

MA-507 THREE COUNTY CONTINUUM OF CARE

GOVERNANCE CHARTER



Adopted September 9, 2016

Table of Contents

Mission Statement of the Three County Rural Continuum of Care	3
Continuum of Care Overview and Requirements	3
CoC Requirements	3
CoC Responsibilities	3
CoC Membership	4
Membership Composition	4
Responsibilities of Members.....	5
Member Meetings	5
Notice of Member Meetings.....	5
Quorum and Voting	5
CoC Board.....	5
Responsibilities of the Board	6
Board Meetings.....	6
Nomination and Terms of the Board	6
Permanent Seats to the Board.....	6
Quorum and Voting	6
Action Without a Meeting	7
Conflicts of Interest.....	7
Board Officers	7
Vacancies and Resignations	8
Designation and Role of the Collaborative Applicant	8
Committees and Working Groups	8
Standing or Working Committees.....	9
Ad-Hoc / Working Committees.....	10
Code of Conduct and Conflicts of Interest.....	10
Conduct and Attendance	10
Conflict of Interest	10
Approval of Governance Charter and Subsequent Amendments	11

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; improve coordination and integration of mainstream resources and other programs targeted to people experiencing homelessness; ensures adequate data collection and performance measurement; and ensure that every individual and family in the tri-County area 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 all of the responsibilities assigned to it by 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 is inclusive of all needs of Berkshire, Hampshire and Franklin Counties, MA homeless population, including the special service 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

The Tri-County Continuum of Care is responsible for the following:

Operate the CoC, meaning:

- Holding meetings of the full membership, with published agendas, at least semi-annually;
- Making an invitation for new members to join publicly available within the geographic area at least annually;
- Adopting and following 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;
- Appointing committees, subcommittees, or workgroups;
- In consultation with the CoC Collaborative Applicant and the HMIS Lead, developing, following, and updating annually this governance charter, which includes 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;
- Consulting 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;
- Evaluating 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;
- In consultation with recipients of ESG funds, establishing and operating a centralized; coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services; and
- Establish a set of written standards for the provision and prioritization of CoC and ESG resources, consistent with the requirements in the CoC Program Interim Rule.

2. *Designating and operating a Homeless Management Information System (HMIS), meaning:*

- Designating a single HMIS for the geographic area;
- Designating an eligible applicant to manage the CoC's HMIS, which will be known as the HMIS Professional Services Contractor;
- Reviewing, revising, and approving a privacy plan, security plan, and data quality plan for the HMIS.
- Ensuring consistent participation of recipients and sub-recipients of CoC and ESG funding in the HMIS;
- Ensuring 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:

- 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:
 - Outreach, engagement, and assessment;
 - Shelter, housing, and supportive services;
 - Prevention strategies.
- Planning for and conducting, at least biennially, a point-in-time count of homeless persons within the geographic area that meets the following requirements:
 - 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.
 - Persons living in emergency shelters and transitional housing projects must be counted as sheltered homeless persons.
 - Other requirements established by HUD by Notice.
- Conducting an annual housing inventory count of programs and services available within the geographic area;
- 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 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.

New member may enroll at any time during the year by providing to the CoC Board Secretary his or her name, 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, 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; 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 twice per Federal Fiscal Year. The membership meetings shall include a report on the CoC's activities, funding, and progress toward meeting goals.

The Annual Member Meeting will be held in September. The agenda for the Annual Meeting, which will be distributed at least 30 days in advance of the 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.

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

Notice of 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. 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 within the final 10 days 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. 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. Where necessary, members may vote via phone or email. Issues presented to CoC members for a vote will be decided by simple majority of the votes cast.

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.

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 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.

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.

Nomination and Terms of the Board

Each year, at the Annual CoC meeting a slate of potential Board members are presented to and voted on by the CoC Membership. No one individual or represented entity may have more than one vote. Individuals must disclose any potential for conflicts of interest.

