



FLINT/GENESEE COUNTY CONTINUUM OF CARE (CoC)

GOVERNANCE CHARTER

Adopted by the General Membership on January 12, 2022

Introduction & Overview of Charter Development

This Charter was developed through a comprehensive process led by a work group comprised of members of the existing Governance Council. The Governance Council, with approval of the CoC membership, issued a Request for Proposals to select a consultant to facilitate the process of developing a new Charter and work began in October 2020. The process included review of existing documents, the history of the Flint/Genesee CoC, and the needs of the community; research and review of CoCs across the country, and a review of federal and state requirements. The General Membership was consulted at numerous points in the process as detailed in Appendix F. Transparency was intentional and all members were encouraged to participate in feedback sessions, review sessions, and to contact the consultant or the Governance Council at any time with questions or comments. Review sessions were recorded and uploaded to a YouTube channel for all members to access.

The work included reaffirming the desire of the community to remain a collaborative body and to engage the community as broadly and as inclusively as possible. The existing mission and vision resulted in the Guiding Principles (Article 3) and drove the work and recommendations contained in the Charter.

The goals of the new Charter were to: (1) develop and clearly communicate a structure with processes that work best for Flint and Genesee County; (2) ensure the structure and processes maximize input, evidence-based decision making, and are focused on community needs; and, (3) ensure accountability, transparency, consistency, diversity, equity and inclusion throughout the structure and the work.

Following adoption of this new Charter there will be an implementation period and preparation for operationalizing the new provisions. The current Governance Council will present an implementation plan and timeline will be presented to the General Membership within 60 days following adoption of the Charter. The implementation plan will include many aspects of the Charter including the nomination and election of a Governance Council consistent with new Charter provisions. The membership of the Governance Council by sector, at the time of developing this Charter in 2021, is included in Appendix G.

Members of the Governance Work Group who led this work include:

- Angela Hood Beaugard
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**Flint/Genesee Continuum of Care
Governance Charter**

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FLINT/GENESEE COUNTY CONTINUUM OF CARE (CoC)

GOVERNANCE CHARTER

Article 1: Purpose

The purposes of this Charter are to:

- Outline the responsibilities and membership of the CoC.
- Establish the responsibilities and membership of the CoC's Boards, Councils and Committees.
- Establish the duties and responsibilities of the CoC's Infrastructure Organization (IO), HMIS Administrator, and HARA as designated.
- Establish governance policies including, but not limited to code of conduct, conflict of interest, and others; and Charter amendment rules for the CoC to ensure representation and effective decision-making.
- Comply with the U.S. Department of Housing and Urban Development (HUD) requirements. HUD charges communities that receive funds under the Homeless Continuum of Care Program of the Homeless Emergency Assistance and Rapid Transition to Housing Act (HEARTH Act) with specific responsibilities including the development and annual review of a governance charter. This document summarizes the responsibilities and authorities for operation and governance of the relevant agencies under the HEARTH Act.

Article 2: Mission & Vision

The mission of the Flint/Genesee CoC is "a community working together to achieve access to safe and affordable housing for all residents of Genesee County."

The CoC works to provide a leadership role in local planning and coordination to prevent and eradicate homelessness in Flint and Genesee County.

The CoC will pursue this mission while effectively implementing the U.S. Department of Housing and Urban Development's (HUD) Continuum of Care program in addition to other activities and initiatives designed to end homelessness.

The vision of the CoC is that "residents of Flint and Genesee County will have the knowledge, skill, and resources to access and maintain permanent housing."

Article 3: Guiding Principles

- a. The mission must drive governance, strategy and operations as well as funding and resource allocation decisions.
- b. Pursuing the mission requires commitment, knowledge throughout the community, and participation that adds value.
- c. All interested individuals, “boots on the ground” staff, appropriate and relevant agencies, must have an equal voice and a choice through their membership in the CoC.
- d. Expectations of all members must be clear and based on shared values. These values include:
 - Accessible, inclusive and open structures promoting engagement and participation that also provide flexibility to respond to changing needs.
 - Diversity and equity in participation, programming and funding.
 - Clear processes, structures and lines of accountability.
 - Data-based decision making that is transparent.
 - Communication between all CoC structures and entities.
 - Compliance with federal requirements for CoCs.
- e. Collaboration requires cooperation plus shared agendas, embedding the CoC mission within each agency in the community as appropriate.
- f. Collaboration requires clarity, decision-making and leadership; a variety of roles and responsibilities.
- g. Collaboration requires that contracted entities (infrastructure organization, HMIS administrator, HARA, and others) recognize that their employees who work on CoC funded work, also work for the community and must work closely with the CoC according to terms of their MOA with the CoC.
- h. Governance requires strategic, fiduciary and generative thinking. It is different from operations. It must also ensure the mission and vision guide the work.
- i. The structure should support networking and engagement to optimize relationship building and problem solving as well as strategic planning.
- j. The structure must make sure that all agencies and representatives as mandated by HUD and other major funders are part of the CoC.
- k. Decision-making processes must be clearly understood and in writing.
- l. Optimizing resources requires monitoring, evaluation, and realistic expectations of the individual’s and group’s capacity balanced with expectations of the work to be done. The use

of resources, people and financial resources, must be intentional, effective and efficient as well as transparent.

- m. The CoC must prioritize client and community feedback in its decision-making including funding recommendations, accountability and strategic planning.

Article 4: Diversity, Equity and Inclusion Commitments

The Flint/Genesee COC recognizes that all people are intrinsically valuable. We acknowledge that people of color are disproportionately impoverished, marginalized and overly represented within the national and local homeless communities. We seek to serve each person with dignity, respect and equity. We further recognize that serving this community with inequality will only further perpetuate gross injustice to this vulnerable population. As a caring body of individuals and agencies we commit to utilizing an equity lens as we approach our policies, practices and procedures to meet people where they are as we assist in their housing stability goals.

The CoC is committed to ensuring decisions, resources, and participation are not only diverse, including race, gender identity or expression, sexual orientation, religion, ethnicity, age, neuro-diversity, disability status, housing status, citizenship, but are also implemented equitably to the people and areas that are disproportionately affected by homelessness and poverty.

Article 5: Goals

The goals of the Flint/Genesee CoC include, but are not limited to, the following:

- a. Continuous planning for the housing needs of the community;
- b. Facilitating funding for nonprofit and public entities working to prevent and end homelessness;
- c. Quickly rehousing individuals and families experiencing homelessness;
- d. Minimizing the trauma and dislocation caused by homelessness;
- e. Ensuring individuals and families don't fall through the cracks;
- f. Optimizing autonomy among individuals and families experiencing homelessness; and,
- g. Advocating for the entire community to do what they can to prevent and reduce homelessness.

Article 6: Expectations and Code of Conduct

- a. **Applicability:** All participants in the work of the CoC, including Governance Council members, Advisory Council members, Independent Review Team members, General Members, committee members, and staff members of the designated Infrastructure Organization (IO), CoC HMIS Administrator and HARA, must exercise care, diligence and prudence when acting on behalf of the CoC.
- b. **Appropriate Conduct:** The members of the CoC are entrusted with specific responsibilities, as described in state and federal statutes, regulations and in this Governance Charter, related to use of public funds, and are invested in addressing a serious community concern—homelessness. Members are expected to observe the highest standards of ethical conduct in the execution of these responsibilities. In the performance of their duties, 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 members and representatives, service recipients, service providers, and members of the public. Members are expected to conduct themselves with courtesy and respect, without harassment, intimidation or any type of abuse including physical, verbal or emotional abuse.
- c. **Conflict of Interest:** Members should avoid conflicts of interest in the decision-making when such conflicts could result in special considerations, including bias or favoritism, and/or decisions that influence the performance of official duties in a manner contrary to the interest of the broader CoC. Members are expected to exercise adequate control and supervision over matters for which they are individually responsible and as are specified in this Governance Charter. Members must assure that the resources entrusted to them are used for conducting official business only. Members must abide by the Conflict of Interest Policies and other operating and governance policies as established by the CoC.
- d. **Conflict of Interest Disclosure:** Whenever Members or any of their immediate family members have a financial interest in a matter coming before the General Membership, Governance Council, or one of the committees, CoC Members must fully disclose the nature of the interest and recuse themselves from lobbying or voting on the matter. All Members, including committee members, must disclose any actual or potential conflicts of interest regarding any business included in the meeting's agenda at the beginning of each Governance Council,

General Membership meetings, and committee meetings in addition to completing the annual Code of Conduct and Conflict of Interest Disclosure Form.

