603 SANTA MARIA/SANTA BARBARA COUNTY CONTINUUM OF CARE GOVERNANCE AND OPERATIONS

ARTICLE I: PURPOSE

The purpose of this Governance Charter & Operations Manual is to ensure the orderly structure and management of the CA-603 Santa Maria/Santa Barbara County Continuum of Care (CoC), enumerating the role of the CoC, which entities and stakeholders may participate as Members, and how Members engage in the leadership and execution of duties pursuant to the U.S. Department of Housing & Urban Development (HUD) Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act CoC Interim Rule, 24 CFR § 578 (§ 578), as may be amended.

ARTICLE II: GEOGRAPHIC BOUNDARIES

The geography of the CoC encompasses the area within Santa Barbara County, including eight incorporated cities, and all unincorporated areas. The physical bounds of this geography are consistent with the boundaries inclusive of these areas. These boundaries contain other HUD- designated program components, including the Housing Authority of the City of Santa Barbara and the Housing Authority of the County of Santa Barbara, four (4) HUD CoC Geographic Areas, one (1) local Emergency Solutions Grant (ESG) Area, communities eligible for State ESG funds, as well as federally-designated Community Development Block Grant (CDBG) entitlement areas, Housing Opportunities for People with AIDS (HOPWA), HOME, and Veterans Administration service areas. The CoC primary area of operations within the CoC geography includes the areas served by the program components listed above. This is referred to as the CoC Region. Various subdivisions are recognized within the CoC Region, including the cities of Santa Maria, Santa Barbara, and Goleta.

ARTICLE III: ORGANIZATION

A. ROLE OF COC

In accordance with § 578, as may be amended, the CoC is designed to do the following:

- a. Promote community-wide planning and strategic use of resources and programs targeted to people experiencing homelessness;
- b. Improve data collection and performance measurement;
- c. Allow each community to tailor its Program to the particular strengths and challenges within that community.

Centralized and collaborative leadership of homeless services will increase Regional participation, service coordination and programmatic efficiencies, and will enhance accountability of program delivery, supporting a community-wide commitment to end and prevent homelessness in all parts of the Region.

ARTICLE IV: COC GOVERNANCE & OPERATION

A. AUTHORITY OF COC

The CoC is responsible for the completion of all duties assigned in § 578, as may be amended. Section 578, as may be amended, does not require the CoC to be a legal entity; however, it does require that operation of the Homeless Management Information System (HMIS) and submission of the CoC Consolidated Application be completed by an eligible applicant.

The adoption of this Governance Charter & Operations Manual by CoC Members will empower the CoC Board to engage in oversight of CoC-related matters as detailed below, including Operation of the CoC, Designation and Operation of HMIS, and CoC Planning.

B. LEAD AGENCY

The Continuum of Care Lead Agency can be an agency, organization, or jurisdiction designated by the CoC. The Lead Agency serves as the primary decision-making body with regard to contractual and fiscal matters, required reporting and has the responsibility to prepare and submit the annual Continuum of Care application. The Lead Agency for the Santa Maria/Santa Barbara Continuum of Care is the Housing and Community Development Division (HCD) of the Community Services Department for Santa Barbara County. HCD will also act as the Administrative Entity on behalf of the CoC and the region for the California Emergency Solutions and Housing Program and the Homeless Emergency Aid Program.

C. POINT OF CONTACT

County of Santa Barbara
Community Services Department
Housing and Community Development Division
105 E. Anapamu Street, Suite 105 Santa Barbara, CA 93101
Phone: 805-568-3520
Fax: 805-568-2289

D. COC MEMBERSHIP

1. General

The CoC must broadly represent the public and private homeless service sectors, including homeless client/consumer interests. All stakeholders are encouraged to attend meetings, participate in discussions, and serve on committees as appropriate. The CoC shall seek to ensure the participation of diverse stakeholders in community dialogues related to homelessness.