The Board membership consists of 11-15 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.

Permanent Seats to the Board

- Berkshire County Representative
- Hampshire County Representative
- Franklin County Representative
- Collaborative Applicant
- HMIS Professional Services Contractor
- Homeless Advocate
- Homeless or formerly Homeless Individual
- McKinney Vento Education Liaison
- Western MA Regional Network to End Homelessness Representative
- ESG Representative(s)

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

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.

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). 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.

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.

Conflicts of Interest

A representative having a conflict of interest or a conflict of responsibility on any matter shall refrain from voting on such matter. Members of the Board will sign a Conflict of Interest Disclosure Agreement annually.

Board Officers

The officers of the Board shall be two (2) Co-Chairs, and a Secretary.

Election and Term

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 or the Secretary. Any such resignations shall take effect at the time specified within the written notice or if the time be 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.

Co-Chairs

Co-chairs or their designee 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 responsibility for ensuring inclusive, fair and goal-oriented processes and actions. The Co-Chairs, or the secretary where assigned by both Co-Chairs, are the only individuals authorized to sign documents on behalf of the CoC or provide other written program endorsements or official matters.

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.

Vacancies and Resignations

Unless otherwise provided by written agreement, any representative may resign at any time by giving written notice to the Chairperson. Any such resignations shall take effect at the time specified within the written notice or if the time be not specified therein upon its acceptance by the Board.

The seat of any Board Member who is absent without cause for three (3) consecutive, properly called Board meetings may be declared vacant by a quorum vote. Such seats will then be filled by a vote of exiting board members. Board Members with permanent seats may be removed in the same such manner by a 2/3 vote.

The Board has the authority to, by quorum vote, replace a Board Member if that Board Member resigns or is otherwise 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.

Designation and Role of the Collaborative Applicant

The Three County Board will designate a 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 for 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;
- In consultation with the Three County CoC Board and HMIS Lead, 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, support all CoC Planning required CoC Planning activities and overall operations.

Committees and Working Groups

The CoC will carry out its responsibilities through the work of a number of Committees. All CoC Members may 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 four standing committees, as follows:

1. The Data and Evaluation Committee

The Data and Evaluation Committee will collaborate with the Collaborative Applicant, Board, HMIS Professional Services provider, CoC-funded entities, and CoC membership to:

- Oversee the production and submission of HUD-required reports, including:
 - The sheltered Point-In-Time Count report
 - The Housing Inventory Count
 - The Annual Homeless Assessment Report
 - The HMIS Annual Performance Report
 - The HMIS Renewal Project
- In addition to the above, oversee the HMIS Professional Services contract in general, making sure that deliverables are received as needed and on time. Annually review the Scope of Services to assess its alignment with CoC and HUD priorities and revise as necessary.
- Review PIT, HIC, and AHAR data in order to assess trends, opportunities, and unmet needs. Make recommendations to the Board regarding CoC priorities, for use in ranking requests for CoC funding.
- Establish performance measures and targets to track the CoCs progress toward reducing and ending homelessness, in consultation with CoC providers. Monitor performance, evaluate outcomes, and make recommendations to the Board regarding actions to be taken to elevate poorly performing programs
- Develop, annually review, and revise if necessary data collection, reporting, and privacy policies. This includes but is not limited to a privacy plan, a data security plan, and a data quality plan, required by HUD for implementation within 6 months of the published HMIS Final Rule.
- Assure sustainability of the HMIS project by continually seeking new and diversified funding sources.

2. Evaluation, Ranking Competition Committee

The CoC Application Committee will:

- Work with the Collaborative Applicant to design and implement a collaborative process for developing a consolidated application for 3 County programs and projects seeking CoC funding;
- 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; and
- 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 those suggestions or otherwise reject the committee's proposals. This will be done with full notice to all CoC Members.

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 three population-specific committees.

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.

Family Services Committee: The Family Services Committee focuses on the needs of families with children.

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.

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 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.