- e. Conflict of Interest Rules: CoC Members (inclusive of Advisory Council, IRT and committee members) must abide by the following rules in order to avoid conflicts of interest in compliance with 24 CFR § 578.95 (b), (d) and promote public confidence in the integrity of the CoC and its processes. Members may not participate in or influence discussions or decisions concerning the award of a grant, financial or other benefit to:
 - Any organization that they or a member of their immediate family represents or has represented in the previous year; or
 - Any organization from which they or a member of their immediate family derives, or has derived, income or anything of value in the previous year.
- f. Recording of Conflict of Interest Disclosures: The minutes of any meeting at which a voice or roll call vote is conducted, must reflect the disclosure of Board and committee members' declared actual or potential conflicts of interest and their abstention. If conflict of interest disclosures are not available at the time of the roll call vote from the Infrastructure Organization (IO), the Chair or presiding Officer must ask for any voting members to declare their conflict of interest and refrain from voting by abstaining.
- g. Failure to Comply with Conflict of Interest Rules: Failure to adhere to these rules is grounds for removal from the CoC General Membership, Governance Council, IRT and any of the CoC committees.
- h. Restrictions on Participation due to Conflicts of Interest: Having a real, potential or perceived conflict of interest can damage the integrity of the CoC's work which must be transparent and fair, and always in the best interest of the community it serves. Therefore, no person who has a conflict of interest, as described by the bullets below, will serve on the IRT, or any other review panel, which will review a proposal submitted by them and/or their affiliated organization. In particular to proposal/funding decisions, a conflict of interest exists if:
 - The person currently, or within the last one year has been, or has a current agreement to serve in the future as, a Board member, staff member or paid consultant of an organization making a proposal for funding; or,

- The person's employer or an organization on whose Board of Directors the person sits now has, or within the last one year has had, a contractual relationship with an organization making a proposal for funding. However, if the person's employer, or the organization on whose Board of Directors the person sits, is a funding entity or organization whose mission includes providing services and/or funding to other services providers, under this definition of "conflict of interest," no conflict exists; or,
 - Any other circumstance which impedes the person's ability to objectively, fairly and impartially review and rank the proposals for funding. For example, the person is currently enrolled in a program that is administered by an organization making a proposal for funding. Another example may be someone representing, or employed by, an organization that funds projects in the community.
- i. Annual Code of Conduct and Conflict of Interest Form: Members of the CoC must sign a Code of Conduct Commitment form and a conflict of interest disclosure form annually, affirming that they have reviewed and will comply with both documents. Members will not be permitted to participate or vote until both signed documents are on file with the Infrastructure Organization (IO). Should a conflict arise at some point during the year after which the annual Conflict of Interest Disclosure has been signed and submitted to the Infrastructure Organization (IO), the individual and/or organization with the new conflict of interest must disclose the conflict, or potential conflict, in writing to the IO and the Chairperson of the CoC as soon as reasonably possible. Failure to abide by the Code of Conduct and/or the Conflict of Interest Policy may result in termination of CoC membership.
- j. Confidentiality: In line with the rules and guidelines of the CoC, members have a responsibility to protect the security of any confidential information provided to, or generated by, the activities of the CoC.
- k. Gift Acceptance: The solicitation and acceptance of gifts by an individual, or the organization they represent, is strictly prohibited if the individual or organization is in a position to participate in a decision making process or gain inside information regarding the activities of the CoC that would provide a benefit in excess of the minimal value from persons, organizations, or corporations with a vested interest in the outcomes of decisions made on

behalf of the CoC or its member agencies. Gifts collected on behalf of the CoC should be clearly designated and an accounting of the use and distribution should be shared with the CoC as part of a regular report. Members soliciting gifts on behalf of the CoC must be authorized to do so by their Committee Chair or the Governance Council and any such gifts received must be used on behalf of the CoC.

The CoC has the right to refuse contributions that do not enhance, promote or ensure the mission of the CoC. The primary consideration in pursuit of gifts or contributions is how they can benefit the CoC in the most ethical and unencumbered manner considering the guiding principles and goals of the CoC.

Article 7: Duties of the CoC

The duties of the Flint/Genesee County CoC are to:

- Identify the needs of the community and develop short and long-term effective strategies and plans to prevent and end homelessness;
- Promote access to, and effective use of, existing programs to optimize self-sufficiency for ^[SEP]persons who are experiencing homelessness, at risk of homelessness or formerly homeless;
- Ensure that policies, community-wide, are housing first, fair, equitable, and free of bias; transparent and consistent with the CoC mission;
- Minimize the trauma that homelessness causes among individuals, families, and communities ^[SEP]by promoting trauma-informed, strength-based, and culturally sensitive best practices, addressing social justice and equity; ^[SEP]
- Align community systems impacted by homelessness and housing instability. Streamline and improve the coordinated entry, assessment, prioritization, housing matching, and placement ^[SEP]system for persons experiencing homelessness and at-risk individuals and households through a coordinated community-informed ^[SEP]and trauma-informed process;
- Participate in the process of prioritizing local, state, and federal funding to

promote community stabilization, develop new programs and enhance existing programs, and prevent returns to homelessness;

- Identify gaps in the system for persons experiencing homelessness and to focus resources and/or implement policies to address those gaps and prevent additional or new gaps;
- Review, monitor and evaluate project and system performance in a transparent and open way, including continuous community, client and customer feedback, holding all grant recipients and service providers accountable; and to improve effectiveness, including the performance of designated agencies; identify and fill gaps of service, and inform strategic decision making for the CoC and all of its Councils and Committees;
- Work together to maximize federal, state and other funding to meet the needs of homeless and at-risk residents, including policy and advocacy work;
- Coordinate citywide applications for homeless housing and service funding;
- Fulfill the responsibilities of the Continuum of Care outlined in 24 CFR § 578.7 (HUD funding) and other funders in an equitable, inclusive, and transparent way;
- Fulfill annual HUD and other funder reporting requirements on behalf of Flint and Genesee County in an open, understandable and transparent way; and,
- Work with the Emergency Solutions Grant (ESG) recipient and include them in CoC planning activities as a part of the overall community strategic plan to end homelessness.

A policy manual shall be developed and regularly reviewed and updated and revised as needed, for the operations and governance of the CoC. The policies must be consistent with the Charter and approved by the General Membership.

Article 8: General Membership

- a. Philosophy: Having a broad and inclusive General Membership is essential to the success and the work of the CoC. The CoC is structured to ensure the General Membership has a voice and a choice on all key decisions of the CoC. An inclusive and diverse membership is intended to inform the discussion, planning, implementation, and evaluation of services to prevent and end homelessness and therefore the structure and the policies are designed to optimize those objectives.
- b. Eligibility: General membership in the CoC shall be free of cost and open to all persons or entities interested in the prevention and eradication of homelessness in Flint and Genesee County. Any organization or individual interested in contributing to and productively shaping the delivery of housing or homeless services who commits to the responsibilities below, including the submission of a completed CoC membership form, Code of Conduct Commitment and Conflict of Interest Statement will be recognized as a General Member of the CoC.
- c. Representation: Consistent with the Guiding Principles of the CoC and as may be determined from time to time by funding entities, the following organizations and individuals should be represented in the General Membership:
 - Nonprofit homeless assistance providers
 - Victim services providers
 - Faith-based organizations
 - Governments
 - Businesses
 - Advocates
 - Public housing agencies
 - School districts
 - Social service providers
 - Mental health/behavioral health agencies
 - Hospitals and health care organizations
 - Higher Education
 - Affordable housing developers
 - Law enforcement
 - Organizations that serve veterans

- Persons experiencing homelessness and individuals with lived experience
 - Youth
- d. Membership Categories: There will be two categories of General Members: Organizational Members and Individual Members.
- e. Membership Benefits: All Members, Individual and Organizational, are eligible for these benefits:
- Invitations to all open CoC meetings as defined in this Charter;
 - Voting rights as specified in this Charter;
 - Eligibility to be nominated to the Governance Council; and,
 - Committee participation.
- f. Membership Expectations: All Members are required to meet the following expectations to be considered a Member in Good Standing:
- Compliance with meeting attendance and active, informed participation, including active participation on at least one committee and attendance at a minimum of seven of 12 (58%) committee meetings.
 - Members are expected to attend at least nine (9) out of twelve (12) regularly scheduled CoC General Membership meetings (on a rolling calendar), to read all meeting materials, and to actively participate in discussions to ensure informed voting. Therefore, new members must attend nine meetings prior to being eligible to vote.
 - Members who do not meet the participation guideline will not be considered to be members in good standing and therefore will lose their voting privileges until their participation once again reaches the threshold. The Infrastructure Organization (IO) is responsible for maintain these records in real-time, available at every General Membership meeting.
 - Members are expected to participate in CoC advocacy initiatives.
 - Members commit to working together to advance the mission and the purpose of the CoC including the Guiding Principles.
 - Members are expected to understand and follow all guidelines, policies and procedures established by the CoC and to annually submit the Code of Conduct

form and the Conflict of Interest disclosure form.