All CoC Members shall meet no fewer than two times annually in a public setting, and in a manner compliant with the Ralph M. Brown Act, §§ 54950 - 54960.5, the State of California's open meeting law. Individuals and representatives from relevant organizations can participate in the CoC by attending a regularly scheduled CoC meeting, requesting to be added to the Membership Roster, and committing to participate in the work of the CoC to achieve stated purposes and goals. Pursuant to § 578.5, as may be amended, relevant organizations may include: nonprofit homeless assistance providers; victim service providers; faith-based organizations; governments; businesses; advocates; public housing agencies; school districts; social service providers; mental health agencies; hospitals; universities; affordable housing developers; law enforcement; organizations serving Veterans; and homeless or formerly homeless individuals.

All CoC Members shall demonstrate a professional interest in or personal commitment to addressing and alleviating the impacts of homelessness on individuals experiencing homelessness, and on the community at large.

The membership commitment may include, but is not limited to participation in the following:

- a. Attending CoC meetings;
- b. Reporting to/seeking input from Member's constituencies on key issues and strategies;
- c. Remaining informed of and communicating needs and gaps;
- d. Remaining informed of local, state, federal, and private proposals for funding;
- e. Contributing to informed dialogue on action undertaken by the group;
- f. Serving on a CoC Standing Committee;
- g. Participating in administration of the biennial Point in Time (PIT) Count;
- h. Sharing aggregate outcome and performance data on the successes and challenges of people who are experiencing or have experienced homelessness;
- i. Engaging in the regular review of data to ensure that high levels of data quality and completeness are maintained;
- j. Providing input in the development of strategies and action plans to reduce and end homelessness;
- k. Participating in advocacy and public education efforts.

2. Voting

The CoC will include a single representative from each relevant organization participating in the CoC. Each agency/organization, city jurisdiction, or County department seeking to engage in CoC participation may identify a staff person to serve as a voting Member of the CoC on that entity's behalf.

Each entity may also designate one staff person who may serve as an Alternate Voting Member and cast votes on behalf of the entity at a specific meeting when the primary Voting Member is unable to attend. The primary voting Member must alert the CoC Chair or Vice-Chair of the proxy vote before the meeting begins.

In order to include as many stakeholders as possible, each agency is entitled to cast one vote at all CoC meetings, even if that agency is new to the CoC.

3. Quorums

For all CoC business, including CoC Board meetings, CoC Committee meetings, and all other formal CoC activity, a quorum is defined as a simple majority of the people who would be entitled to vote, regardless of whether those people are present or voting at the actual meeting. The only exception is CoC General Meetings. At CoC General Meetings, a quorum is defined as seven (7) or more entities. (The same entity may send more than one person to a CoC General Meeting, but that entity would still only get one vote, and that entity would still only count as one of the seven entities required for quorum).

No formal CoC business can be conducted unless there is a quorum in attendance in person, by phone, and/or by videoconference. An agency that has sent an alternate voting member should be included and counted toward the quorum.

Assuming a quorum is present, and unless otherwise specified, a simple majority of the voting members who are present at a meeting may conduct all appropriate business and make binding decisions. For example, if 6 out of the 11 members of a committee are present, then a majority of 4 out of 6 of those members may make decisions for the committee.

Except in the event of an emergency, all CoC meetings should be announced 72 hours in advance.

E. COC STANDING COMMITTEE

The following Committees operate in support of the CoC and CoC Board:

1. Review & Rank Panel

Each year, the Continuum of Care must convene a Review and Rank Panel composed of ideally seven (7) and at least five (5) impartial and non-conflicted community members who are familiar with the services and resources available to individuals and families experiencing homelessness. The Collaborative Applicant will submit a proposed roster for the Rank and Review Panel for approval by the non-conflicted members of the CoC Board at least two weeks in advance of the Panel's official meeting. The proposed roster should

include more than 5 members to protect against the risk that one or more members are unable to attend the Panel's meeting. The Panel is considered to have quorum as long as a simple majority of the panelists on the roster attend and participate in the Panel's meeting.

The Members of the Review & Rank Panel must not be affiliated with or represent any agency/organization applying for CoC or State ESG funds, and no Member of the Review & Rank Panel may delegate his or her voting authority to a representative.