- g. Individual Members: Any individual may join the CoC who embraces the mission and guiding principles of the CoC. If the Individual Member is employed by an Organizational Member, but wishes to attend meetings as an Individual, they must disclose this information on their CoC Membership Form. In addition to the General Membership benefits and expectations, individual members have one vote and are disallowed proxies.
- h. Organizational Members: Any organization may join the CoC that embraces the mission and guiding principles of the CoC.
 - Each organization may have more than one member who attends the CoC General Membership meeting however, only one person from each organization may vote.
 - Organizational Members must identify the specific individual who will be their Voting Member representative and may also designate a second individual as an Alternate who may vote in the absence of the identified voting member. This information must be provided on the Membership Form which will be used by the IO to maintain real-time records of eligible voting members.
 - If the organization needs to replace their voting representative and/or their alternate, they may do so by informing the Infrastructure Organization (IO) in writing. Organizational voting representatives, including the primary designee and the alternate, who are new to the CoC must complete the membership form, the Code of Conduct and the Conflict of Interest statement.
 - Organizational Members may have multiple representatives present at each meeting, including General Membership meetings and committee meetings if approved by the Co-Chairs of the relevant committees.
 - Organizational Members have responsibility to their constituencies to relay information to them about the CoC's work and from their constituencies to the CoC.
 - Organizations may have more than one representative attending meetings and the attendance of any representative counts as participation for the organization as measured against the expectation. It is conceivable, but not desirable, that a different member representing a specific organization might

attend each month but so long as the organization has a representative at the meetings, their attendance counts toward the participation standard, and it shall be deemed that the Organizational Member is in compliance with the standard.

- i. **Membership Form:** All Members will submit a membership form annually that provides contact information and indicates interest in membership and participation in committees. All members will be accepted who provide the necessary information and commitments and who act consistent with the mission of the CoC. The Membership Form will also include an acknowledgement that the Member has access to the Charter and has read, and commits to, the Code of Conduct policy and the Conflict of Interest policy and has disclosed real, potential and perceived conflicts. The forms will be submitted to the Infrastructure Organization (IO), which will be responsible for recordkeeping and monitoring voting status of all members and will ensure all General Members have signed the Code of Conduct and have submitted the Conflict of Interest disclosure statement.
- j. **Member Standing:** While General Membership meetings are open to the public, only Members in Good Standing are eligible and permitted to vote. In order to exercise the right to vote as specified above, members must meet the attendance and participation requirements and must have completed the membership form, Code of Conduct form and the Conflict of Interest form. Members who do not meet these requirements will not be considered to be in Good Standing and therefore will not be able to vote on CoC matters.
- k. **Participation Monitoring:** The Infrastructure Organization (IO) is responsible for ensuring that only Members in Good Standing vote on issues before the CoC. Therefore, the Infrastructure Organization (IO) is responsible for maintaining real time attendance and participation records of all CoC Members and compliance with all requirements for voting. The Infrastructure Organization (IO) will maintain records of all membership forms, conflicts of interest statements and signed Code of Conduct statements, and will make them continuously available on the website. At the point that any Member fails to meet expectations and loses their Good Standing, the Infrastructure Organization (IO) will notify that Member in writing via email that they are not eligible to vote until they rectify the situation. The roster of Members will be updated continuously by the IO so that for each meeting it is clear to the Member, and to the Chair or other presiding Officer, which

Members are eligible to vote.

- l. Failure to Meet Member Expectations: Repeated failure to meet participation and attendance expectations may result in a vote to remove a Member from membership status. [See Article 9, Section “l”.]
- m. Voting Privileges of the General Membership: General Members with voting privileges have the final vote on key decisions, as specified in other Articles of this Charter, including, but not limited to:
 - Election of Governance Council Members;
 - Removal of General Members as provided in this Charter;
 - Approval of the proposed members of the Independent Review Team;
 - Amendments to this Charter;
 - Approval of funding priorities; and,
 - Approval of the selection of entities receiving a Request for Proposals and the signing of Memoranda of Agreement between the selected entities and the CoC, including but not limited to the Infrastructure Organization (IO), Collaborative Applicant, CoC HMIS Administrator and the HARA.

Article 9: Meetings

- a. Meeting Calendar: An annual calendar of General Membership meetings will be established by the CoC and made public by the end of December each year for the coming calendar year. The annual calendar of regularly scheduled General Membership meetings will be posted by the Infrastructure Organization (IO) consistent with the posting of meeting notices.
- b. Notices and Meeting Frequency: All meetings of the General Membership are open to the public. Meeting notices and agendas will be emailed to all General Members, voting and non-voting, at least seven calendar days prior to the meeting and published by the Infrastructure Organization (IO) in advance of the meeting on their website and/or on the CoC website as determined by a vote of the General Membership. Meetings are generally held monthly. Meetings may be canceled due to weather or other unforeseen circumstances. Cancellation decisions will be made by the CoC Chair in consultation with the Infrastructure Organization (IO) and posted on the Infrastructure Organization (IO) and CoC website. An email will be sent

to all General Members with a good email on file with the Infrastructure Organization (IO). The location of the meeting will also be included in the official meeting notice including whether or not the meeting is virtual or in-person.

All meeting notices will include the mission statement and if the meeting is open. Any items requiring action will be so noted on the agenda.

- c. Open Meetings: All General Membership meetings are open to General Members and to the public. During the year other meetings may also be scheduled that will be open to all and meeting notices will so state.
- d. Notice of Voting: Items to be presented for a vote must be so noted and included on the agenda which is to be emailed at least seven calendar days prior to the meeting and published on the website prior to the meeting. If an emergency vote is needed, and as such the item did not appear on the published agenda, the CoC will allow a comment period prior to the vote. The CoC Chair has the discretion to determine the amount of time for comments prior to the vote.
- e. Quorum: A quorum for the transaction of business will be defined as fifty (50) percent plus one of the General Membership in Good Standing.
- f. Proxy Voting: Good decision-making requires conversation, review of all pertinent materials and active participation from all parties. Voting by proxy is disallowed for Individual Members. Organizational Members may have more than one representative attending meetings with their designated individual representative able to vote on their behalf.
- g. Conflict of Interest: No Member shall vote on any item that presents a real or perceived conflict of interest as disclosed by the Member. Any challenge to a potential conflict of interest shall be brought to the group prior to calling the vote. Decisions on the challenge shall be addressed consistent with the Conflict of Interest policy.
- h. Voting Procedure: Items shall be presented for a vote of the General Membership as specified

in this Charter. Votes will follow a properly made motion and a second, followed by discussion to be facilitated by the Chair as appropriate. The Chair, or presiding officer, has discretion to terminate discussion and call for a vote. Roll call votes may be requested by the Chair or by any voting member in good standing. Motions will be approved by a majority vote of 51% unless the vote requires a super-majority vote of 75% as specified in this Charter. The Chair has the responsibility for announcing the vote and therefore may request the vote be taken again if there was doubt using general consent or voice vote. Voting procedures may be guided by Roberts Rules of Order but since it is unlikely the CoC will consistently have a parliamentarian familiar with the full Rules of Order, the Chair and the Governance Council will be responsible for ensuring there is adequate discussion and clarity in the voting process.

- i. Super-majority Votes: The following votes require a super majority to approve a properly supported motion:
 - Removal of a member;
 - Reinstatement of a member;
 - Dissolution of the Advisory Council (if established);
 - Charter amendments;
 - Termination of a Memorandum of Agreement; and,
 - Dissolution of the CoC.
- j. Special Meetings: Special meetings may be called by the Governance Council and the notices of special meetings, along with the agenda, will be emailed to the General Membership and posted on the Infrastructure Organization (IO) and/or CoC website as determined above, at least seven calendar days prior to the Special Meeting.
- k. Leadership of the General Membership: The Officers of the Governance Council (elected as described in Article 10) serve as officers for the CoC and therefore provide the leadership for the CoC. The Chair serves as Chair of the General Membership and of the Governance Council. By virtue of being elected an Officer by the General Membership, all Officers are members of the Governance Council. The roles and responsibilities of each officer are described in Article 10.
- l. Removal and Resignation: Any General Member may resign at any time by informing the Infrastructure Organization (IO) of their intent to resign. The Infrastructure Organization (IO) is

responsible for updating the membership roll and sharing that information with the Governance Council. General Members may be removed from the membership by an affirmative vote of 75% of the General Membership, at any regular meeting at which a quorum is present, in cases of misconduct and/or for not meeting participation requirements or other membership expectations. In the event a Member is removed by the vote of a super-majority of the General Membership, the individual or organization shall be barred from membership for a term to be determined by the Governance Council. For a Member to be reinstated, the individual or organization must demonstrate good intent and request reinstatement. Reinstatement must also be approved by a 75% vote of the General Membership at any regular meeting at which a quorum is present.

- m. Recordkeeping: All General Membership meetings must be recorded and minutes kept on file and available to all members and to the general public. The Secretary of the CoC will work with the Infrastructure Organization (IO) to ensure appropriate recordkeeping and the maintenance and storage of records.
- n. In-person and Virtual Meetings: The preferred method of meeting is in-person meetings at a time, date and place established by the General Membership in advance of each fiscal year. The Infrastructure Organization (IO) is responsible for maintaining all meeting calendars for the CoC for each of its established councils, committees and ad hoc work groups. Securing and setting up the meeting location is also the responsibility of the Infrastructure Organization (IO). The Governance Council will review the need for virtual meetings and will make a recommendation to the General Membership when and if General Membership meetings need to be virtual. The Infrastructure Organization (IO) will ensure the technology is available to hold the meeting and that notice is given to all members with an email on file with the Infrastructure Organization (IO) if the venue for the meeting changes. Such changes will be given with at least seven (7) calendar days notice.

Article 10: Governance Council

- a. Definition: The Governance Council is the working group that acts on behalf of the CoC as delegated by the CoC, as described in this Governance Charter as well as in other adopted governance policies.

- b. Purpose: The Governance Council works collaboratively with the Infrastructure Organization (IO) to provide leadership and oversight to ensure the CoC carries out its mission and meets all funding mandates and requirements. The Infrastructure Organization (IO), the HMIS Administrator, the HARA, and the Governance Council work synergistically to ensure the goals listed in Article 5 are accomplished:
- Creating annual goals and objectives that advance the mission of the CoC;
 - Providing direction and coordinating the efforts of CoC committees;
 - Setting policy priorities;
 - Communicating with the public and external stakeholders to build their understanding of the CoC and the solutions required to prevent and eradicate homelessness in Flint and Genesee County;
 - Reviewing reports of CoC grants and evaluating project performance;
 - Voting on strategic and policy matters. All votes tied to funding decisions and ranking priorities are made by the full voting membership based on recommendations by the Independent Review Team and review and comment by the Governance Council; and,
 - Ensuring this Charter is reviewed annually and properly amended as determined by the General Membership.
- c. Eligibility, Size and Participation: Members of the Governance Council must also be General Members. To ensure the Governance Council can operate as an effective decision-making body, the Governance Council will have 25- 31 members. Governance Council members are expected to attend a minimum of 75% of all Governance Council meetings. Governance Council members are also encouraged to attend General Membership meetings to be stay informed of the issues and needs of the community.
- d. Nomination and Selection of Members: The Governance Council will be composed of representatives of relevant organizations and projects serving homeless subpopulations, at least one individual who is currently or has formerly experienced homelessness, and other stakeholders of the CoC. [Hearth Act §578.5(b).] To ensure the Governance Council can operate as an effective decision-making body, the Governance Council membership will include individuals representing the sectors and/or stakeholder organizations listed above in Article 8. Individuals on the Governance Council may represent multiple sectors or stakeholders but each entity must self-identify the sector it is representing on the CoC and

therefore on the Governance Council. The Nominating Committee will review the composition of the Governance Council and evaluate its performance prior to identifying potential members for the Council. The Nominating Committee must also review the balance of designated and undesignated seats and the sectors represented in each category. The Nominating Committee is responsible for identifying a slate of nominees each year to fill expiring undesignated seats as well as any vacancies and should develop a process for soliciting interested individuals as well as seeking recommendations from the General Membership for potential nominees. The nominations should be presented to the General Membership in January each year, for voting in February with new terms to begin March 1.

For the initial election of the Governance Council, the undesignated members shall be divided into three classes, of approximately the same size, with staggered three-year terms. Class A members will serve an initial one-year term and are eligible for two more consecutive three-year terms prior to taking one year off the Council. Class B members will serve an initial two-year term and will be eligible to serve two more consecutive three-year terms prior to taking one year off the Council. Class C members will serve an initial three-year term and will be eligible to serve one more consecutive three-year term prior to taking one year off the Council.

The Nominating Committee will be responsible for developing a slate of nominees according to the criteria established in this Charter and in any Governance Policy and will propose nominees by Class for each annual Governance Council election. Other than unexpected vacancies, the Nominating Committee will only need to present nominees for those Governance Council members with expiring terms, typically one Class of members (one-third of the undesignated members) each year, in addition to nominations of Officers as specified in this Charter.

- e. **Nomination of Officers and Executive Committee:** The Nominating Committee shall also prepare a slate for the Executive Committee which includes four Officers and up to three at-large Members. The Executive Committee slate will be presented to the General Membership along with the Governance Council slate. No two Officers shall represent the same sector to ensure diversity and representation of various interests and concerns. See Article 18, Section p, for more detail on the Nominating Committee. Executive Committee members, including Officers, previously elected will continue in their positions until the new Officers and Executive Committee members are elected. There shall be no nominations from the floor. In presenting nominees for Officers, the Nominating

Committee should consider all the above criteria as well as balance the importance of continuity and new perspectives.

- f. **Designated and Undesignated Seats:** The membership of the Governance Council should include both designated and undesignated seats, with every effort made to have at least an equal number, or more, of un-designated compared to designated seats, as membership changes. As an example, with the maximum number of Governance Council members of 31, the following balance is recommended: nine (9) designated voting seats, three (3) designated ex-officio, non-voting seats, and nineteen (19) undesignated seats.
- g. **Designated Voting Seats:** There should be (nine) 9 seats designated for a specific entity, with full voting privileges consistent with the Charter. Designated seats are essentially “permanent” unless or until the Charter is duly amended. Designated seats are intended to be filled by the entity Head or by their designee. If an individual changes jobs or roles, it is the designated entity’s prerogative and responsibility to name another representative. Designated seats belong to the designated agency, not to any one individual. If a designated entity declines to participate on the Governance Council, the Governance Council will present a recommendation to replace the declining organization to the General Membership for appointment. The replacement organization must represent the same sector as the declining organization as proposed in this Charter. The nine designated seats are:

Education Sector (1)

- Genesee Intermediate School District (preferably someone responsible for the McKinney Vento program)

Government Sector (4)

- Flint Housing Commission
- Genesee County Planning Commission
- City of Flint
- Genesee County Land Bank

Housing Sector (4)

- Shelter of Flint
- My Brother’s Keeper
- Genesee County Youth Corporation

- Carriage Town Ministries

Designated Non-Voting Seats: There should be three (3) designated, ex-officio, non-voting seats to include:

- Infrastructure Organization (IO)
- HMIS Administrator
- Designated HARA Agency

If any of the non-voting agencies so designated, ceases to serve in that role, they may become a General Member and, if elected, serve as a non-designated member on the Governance Council.

- h. Undesignated Voting Seats: The terms of members filling undesignated seats are three years, consistent with this Charter, with no term limits. In filling the undesignated seats, every effort needs to be made to make sure all sectors are represented. Some agencies may provide services in multiple sectors, therefore, each undesignated Governance Council member will self-identify which sector they are representing on the Governance Council prior to nomination and election. All Individual Members elected to the Governance Council will fill an undesignated seat.
- i. Roles and Responsibilities: The Governance Council is responsible for the following, working with the Infrastructure Organization (IO), HMIS Administrator, HARA and others:
 - Providing leadership and oversight; responsible for all funder mandates and requirements and other objectives listed in the Charter;
 - Recommending annual goals and objectives;
 - Ensuring community communication and awareness building;
 - Oversight of grants, project and program performance;
 - Voting on strategically focused matters;
 - Making recommendations to the General Membership as specified in this Charter and as otherwise determined;
 - Reviewing information from the Infrastructure Organization (IO) regarding participation status of members and taking action as specified in this Charter;
 - Working closely with the Infrastructure Organization (IO) to ensure the administrative functions for the CoC and other requirements of the

Infrastructure Organization (IO) are satisfactory and that any corrective plan required is established and monitored; including reviewing annual monitorings as one element of the performance evaluation required in the MOA with the Infrastructure Organization (IO);

- In consultation with the Nominating Committee, preparing recommendations for members of the Independent Review Team (IRT) to be presented to the General Membership for approval; and,
- Consulting with the Advisory Council (if established) and attending regularly scheduled meetings.
- The Governance Council also has the authority to issue Letters of Support consistent with Article 20, Section c, of this Charter.

- j. Terms: Undesignated Governance Council members are elected for three (3)-year staggered terms and may serve two consecutive three-year terms. Members must rotate off the Governance Council for at least one year before being re-elected to the Council. Each year, one-third of the undesignated seats will expire and will require the Nominating Committee to identify nominees to fill the seats according to the process set forth in this Charter.
- k. Officers including Roles and Responsibilities: The Officers of the CoC shall include the Chair, Vice Chair-Program, Vice Chair-Finance, and Secretary. Officers must be voting members in good standing and may represent designated or undesignated seats. The term of service for Officers is one year and is the same whether or not they hold designated or undesignated seats on the Governance Council. Officers may not serve in the same role for more than three (3) consecutive terms. Officers do not need to be members of the Governance Council at the time of their election but will become members upon election and if they are an Organizational Member, they occupy a designated or undesignated seat as appropriate consistent with this Charter. Individual Members, if elected as an Officer and therefore become a member of the Governance Council will serve in an undesignated seat.
- i. Chair: The Chair conducts Governance Council meetings as well as the General Membership meetings.
 - ii. Vice Chair-Program: The Vice Chair-Program focuses on coordinating all committee and Infrastructure Organization (IO) work related to programs and serves on the Interagency Service Team Committee. The Vice Chair-Program

serves in the Chair's absence. The Vice Chair-Program is also responsible for ensuring the Committees have annual work plans and annual reports submitted to the Governance Council and the General Membership.