Examples of community members who are likely to be qualified for the Review and Rank Panel include:

- Members of the Human Services Commissions in Santa Barbara County
- Past members of the Review and Rank Committee
- Non-conflicted members of the CoC Board

If the Panel's membership is not vetoed by the CoC Board within two weeks after the roster is proposed, the roster will become final for the year. The Panel will then meet in person to review information on the performance and/or project design of all applicants seeking CoC funding, and then submit a recommendation to the CoC Board, in the form of a ranked list, that recommends some or all of those projects for CoC funding. The Review and Rank Panel will be guided in this process by the scoring criteria and procedures that have been approved by the CoC Board.

The Continuum of Care will also convene, as needed, a Review and Rank Appeals Panel consisting of no fewer than five (5) non-conflicted residents of the tri-county region who are knowledgeable about homeless services and/or federal grant processes. The members of the Appeals Panel may be recruited by the Collaborative Applicant, the CoC Chair, and/or their staff or contractors. The Appeals Panel may consider (and correct) specific technical or procedural errors made by the Review and Rank Panel, but may not substitute its own judgment as to the credibility of a statement or document, the quality or importance of a program, or the correct balance to be struck between competing policies or priorities.

The CoC Board may choose to reject part or all of the recommendations made by the Review and Rank Panel for any lawful reason or reasons, subject to the Board's responsibility to consider the best interests of the community, including the community's interest in maximizing the score of its CoC Application in the HUD CoC NOFA Competition by following an objective, transparent, data-driven process when ranking and reviewing projects. Any such decision will be made by a majority of those present and eligible to vote, i.e., not including CoC Board members who have a relevant conflict of interest. Similarly, the quorum for any meeting at which such a decision is made will be based on a majority of the Board members who are eligible to vote on the issue.

On an *ad hoc* basis, the CoC may from time to time choose to convene meetings to provide feedback on the review and rank processes for the CoC and State ESG processes and to develop the annual scoring tools and policies utilized in annual competition for CoC Board consideration. Review and Rank Panel members may be invited to such meetings.

2. Coordinated Entry Committee

The Coordinated Entry Committee will consist of at least three (3) knowledgeable members of the community, including at least one (1) representative of the current lead operator of the Coordinated Entry System, at least one (1) representative from a designated entry point for the Coordinated Entry System, and at least CoC Board Member who is impartial and non-conflicted in that his or her organization is not receiving or applying for funds earmarked for Coordinated Entry.

The Committee will meet at least once each quarter to:

- a. monitor the progress of any entities that are receiving Coordinated Entry funds;
- b. arrange for technical assistance to be offered to providers who are joining the Coordinated Entry System;
- c. review proposals for additions to the Coordinated Entry System; *and*
- d. make recommendations to the CoC Board regarding Coordinated Entry policies.

3. Data and HMIS Users' Group

The Data and HMIS Users' Group will consist of at least three (3) knowledgeable members of the community, including at least one (1) representative of the current HMIS Lead, at least one (1) HMIS End User, and at least CoC Board Member who is impartial and non-conflicted in that his or her organization is not receiving or applying for CoC funds that are earmarked for HMIS.

The Committee will meet at least once each quarter to:

- a. monitor the progress of any entities that are receiving HMIS funds;
- b. discuss the experience of HMIS users and develop strategies for improving HMIS's ease of use;
- c. troubleshoot data quality and data reporting issues with broad applicability to the CoC; *and*
- d. make recommendations to the CoC Board regarding HMIS policy.

4. Planning Committee

The Planning Committee will consist of at least three (3) members of the CoC, who may or may not be Board members. The Committee will meet at least once each quarter to:

- a. Develop specific strategies, benchmarks, and performance targets for ending or reducing homelessness in accordance with HUD guidance;
- b. Plan and arrange for annual completion of the PIT Count and the Housing Inventory Count; *and*
- c. Make recommendations to the CoC Board regarding new programs or processes that can improve the effectiveness of the CoC.

5. Youth Action Board Committee

The Youth Action Board Committee will consist of at least three (3) youth. The committee will be included in policy-making decisions of the CoC, particularly on policies that relate to preventing and ending youth homelessness. The Committee will meet at least once each quarter. The committee will assist with planning and execution of the youth-specific Point in Time Count.