- iii. Vice Chair-Finance: The Vice Chair-Finance serves on the Fiscal Oversight Committee and focuses on the resources available to the CoC for its work, in collaboration with the Infrastructure Organization.
 - iv. Secretary: The Secretary oversees the record keeping and record retention activities of the Infrastructure Organization (IO), the Governance Council and all committees. The Secretary also serves on the System Infrastructure committee focused on the data security and privacy concerns of the HMIS.
- l. Governance Council Voting: Governance Council voting will follow the same process as that specified for the General Membership. In order to vote, members of the Governance Council are required to attend at least nine (9) of twelve (12) regular monthly meetings and be active, informed and engaged participants and be in good standing.
- m. Meetings: The Governance Council will establish an annual calendar of meetings. The Infrastructure Organization (IO) is responsible for publishing the calendar of meetings and working with the Governance Council to determine the date, time, location (including whether or not the meeting will be in-person or virtual) and communicating all meeting information to the Governance Council members. The Chair will work with the Infrastructure Organization (IO) to ensure agendas for the meetings are prepared and distributed to all Council members in a timely fashion.
- n. Performance Evaluation: All Governance Council members will be reviewed and assessed at least annually by the Independent Review Team (IRT) for their compliance with the responsibilities enumerated above and throughout this Charter. Any member found to be out of compliance will be notified in writing, by the IRT Committee. Reasons and recommendations for removal must be documented and submitted by the IRT to the Governance Council Officers for inquiry. Any such member will have the time and opportunity to respond to the findings and after review of both the non-compliance and the member's response, the Governance Council as a whole will determine a course of action. Such actions shall be reported to the General Membership.

- o. **Resignation and Removal:** If a member of the Governance Council wishes to resign, they may do so at any time and must notify the Chair and Secretary in writing. Governance Council members, designated and undesignated, may be removed, with or without cause, by a supported motion and a vote of at least 75% of the General Membership at any meeting where a quorum is present. Grounds for removal include, but are not limited to: (i) violation of the Code of Conduct as described in this Charter; (ii) failure to disclose conflicts of interest; and/or, (iii) chronic absences.
- p. **Filling Vacancies:** In the event of resignation or removal of any Organizational Member (designated or undesignated) of the Governance Council, the Governance Council will request the designated organization replace the removed member with another representative from the same organization. In the event of the resignation or removal of an Individual Member, the Governance Council will request the Nominating Committee prepare a slate of at least two nominees to fill the vacated seat ensuring proper representation.
- q. **Recordkeeping:** All Governance Council meetings must be recorded and minutes kept on file and available to all members and to the General Membership. The Secretary of the CoC will work with the Infrastructure Organization (IO) to ensure appropriate recordkeeping and the maintenance and storage of all records. Records will be retained for at least seven years unless a longer period is required by a funder. The record filing system must be web-based so that it can be accessed by the Governance Council at all times. Passwords and any information needed to access records must be shared with the Governance Council particularly in the event of any transition with contracted entities. The CoC files belong to the CoC collaborative, not to a specific agency.

Article 11: Advisory Council

- a. **Philosophy:** The CoC may decide to establish an Advisory Council to help it pursue its mission. The Advisory Council may assist the CoC by informing it with the viewpoints of other community members and leaders who may not be directly involved in issues of

ending and preventing homelessness but who may be indirectly affected or who may have a broad community perspective regarding community assets and community needs. Advisory Council members may also bring specialized expertise to the CoC that optimizes the CoC's ability to pursue its mission.

- b. Definition: The Advisory Council advises the CoC at the discretion of the CoC. It does not have any decision-making authority for the CoC.
- c. Membership: The Governance Council will recommend, to the General Membership, individuals to participate on the Advisory Council. Membership should include individuals who bring a unique and useful perspective to the CoC and who have the experience and expertise that is of value to the organizational work of the CoC and the mission of the CoC. The General Membership will receive the recommendations and is responsible for electing members of the Advisory Council, including the filling of vacancies should they occur over time.
- d. Eligibility: Any individual who, in the opinion of the Governance Council and General Membership, brings a beneficial perspective and voice to the CoC, is eligible to be nominated to the Advisory Council. Advisory Council members should be knowledgeable about the community (Flint and Genesee County) and have a general understanding about the issue of homelessness, including risk factors.
- e. Roles and Responsibilities: The roles of the Advisory Council may be to advise and assist the CoC regarding:
 - Aligning systems and stakeholders in the collaborative pursuit of creating solutions, consistent with the CoC mission;
 - Informing the Governance Council and CoC General Membership of relevant federal, state and local policies;
 - Assisting the Governance Council and General Membership in identifying emergent community needs;
 - Sharing best practices in a variety of areas;
 - Developing a strategic plan; and,
 - Reviewing overall system performance and outcomes.

- f. Selection and Election: A call for nominations from the General Membership shall be made prior to presenting the final slate to be voted on. A complete slate will be prepared by the Nominating Committee and presented to the General Membership. The slate should be presented to the COC General Membership at the meeting prior to the meeting at which a vote on the slate will be taken. No nominations will be taken from the floor. An affirmative vote of a majority (51%) of General Members in good standing is required to elect members of the Advisory Council.
- g. Terms of Office: Each Advisory Council member shall be elected for a one-year term. There are no term limits. The Advisory Council may be disbanded at any time at the discretion of the General Membership and the affirmative vote of at least 75%.
- h. Vacancies: In the event of the removal or resignation of an Advisory Council member, the Governance Council shall recommend at least two candidates to the General Membership to fill the unexpired term.
- i. Leadership: The Advisory Council shall be co-chaired by two co-chairs. One of the Co-chairs will be the Chair of the Governance Council. The other co-chair will be a member of the Advisory Council who is not a General Member and who does not serve on any CoC committees. The Co-Chairs shall also be confirmed and elected by the General Membership at the meeting where the Advisory Council members are presented and elected.
- j. Meeting Frequency: The Advisory Council will meet at least twice a year but may determine as a group, to meet more frequently.
- k. Removal and Resignation: Advisory Council members may resign at any time. The General Membership may remove a member of the Advisory Council with or without cause with a 75% affirmative vote.

Article 12: Independent Review Team

- a. **Philosophy:** It is important to ensure equity, diversity and inclusion in funding decisions. It is also important that decisions made regarding funding are made as fairly and as objectively as possible, using transparent criteria and processes. This requires that the individuals involved in the ranking of funding priorities do not have conflicts of interest that could consciously or unconsciously bias their recommendations.
- b. **Definition:** The independent Review Team (IRT) is established to ensure that essential prioritization and ranking recommendations that lead to funding decisions are made as objectively as possible and without conflicts of interest. The IRT is intended to be composed of individuals who are independent of the CoC association, independent of CoC funding and who are neutral. They will come together as a team to independently review data, performance and make funding recommendations to the Governance Council and to the General Membership. The IRT may also play a role in performance evaluation as specified by this Charter or as requested by the Governance Council or General Membership.
- c. **Membership and Size:** The IRT shall be composed of a minimum of five (5) and a maximum of nine (9) members who meet the eligibility guidelines below.
- d. **Membership Eligibility:** The goal of populating the IRT is to recruit community stakeholders who have the competencies and skill sets necessary to review a variety of funding programs, requirements, proposals, and applications for funding, committing to use data to inform their recommendations. Therefore, the IRT should include individuals with the following skills, in addition to their objectivity:
 - Knowledge of the issues around homelessness;
 - Having a basic understanding federal, state and city funding processes;
 - Experience and/or understanding the review of competing applications and proposals, the ability to objectively compare and rank projects for funding;
 - The ability to identify needed data and information with which to better understand the proposals;
 - The ability to review and understand data and information regarding community need;

- The ability to understand Flint and Genesee County and the state of homelessness including existing resources and programs, risk factors, and unmet needs as well as external circumstances and future implications for the CoC mission; and,
- Understanding of agency capacity needed to meet funding requirements and to implement the proposals presented.

IRT members should have analytical skills, good communication skills and a commitment to assist the CoC in preventing and ending homelessness in Flint and Genesee County. They must also be able to commit the time needed for this process including a commitment to attend orientation and training meetings prior to the review of funding applications and must commit to reading relevant documents before voting on recommendations.