Youth Action Board members must be age 24 and younger, and at least two-thirds of the YAB members must be currently experiencing homelessness or be formerly homeless. For the purposes of the Youth Action Board representatives of the following subpopulations will be represented:

- o Unaccompanied Youth - persons who are age 24 or younger, who are not part of a family with children, and who are not accompanied by their parent or guardian during their episode of homelessness. This also includes two or more youth age 24 or younger who are presenting together as a family without children.
- o Pregnant or Parenting Youth - Individuals who are age 24 or younger who are pregnant or who are the parents or legal guardians of one or more children who are present with or sleeping in the same place as that youth parent, and where there is no person over age 24 in the household.
- o LGBTQ Transitional Age Youth- persons between age 18 and 24.

F. ROLE OF THE COC BOARD

The CoC Board will lead the CoC in preventing and ending homelessness, through the leadership of diverse stakeholders. The CoC Board is tasked with oversight of the Responsibilities enumerated in § 578.7, as may be amended, which are stated below.

1. CoC Board Composition

Pursuant to § 578, as may be amended, the CoC Board must include representatives from relevant organizations and projects serving different subpopulations of people experiencing homelessness¹, a member of the public sector, a member of the private sector, and at least one homeless or formerly homeless individual.

2. CoC Board Selection

The CoC Board must be selected in compliance with the following CoC-approved process, which will be reviewed by the full CoC no less often than every five (5) years:

- a. The CoC Board will include a minimum of thirteen (13) and a maximum of twenty-seven (27) seats;
- b. Members of the CoC Board must represent an array of community sectors, special needs populations, and geographic areas throughout the Region. The stakeholders that could be included on the Board are:

- Homeless or Formerly Homeless Representative*
- Public Sector Representative*
- Private Sector Representative*
- ESG Recipient*
- Organization or Entity serving Veterans
- Organization or Entity serving Domestic Violence Survivors/Survivors of Human Trafficking
- Organization or Entity serving Chronically Homeless Individuals and/or Families
- Organization or Entity serving Families with Children
- Organization or Entity serving Unaccompanied Youth
- Organization or Entity serving Persons with HIV/AIDS
- Organization or Entity serving LGBTQ Individuals
- Affordable Housing Developer (incl. PHA)
- Business/Philanthropic Representative
- Healthcare Representative
- Mental Health Representative
- Law Enforcement Representative
- Educational Representative
- Faith-based Representative
- Coordinated Entry Coordinator
- Street Outreach Representative
- Department of Social Services (DSS)
- Elected Official
- Elected Official
- Youth or Formerly Homeless Youth

¹ A single Board Member may represent more than one subpopulation.

* Sub-populations marked with an asterisk are mandatory, per the CoC Interim Rule.

- c. Ordinarily, the CoC Board should announce a call for nominations each May, including the number and type of seats that need to be filled. The CoC Board should accept nominations throughout May and June. Elections for the CoC Board will typically be scheduled in July, but the Chair of the Board may schedule an election at any time of year, provided that the elections are announced at least 14 days in advance.
- d. CoC Board Member elections will be held in a meeting of the CoC with one vote per eligible designated voting Member representing a member agency/organization, City jurisdiction, or County department. The voting member must be identified prior to the election and the CoC staff must be notified of the designation;-
- e. Following the election of the Inaugural CoC Board, which will serve for a term of one year, CoC Board Members will be elected for two (2) year terms, which shall be staggered to ensure continuity, and composition of the Board will be reviewed annually to ensure compliance with § 578, as may be amended;

- f. In the event that there are vacancies on the CoC Board such that fewer than thirteen (13) Board Members are seated, the CoC Board may appoint one or more Members of the CoC to fill the vacancy or vacancies; a Board Member appointed in this manner will be subject to election by Members of the full CoC at the first election subsequent to that Member's appointment. If six months go by without a meeting of the CoC Board at which there are at least twelve Board Members in attendance, then any seven voting members of the general body of the CoC may schedule an election to elect new Board Members, provided that the elections are announced at least 14 days in advance.

G. COC BOARD OPERATIONS

1. Chair

The Chair will be responsible for leading and governing the affairs of the CoC Board pursuant to this Governance Charter & Operations Manual.

The Chair will be duly elected by majority vote pursuant to a biennial election by the CoC Board, and is responsible for the following:

- a. Providing leadership and ensuring the proper operation of the CoC Board;
- b. In concert with the Collaborative Applicant, scheduling and announcing at least 6 CoC Board Meetings (quarterly) and at least 2 CoC General Meetings per year; Facilitating CoC Board and other CoC meetings as needed;
- c. Promoting the CoC's interests and policy decisions;
- d. Staying abreast of and available for updates about CoC activities;
- e. Supporting relevant homeless service provider participation;
- f. Leading the implementation of CoC priorities, strategies, and action steps;
- g. Informing CoC Members of the CoC Board's activities;
- h. Remaining informed of the work undertaken by CoC Member agencies;
- i. Engaging with Staff to the CoC on matters related to CoC operation and management, including but not limited to meeting planning and preparation.

2. Vice Chair

The Vice Chair will be responsible for leading and governing the affairs of the CoC Board as defined above, in the absence of the Chair.

The Vice Chair will be duly elected by majority vote pursuant to a biennial election of the CoC Board.

3. Secretary

The Secretary will be responsible for leading and governing the affairs of the CoC Board as defined above in the absence of the Chair or Vice Chair.

The Secretary shall help maintain the records of the CoC by either liaising with CoC Board Staff (if available) or by managing a rotating roster of Board Members (if no staff is available) who will take it in turns to take notes and minutes at CoC Board meetings and to post agendas and/or other essential CoC functions or communications.

The Secretary will be duly elected by majority vote pursuant to a biennial election of the CoC Board.

4. Officer Elections & Terms of Office

The Chair, Vice Chair, and Secretary will be elected for ~~one to~~ two-year terms by a majority vote of those CoC Board Members present. Those persons duly elected will be seated immediately.

In the event that the Chair's position becomes vacant, the Vice Chair will be elevated to the position of Chair, and the Vice Chair vacancy will be filled through the CoC Board's election of such qualified person as necessary to fill the vacancy. That person will serve the unexpired term of the previous Officer, and is subject to re-election. Should the Vice-Chair prefer to reassume the position of Vice-Chair, they shall have the option of doing so at the next regularly scheduled CoC Board meeting when the election is conducted.

Any CoC Board Member in good standing may be nominated to serve as Chair, Vice Chair, or Secretary.

5. CoC Board Meetings

All meetings of the CoC Board will be utilizing the procedures set forth in the Ralph M. Brown Act, §§ 54950 – 54960.5, the state of California's open meeting law as they promote transparency. As provided by this law, the Chair of the CoC Board may call special meetings to discuss a specific, urgent point of business, which may take place 24 hours after all Board members have been notified.

6. CoC Board Member Responsibilities

Members of the CoC Board are tasked with oversight of the Responsibilities enumerated below, as set out in § 578.7 of the Interim Rule, as may be amended. CoC Board Members have authority to take action in furtherance of their obligation to oversee the performance of these duties, including through the execution of Memoranda of Understanding and/or Agreement between third parties and the CoC or the CoC Board.

In order to be considered a Member in Good Standing, a CoC Board member or alternate must attend 75% of all scheduled Board meetings, with 50% of those meetings being attended by the elected member, not the appointed alternate. Board Members not meeting this attendance requirement may be removed from the Board roster and that vacant seat will be filled at the next scheduled General Election.

a. Operate the Continuum of Care

The Continuum of Care must:

- 1) Hold meetings of the full membership, with published agendas, at least semiannually;
- 2) Make an invitation for new members to join publicly available within the geographic [region] at least annually;
- 3) Adopt and follow a written process to select a board to act on behalf of the Continuum of Care. The process must be reviewed, updated, and approved by the Continuum at least once every 5 years;
- 4) Appoint additional committees, subcommittees, or workgroups;
- 5) In consultation with the collaborative applicant and the HMIS Lead, develop, follow, and update annually a governance charter, which will include all procedures and policies needed to comply with subpart B of this part and with HMIS 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;
- 6) Consult with recipients and subrecipients to establish performance targets appropriate for population and program type, work with the Lead Agency and relevant committee(s) to monitor recipient and sub-recipient performance, review HUD monitoring reports, evaluate outcomes, and take action against poor performers;
- 7) Evaluate outcomes of projects funded under the Emergency Solutions Grants program and the Continuum of Care program, and report to HUD;
- 8) In consultation with recipients of Emergency Solutions Grants program funds within the geographic area, establish and operate either a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services. The Continuum must develop a specific policy to guide the operation of the centralized or coordinated assessment system on how its system will address the needs of individuals and families who are

fleeing, or attempting to flee, domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from non-victim service providers. This system must comply with any requirements established by HUD by Notice.