- e. Selection and Election: The IRT should have a diverse membership to ensure the group has diverse and informed perspectives.

IRT members should avoid conflicts of interest. Individual members should:

- Not be employees of an agency, or on the governing board of an agency, that receives competitively awarded CoC funds directly or as a sub-recipient;
- Not be representing a Coalition that currently represents CoC funded agencies or projects;
- Not represent government or at-large agencies that currently fund CoC projects;
- Not be consumers who receive subsidized housing and/or services from a CoC project;
- Not be part of the Governance Council.

The Nominating Committee is responsible for preparing a slate of nominees for the IRT in consultation with the Governance Council. A call for nominations from the General Membership shall be made prior to presenting the final slate to be voted on. A complete slate will be prepared by the Nominating Committee and presented to the General Membership. The slate should be presented to the COC General Membership at the meeting prior to the meeting at which a vote on the slate will be taken. No nominations will be taken from the floor. An affirmative vote of a

majority (51%) of General Members in good standing is required to elect members of the IRT.

Members of the IRT are elected as individuals, not as organizational representatives. If a member's status should change, e.g., a job change that makes them ineligible based on the above criteria, they must resign from the IRT.

- f. **Roles and Responsibilities:** The IRT is a vehicle for maximizing objective decision-making. The IRT makes recommendations regarding the annual prioritization of projects to be funded by sources such as the federal Housing and Urban Development (HUD), the Michigan State Housing Development Authority (MSHDA), Genesee County Metropolitan Planning Commission and the City of Flint. The IRT may also review and make recommendations on other issues on which Governance Council members find themselves with conflicts of interest as defined in the Charter. The Governance Council may also refer items to the IRT for review and recommendations at its discretion. The IRT also has a role in performance evaluation of CoC bodies as specified in this Charter, including its own peer review, and the annual review of the Governance Council, Infrastructure Organization, Collaborative Applicant, HMIS Administrator and the HARA.
- g. **IRT Informed Decision Making:** It is essential the IRT is informed and has access to all relevant information and data in a timely fashion. It is the responsibility of the Governance Council, HMIS Administrator, and the Infrastructure Organization (IO) to be proactive and to ensure the IRT has the information and capacity it needs to make appropriate recommendations and to adequately fulfill its responsibilities. The Governance Council, HMIS Administrator and the Infrastructure Organization (IO) must discuss how they will ensure independence of the IRT and at the same time ensure the IRT has the information they need to make appropriate decisions. To help ensure the IRT is prepared to review funding proposals, has adequate information and time to make informed recommendations, the following activities are required:
 - **Orientation and Training/Onboarding:** The Governance Council will, at least annually, present the mission, vision and strategic priorities to the IRT to ensure they have a clear understanding of the work, priorities and policy objectives of the CoC. The CoC will also develop policies and procedures for the IRT to use in their process. The orientation should include some history on the work of the CoC.

- Written materials: IRT members shall be provided with written documents that include, but are not limited to, the 10-year plan, annual plans, available data regarding programs, strategic plans, gaps analysis and any additional resources available that will support their informed decision making. The IRT may request additional information as needed throughout their review and recommendation process. Both the Governance Council and the Infrastructure Organization (IO) must be aware of the information provided to the IRT by the other.
 - Governance Council and Infrastructure Organization (IO) Liaisons: The Infrastructure Organization (IO) and the Governance Council will each appoint a designee to be available for consultation to the IRT during their meetings solely for the purpose of providing information and serving as a resource. These designees shall not participate in the discussion or vote but will present information to assist the IRT with questions or provide essential information for consideration. The designees may attend meetings and/or be available via electronic means in real time, to provide quick responses and information to the IRT as needed.
 - NOFO Preparation: When the Notice of Funding Opportunity (NOFO) is announced by HUD each year, the IRT will meet with the Governance Council (or a subgroup of the Council) and the Infrastructure Organization (IO) to review the scope, parameters and timeline of the NOFO.
 - Ongoing communication: There shall be ongoing communication between the Governance Council and IRT to ensure that decisions are well informed.
- h. Terms of Office: IRT members are expected to serve for at least a one-year term. There are no term limits and there is no expectation that members will be re-elected. Term renewal is subject to favorable recommendation by the IRT peer review and the Governance Council based upon attendance and performance. The Governance Council will make recommendations regarding the IRT membership and will present their recommendations to the General Membership, along with the Nominating Committee's slate of nominees, for approval. The Governance Council may solicit input and recommendations from the General Membership, the Infrastructure Organization (IO), HMIS Administrator, Collaborative Applicant and the HARA as part of their process.

- i. IRT Leadership: The IRT shall be led by two co-chairs who will be appointed by the Governance Council for the initial IRT. Thereafter the IRT may elect its own co-chairs each March to serve in that office for the full term. There should also be a balance between the two co-chairs regarding experience with this process so that one of the co-chairs has significant experience with this sector and the other co-chair has limited experience in this sector and therefore brings fresh perspective to this process.
- j. Funding Proposals Review Process: The IRT will meet annually during the CoC Program Competition (Notice of Funding Opportunity- NOFO) to recommend the ranking priority of new and renewal projects. Prior to meeting regarding the CoC Program Competition NOFO, the IRT shall meet with the Governance Council in a joint session to conduct a risk analysis that will inform guiding principles for ranking projects in the NOFO. The Governance Council retains the power and the responsibility to review the work and processes of the IRT.
- k. Voting and Quorum: Each member of the IRT shall have one vote. There shall be no proxies because the ongoing participation and knowledge of each IRT member is essential to the process. All votes of the IRT shall be made by roll call and shall be recorded to help maximize the transparency of the process. A quorum is 50% plus one of the IRT members in good standing.
- l. Recordkeeping: The IRT shall keep a record of each meeting and shall submit their meeting minutes to the Governance Council. It will be made available, by request, to all applicable stakeholders. The IRT will provide the scoring matrix with a narrated rationale to the Governance Council with any funding recommendations. The IRT will provide regular reports and updates to the Governance Council and the General Membership according to the process and policies relative to the IRT.
- m. Resignation and Removal: IRT members may resign at any time by notifying the co-chairs in writing. The Co-chairs shall report the resignation to the Governance Council. Members of the IRT may be removed, with or without cause, by a 75% vote of the General Membership at any meeting at which a quorum is present. In consultation with the General Membership, the Governance Council shall fill any vacancies for the balance of the vacated term and report the replacement to the CoC General

Membership. The Executive Committee could act, on behalf of the Governance Council, if the replacement is urgent and the Governance Council cannot meet in a timely manner.

- n. Conflict of Interest: All members of the IRT must complete a Conflict of Interest form annually, prior to and as part of their appointment to the Committee. At any point during their term on the IRT that a real or potential conflict arises for a member, they must disclose that conflict immediately, in writing, to the Governance Council and to the two co-chairs of the IRT. The procedure for managing a conflict of interest for the IRT members will be the same as the CoC conflict of interest policy and retained in the same manner by the Infrastructure Organization (IO).

Article 13: Role of the Infrastructure Organization (IO)

- a. Philosophy: The Flint/Genesee CoC is a collaboration and is not a legal entity and therefore cannot receive federal or state funding independently. The CoC must therefore, select and sign an agreement with an agency, or agencies, to serve as the grant recipient(s). The CoC may select a planning and coordinating body to serve as the Infrastructure Organization (IO). Specifically, the CoC selects a grant recipient, or recipients, including an Infrastructure Organization (IO) if desired, in compliance with federal funding from the Department of Housing and Urban Development (HUD) and other funders as appropriate.
- b. Definition: If the CoC selects an Infrastructure Organization (IO) it is a contracted entity that is managed by a Memorandum of Agreement (MOA) between it, the CoC and the Genesee County Metropolitan Planning Board of Commissioners. The MOA provisions may be determined by funding requirements that may change from time to time. The Infrastructure Organization (IO) may or may not also be the Collaborative Applicant for purposes of submitting a single application for funding on behalf of the community if so determined by the CoC. Some funding agencies also have requirements and responsibilities an Infrastructure Organization (IO) must meet.
- c. Eligibility: The Infrastructure Organization (IO) may be a nonprofit entity or it may be a

municipality. The Infrastructure Organization (IO) will be asked to provide information regarding its ability to fulfill the roles and responsibilities as specified in this document in any potential requests for a proposal or application for this designation.

- d. Roles and Responsibilities of the Infrastructure Organization (IO): The specific roles and responsibilities of the Infrastructure Organization (IO) shall be specifically included in a good faith Memorandum of Agreement to be signed by the designated Infrastructure Organization (IO), the Genesee County Board of Commissioners and the CoC Chairperson. The Infrastructure Organization (IO) only exists to support the CoC in meeting its mission of preventing and ending homelessness by helping develop a systemic response, increasing the capacity of the community in responding to homelessness, improving rapid re-housing practices and ameliorating systematic performance through the community. The Infrastructure Organization (IO) is not a direct service provider (except in temporary, emergency situations described in Article 19, Section c), but rather acts like a backbone organization to lead the work of the CoC. To that end, the Infrastructure Organization (IO) assists the community in promoting access to and effective utilization of mainstream programs for homeless individuals and their families, optimizing self-sufficiency. The Infrastructure Organization (IO) coordinates the work of the CoC and provides training and technical assistance as needed. The specific responsibilities of the Infrastructure Organization (IO) may include, in consultation with the Governance Council:

- Establishing a format for conducting meetings;
- Developing meeting agendas, meeting protocols, facilitation and conflict resolution procedures, including communication with all members, boards and committees, administrative and financial recordkeeping. This includes maintain a real-time attendance record of members in good standing, continuously updated files of membership forms including conflict of interest disclosures and signed code of conduct commitments;
- Defining roles and responsibilities of other key players in the CoC structure;
- Maintaining group processes and timely response to requests from the Governance Council and committees;
- Coordination and support in preparing homeless assistance opportunities for grant(s) and technical assistance annually;
- Assessing the CoC performance in terms of the community's strategic plan and funder requirements;

- Overseeing strategic planning efforts and ensuring the plan is reviewed annually;
- Maintaining a focus on goals, objectives and action plans;
- Providing information and data to the community to benefit the mission of the CoC including regular and timely communication;
- Grant and program monitoring and coordination;
- Reviewing HMIS data and proactively identify any concerns and present recommended action;
- Fiscal grant management including processing payment requests, reviewing eligible cost, invoicing and auditing; and,
- Conducting required environmental reviews.

The Infrastructure Organization (IO) is accountable to the Governance Council and the CoC General Membership as defined in this charter and in the MOA.

The Infrastructure Organization (IO)'s roles include leadership, planning, convening and resource management to build community-wide adoption of the CoC mission and the CoC strategic plan. The Infrastructure Organization (IO) works with partners and stakeholders to educate the community on the needs of the homeless population and providers of services, to encourage learning, and to share data, research and leverage resources to pursue the CoC mission. On behalf of the community, avoiding self-interest, the Infrastructure Organization leads the community in evaluating a variety of funding sources that will help the community build its capacity for preventing and ending homelessness including federal, state, local and private funding. The Infrastructure Organization (IO) should be seeking funding to ensure the system is funded and not seeking funding for its own purposes. The Infrastructure Organization (IO) also encourages the community in its continuous quality improvement efforts by evaluating and disseminating information and data on the performance of the system overall as well as individual agencies. The Infrastructure Organization (IO) must help drive the community to achieve performance above and beyond HUD and/or other funding agency(ies) requirements.

The IO must recognize that its employees which have responsibilities for CoC funded work, also work for the community and the IO should collaborate with the Governance Council, or its designee, when identifying staff

which will have key roles with the CoC and should involve the CoC in relevant hiring decisions as they occur to fill those key roles.

The Infrastructure Organization (IO) may or may not also be the Collaborative Applicant.

The Lead may or may not also be the HMIS Administrator. The HMIS Administrator is defined in Article 15 of this Charter.

The Infrastructure Organization (IO) has an ex-officio, non-voting designated seat on the Governance Council and is expected to actively participate and attend meetings (at least 75% of all meetings) of the Governance Council to learn and to share information essential for the effective functioning of the Governance Council and of the CoC. It is expected that the Infrastructure Organization (IO) will designate an appropriate and knowledgeable representative to serve on the Governance Council.

- e. Selection Process: The Infrastructure Organization (IO) shall be selected by a vote of the General Membership following a competitive Request for Proposals selection process, review by the IRT, Governance Council, and recommendation by the Governance Council to the General Membership. The Governance Council, in consultation with the General Membership will develop a policy and procedure for selection of the Infrastructure Organization (IO) including eligibility criteria, review criteria, the request for proposals process, the review process and the decision-making process and timeline. An RFP will be issued, at least every five years, according to the RFP Policy #201, to solicit competitive proposals, reviewed by the IRT with recommendations issued by the IRT to the Governance Council. The Governance Council will review the RFPs, the IRT's recommendations and will forward them, with comments, to the General Membership for review and selection of a Infrastructure Organization (IO).
- f. Memorandum of Agreement (MOA): The MOA between the CoC, potential other partners, and the selected Infrastructure Organization (IO) will include the term of the agreement. The MOA should include a provision for annual review and amendment of

the agreement as well as terms for termination of the agreement prior to its anticipated end date.

- g. **Performance Evaluation:** The MOA must also include terms of performance monitoring, evaluation and a plan of improvement where necessary. Failure to perform to established criteria will be grounds for termination or modification of the MOA. The performance of the IO will be assessed annually by the IRT and the Governance Council. The IRT will assess the IO based on criteria specified in the MOA using available data. The Governance Council will receive the IRT's assessment and will further evaluate the IO's performance based on all the information available to it. The Governance Council will present its recommendations to the General Membership including any recommendation to terminate the existing MOA and/or to issue an RFP at any time to replace the existing IO. The General Membership will vote on the recommendations.
- h. **Record Retention:** The MOA with the Infrastructure Organization (IO) should specify the records to be retained, the time period for the retention, the method of storage and any information needed to access the records in the future. In the event of a transition between agencies identified as the Infrastructure Organization (IO), a specific plan for the transition of data should be developed and approved by the Governance Council. This transition plan should be in place thirty days (30) prior to the transition date.

Article 14: Collaborative Applicant

- a. **Philosophy:** The Flint/Genesee County CoC is a collaboration and is not a legal entity and therefore cannot receive federal or state funding itself and must contract with an agency to serve as its fiduciary. In addition to contracting with a Infrastructure Organization (IO), the CoC may contract with a different entity to serve as the Collaborative Applicant.
- b. **Memorandum of Agreement (MOA):** The MOA between the CoC, potential other partners, and the selected Collaborative Applicant will include the term of the agreement. The MOA

should include a provision for annual review and amendment of the agreement as well as terms for termination of the agreement prior to its anticipated end date. The MOA must also include terms of performance monitoring, evaluation and a plan of improvement where necessary. Failure to perform to established criteria will be grounds for termination or modification of the MOA. The Collaborative Applicant must recognize that its employees which have responsibilities for CoC funded work, also work for the community and the Collaborative Applicant should collaborate with the Governance Council, or its designee, when identifying staff which will have key roles with the CoC and should involve the CoC in relevant hiring decisions as they occur to fill those key roles.

- c. **Determination:** The CoC General membership will decide at each opportunity, whether the community will submit one application on behalf of the entire community or whether there will be multiple applications. In either instance all HUD applications will be submitted by the Collaborative Applicant. The prioritization process, as specified in this Charter, in CoC policies and funding requirements, will apply in either case.
- d. **Roles and Responsibilities:** The roles and responsibilities of the Collaborative Applicant shall be specifically described in an MOA. The Collaborative Applicant is an eligible entity designated by the CoC to seek a Certificate of Consistency from the Genesee County Board of Commissions and to seek grants on behalf of the CoC and may be, if so contracted, responsible for submitting requests for funding from HUD, MSHDA and other funding sources. The County Certificate of Consistency is a condition of applying to HUD for funding. The selected entity to serve as the Collaborative Applicant completes a formal agreement with HUD and the Infrastructure Organization (IO) to serve as the Collaborative Applicant. The CoC may determine if the Collaborative Applicant should apply for designation as the Unified Funding Agency to be the fiscal agent for the CoC.
- e. **Eligibility:** The Collaborative Applicant may be a nonprofit organization or a municipality. The Collaborative Applicant may also be the Infrastructure Organization (IO) if so determined by the CoC. The Collaborative Applicant must work with the Infrastructure Organization (IO) to ensure funding requests and community capacity to deliver the work, are coordinated and compatible.
- f. **Selection Process:** The Collaborative Applicant shall be selected by a vote of the General

Membership following a competitive Request for Proposals selection process, review by the IRT, Governance Council, and recommendation by the Governance Council to the General Membership. The Governance Council, in consultation with the General Membership will develop a policy and procedure for selection of the Collaborative Applicant including eligibility criteria, review criteria, the request for proposals process, the review process and the decision-making process and timeline. An RFP will be issued, at least every five years, according to the RFP Policy #201, to solicit competitive proposals, reviewed by the IRT with recommendations issued by the IRT to the Governance Council. The Governance Council will review the RFPs, the IRT's recommendations and will forward them, with comments, to the General Membership for review and selection of a Collaborative Applicant.