- 9) In consultation with recipients of Emergency Solutions Grants program funds within the geographic area, establish and consistently follow written standards for providing Continuum of Care assistance. At a minimum, these written standards must include:
- i. Policies and procedures for evaluating individuals' and families' eligibility for assistance under this part;
 - ii. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
 - iii. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance;
 - iv. Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance;
 - v. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; and
 - vi. Where the Continuum is designated a high-performing community, as described in Subpart G, policies and procedures set forth in 24 CFR 576.400(e)(vi), (e)(vii), (e)(viii), and (e)(ix).

b. Designating and Operating HMIS

The Continuum of Care must:

1. Designate a single Homeless Management Information System (HMIS) for the geographic area; Designate an eligible applicant to manage the Continuum's HMIS, which will be known as the HMIS Lead;
2. Review, revise, and approve a (i) privacy plan, (ii) a security plan, and (iii) a data quality plan for the HMIS;
3. Ensure consistent participation of recipients and subrecipients in the HMIS; and
4. Ensure the HMIS is administered in compliance with requirements prescribed by HUD.

c. Continuum of Care Planning

The Continuum must develop a plan that includes:

- 1) Coordinating the implementation of a housing and service system within its geographic area that meets the needs of the homeless individuals (including unaccompanied youth) and families. At a minimum, such system encompasses the following:
 - i. Outreach, engagement, and assessment;
 - ii. Shelter, housing, and retention strategies.
- 2) Planning for and conducting, at least biennially, 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.
- 3) Take action on the findings of the Annual Gaps Analysis of the homeless needs and services available within the geographic area; -
- 4) Providing information required to complete the Consolidated Plan(s) within the Continuum's geographic area;
- 5) ~~Consulting with State and local government Emergency Solutions Grants program recipients within the Continuum's geographic area on the plan for allocating Emergency Solutions Grants program funds and reporting on and evaluating the performance of Emergency Solutions Grants program recipients and subrecipients.~~

7. Lead Agency Responsibilities

a. Data Collection

The Lead Agency must collect and present to the CoC board or appointed committee(s) performance and monitoring data related to:

- 1) Outcomes of projects funded under the Emergency Solutions Grants program and the Continuum of Care program;
- 2) HMIS participation and data quality;
- 3) Regulatory compliance.

b. Gaps Analysis

The Lead Agency must facilitate and perform an annual gaps analysis, which should include:

- 1) Review of monitoring feedback and evaluations conducted by the CoC Board;
- 2) Collection of qualitative and quantitative information on local homelessness using methods such as:
 - a. The Housing Inventory Chart;
 - b. The Point in Time Count;
 - c. Community outreach and meetings;
 - d. HMIS data analysis.
- 3) Compilation of findings and presentation to the CoC board.
- 4) . This may be done in conjunction with other long range planning endeavors undertaken by the CoC or Lead Agency;

c. Administration

The Lead Agency is responsible for meeting preparation, which includes:

- 1) Locating, reserving, and preparing the meeting space;
- 2) Sending agendas, minutes, meeting time/date/location to the CoC Member distribution list;
- 3) Compiling background materials;
- 4) Planning the meeting in collaboration with the CoC Board Chair and/or Vice Chair;
- 5) Taking attendance at meetings;
- 6) Providing facilitation as needed;
- 7) Ensuring that minutes are taken for each meeting;

In the event that the lead agency cannot perform these duties for the CoC Board during a particular month, they will be performed by the Chair of the CoC Board or by his or her designee.

8. CoC Board Voting

All formal decisions/actions require the presence of a quorum of the assigned, seated group's membership. All Members in Good Standing of the CoC Board may vote, and each Member has one vote for any motion made. Absentee voting is not permitted; however, a CoC Board member may appoint an alternate in advance of the meeting who may attend the meeting with full voting rights. In addition, video and teleconferencing capabilities will be provided whenever possible so long as advance notice of more than 72 hours is provided to the Collaborative Applicant with the location of the place the Board member will be at the time of the meeting in order to comply with Brown Act requirements.

The CoC Board will strive at all times for consensus decision-making. When consensus cannot be reached, decisions/actions will be made by majority vote of the CoC Board's seated Members. A roll call vote may be conducted upon request. CoC Board Members are bound by all decisions/actions whether or not present at meetings in which the decisions/actions were made.

9. Code of Conduct

a. General

CoC Members, including Members of the CoC Board, are expected to observe the highest standards of ethical conduct in the execution of their responsibilities, to conduct themselves with courtesy and respect, and to refrain from harassment, intimidation, discrimination, and physical or verbal abuse.

CoC Members must respect and maintain the confidentiality of sensitive information they have gained due to their association with the CoC, the CoC Board, or Standing Committees. This may include personal information about community members experiencing homelessness, and other members of the general public.

In the performance of their duties, CoC Members are expected to carry out the mandate of the CoC to the best of their ability, and to maintain the highest standards of integrity for actions with other CoC Members, including Members of the CoC Board, service providers, service recipients, and members of the general public.

b. CoC Board

Members of the CoC Board are entrusted with the oversight of duties undertaken to prevent and end homelessness. Accordingly, Members of the CoC Board must govern themselves in accordance with the following policies:

- 1) The solicitation and/or acceptance of gifts or gratuities (anything exceeding -50 in value) by CoC Board Members for their personal benefit is prohibited; if the gift would not have been offered in the absence of the recipient's CoC- related position, it must be declined.
- 2) Official duties should be performed with impartiality, and any activity representing a conflict of interest (enumerated below) is prohibited; a CoC Board Member must not act on a matter if a reasonable person who knew the circumstances of the situation could legitimately question his/her fairness and impartiality.
- 3) Misuse of position is prohibited; a CoC Board Member must not use his/her position with the CoC for his/her personal gain, or for the benefit of family or friends.
- 4) CoC Board Members shall put forth honest effort in the performance of their duties to advance the CoC's mission, exercising sufficient control and supervision over matters for which they are individually responsible, and should not do anything to bring the full CoC or its Members into disrepute.

- 5) CoC Board Members shall make clear when communicating publicly and/or with the media, whether they are speaking in their own name, on behalf of their agency, or on behalf of the CoC Board, if the CoC Board has empowered them to speak on the group's behalf.
- 6) CoC Board Members shall disclose waste, fraud, abuse, and corruption to appropriate authorities.
- 7) CoC Board Members shall adhere to all laws and regulations that provide equal opportunity for all people regardless of race, color, religion, sex/gender, identity, national origin, ethnicity, sexual orientation, age, or disability.

This Code of Conduct will be distributed annually to CoC Members.

Violation of any portion of this Code of Conduct will be subject to disciplinary action, which could include immediate termination from the CoC Board. When misconduct is alleged, an Ethics Review Committee, not to exceed seven members, and including a minimum of two Members of the full CoC, will be assembled to review the allegations and determine disciplinary action as appropriate.

Conflict of Interest Policy

Conflicts of interest and the appearance of conflicts of interest must be avoided. This Policy is intended to supplement, but does not replace, any applicable State or Federal laws governing conflicts of interest applicable to government, nonprofit, or charitable organizations.

CoC Members, including Members of the CoC Board, may not participate in or influence decisions concerning the award of a grant or other financial benefits to the organization that Member represents (§ 578.95). Members will recuse themselves from such decisions.

H. AMENDMENTS

This Governance Charter & Operations Manual may be amended upon a majority vote of an established quorum of the Members of the CoC Board who are present at a meeting called for such purpose, provided that notice is given 72 hours prior to the meeting, and the vote is conducted in accord with the established Governance Charter & Operations Manual of the CoC Board.

The notice must fairly advertise the general topic(s) of the proposed amendments, but it is not necessary for the notice to contain the exact text of any amendments.

If the CoC Board has not held any meetings for six consecutive months, then any seven voting members of the CoC, acting in concert, may call a general meeting of the CoC in order to discuss and approve amendments to this Governance Charter & Operations Manual.