- g. Performance Evaluation: The performance of the Collaborative Applicant will be assessed by the IRT and by the Governance Council. The IRT will assess the Collaborative Applicant annually based on criteria specified in the MOA using available data. The Governance Council will receive the IRT's assessment and will further evaluate the Collaborative Applicant's performance based on all the information available to them. The Governance Council will present its recommendations to the General Membership including any recommendation to terminate the existing MOA and/or to issue an RFP at any time to replace the existing Collaborative Applicant. The General Membership will vote on the recommendations.
- h. Record Retention: The MOA with the Collaborative Applicant should specify the records to be retained, the time period for the retention, the method of storage and any information needed to access the records in the future. In the event of a transition between agencies identified as the Collaborative Applicant, a specific plan for the transition of data should be developed and approved by the Governance Council. This transition plan should be in place thirty days (30) prior to the transition date.

Article 15: Role of the Homeless Management Information System (HMIS) Administrator

- a. Philosophy: The Homeless Management Information System is designated by the federal Department of Housing and Urban Development (HUD) to collect and manage data in compliance with HUD requirements as specified by legislation and to ensure the HMIS is

administered in accordance with the HEARTH Act.

- b. **Definition:** HUD requires that all communities have the capacity to collect unduplicated counts of individuals and families experiencing homelessness. Communities using the mandated HMIS for the CoC should be able to collect information from projects serving homeless families and individuals to use as part of their needs analyses and to establish funding priorities. The collection of data is a statutory requirement for recipients and subrecipients of the CoC program and Emergency Solutions Grant (ESG) funds. The CoC designates, through a process described in this Charter and in policy, an HMIS Administrator that has the capacity to run a system that collects and reports meaningful data and a culture to proactively share data, anticipating the information needs of the Governance Council and the General Membership, to ensure informed discussions and deliberations.
- c. **Roles and Responsibilities:** The HMIS Administrator is responsible for maintaining the CoC community's HMIS in compliance with HUD standards and coordinating all related activities including training, maintenance, and the provision of technical assistance to contributing organizations. In addition, the HMIS Administrator will:
- Develop data standards, a data privacy plan and a data security plan;
 - Train HMIS participating organizations on the HMIS;
 - Ensuring consistent participation of recipients and sub-recipients in the HMIS;
 - Monitoring HMIS participating organizations to ensure they execute a participation agreement and are complying with adopted policies and procedures including data quality, security and privacy, and providing technical assistance as needed;
 - Timely response (at a minimum within one week for a typical request and three (3) days for an urgent request) for licensing, data and technical assistance support;
 - Producing an Annual Performance Report (APR) and other reports using data from the HMIS;
 - Submitting reports required by HUD, which may change from time to time, but which may include the Point in Time Count (PIT), Housing Inventory Count (HIC), Longitudinal Systems Analysis (LSA), Annual Homeless Assessment Reports (AHAR), System Performance Measures (SPM), and the Consolidated Annual Performance and

Evaluation Report (CAPER); with all countywide reports reviewed and adopted by the Governance Council prior to submission;

- Actively seeking additional fiscal resources to develop the HMIS and integrate it into the larger human services information system infrastructure;
- Administering HMIS grant funds from HUD;
- With input from the CoC Analysis and Planning Committee, conduct an annual Point-In-Time (PIT) count per HUD's specifications;
- Monitoring recipient and subrecipient compliance with HUD regulations, monitoring performance and bring trends that highlight areas of concern to the Governance Council;
- Evaluating outcomes of projects funded under the CoC and ESG programs and report to HUD as required;
- Producing and submitting reports as needed for different funding streams within the CoC;
- Ensuring all participating agencies are aware of the responsibility to retain licenses for their agency;
- Participate in a performance review of its work for the CoC with the IRT and Governance Council;
- Providing information to local partners who are required to submit a Consolidated Plan to HUD annually; and,
- Assisting in renewing the HMIS grant in the annual HUD NOFO.

The HMIS Administrator must recognize that its employees which have responsibilities for CoC funded work, also work for the community and the HMIS Administrator should collaborate with the Governance Council, or its designee, when identifying staff which will have key roles with the CoC and should involve the CoC in relevant hiring decisions as they occur to fill those key roles.

The CoC will develop quality benchmarks for the HMIS Administrator and will hold them accountable for achieving these benchmarks. These benchmarks should be included in the MOA.

The HMIS Administrator has an ex-officio, non-voting designated seat on the Governance Council and is expected to actively participate and attend meetings of the Governance Council to learn and to share

information essential for the effective functioning of the Governance Council and of the CoC. It is expected the HMIS Administrator will designate an appropriate and knowledgeable representative to serve on the Governance Council.

- d. **Selection Process:** The HMIS Administrator shall be selected by a vote of the General Membership following a competitive Request for Proposals selection process, review by the IRT, Governance Council, and recommendation by the Governance Council to the General Membership. The Governance Council, in consultation with the General Membership will develop a policy and procedure for selection of the HMIS Administrator including eligibility criteria, review criteria, the request for proposals process, the review process and the decision-making process and timeline. An RFP will be issued, at least every five years, according to the RFP Policy #201, to solicit competitive proposals, reviewed by the IRT with recommendations issued by the IRT to the Governance Council.
- e. **Memorandum of Agreement:** A Memorandum of Agreement will be entered into with the selected HMIS Administrator. A sample MOA is attached to Governance Policy on Issuing RFPs, Policy # 201. The MOA should be signed by an Officer of the CoC, as delegated by the General Membership, the Infrastructure Organization (IO) and the Genesee County Metropolitan Planning Commission.
- f. **Performance Evaluation:** The performance of the HMIS Administrator will be assessed annually by the IRT and by the Governance Council. The IRT will assess the HMIS Administrator based on criteria specified in the MOA using available data. The Governance Council will receive the IRT's assessment and will further evaluate the HMIS Administrator's performance based on all the information available to them. Performance criteria should be included in the MOA. Any sanctions to be taken should be consistent with those included in the MOA including any dissolution or termination clauses. The Governance Council will present its recommendations to the General Membership including any recommendation to terminate the existing MOA and/or to issue an RFP at any time to replace the existing HMIS Administrator. The General Membership will vote on the recommendations.
- g. **Record Retention:** The MOA with the HMIS Administrator should specify the records to be

retained, the time period for the retention, the method of storage and any information needed to access the records in the future. The HMIS Administrator must ensure that all participating Agency Administrators are compliant with the required record and retention practices for each participating organization. In the event of a transition between agencies identified as the HMIS Administrator, a specific plan for the transition of data should be developed and approved by the Governance Council. This transition plan should be in place thirty days (30) prior to the transition date.

Article 16: Role of the Housing Assessment Referral Agency (HARA)

- a. Philosophy: The Housing Assessment Referral Agency (HARA) is the entity designated by the State of Michigan for communities across the State to serve as single points of entry for homeless persons in a given community.
- b. Definition: HARAs work with other service providers to ensure access to resources to assist homeless individuals, or individuals at-risk-for homelessness, is optimized and based on assessment of need. The CoC is a collaboration of agencies working to prevent and reduce homelessness and coordinates programs throughout Flint and Genesee County, including, but not limited to those funded by federal agencies such as HUD and state agencies such as MSHDA. MSHDA has required HARAs, as approved by the CoC, to help ensure all individuals receive the services they need and to maximize the use of resources. The HARA is a contracted entity that is held accountable by a Memorandum of Agreement (MOA) between it and the CoC and potentially other partners such as a municipality. The MOA provisions may be determined by funding requirements that may change from time to time. The HARA works with the CoC to ensure quality service delivery and practices strength-based case management.
- c. Roles and Responsibilities: The HARA may be a nonprofit entity or it may be a municipality. The roles and responsibilities shall be specifically included in a Memorandum of Agreement (MOA) to be signed by the designated HARA, the CoC and potentially other partners as determined by the Governance Council. The goals of the HARA are to assist the CoC in meeting its mission of preventing and ending homelessness by helping develop a systemic response, increasing the capacity of the community in responding to homelessness and

improving rapid re-housing practices and performance throughout the community.

- The HARA provides centralized intake and housing assessment, ensuring a comprehensive housing delivery system to the community.
- HARAs practice shelter diversion and work to rapidly re-house people who are homeless, including survivors of domestic violence.
- HARAs use the Homeless Management Information System (HMIS) to enter client information, routinely review HMIS data and outcome performance, provide services and make referrals as appropriate.
- HARAs also submit quarterly reports supported by HMIS data to the Grant Fiduciary as outlined in each Emergency Solutions contract.
- The HARA works with all partner agencies to ensure the Coordinated Entry systems are working effectively.
- The HARA also assists the community in promoting access to and effective utilization of mainstream programs for homeless individuals and their families, optimizing self-sufficiency.
- The HARA oversees compliance and efficiencies of the programs it helps fund.
- The HARA has an ex-officio, non-voting designated seat on the Governance Council and is expected to actively participate and attend meetings (at least 75% of GC meetings) essential for the effective functioning of the Governance Council and of the CoC. It is expected the HARA will designate an appropriate and knowledgeable representative to serve on the Governance Council.

The HARA must recognize that its employees which have responsibilities for CoC funded work, also work for the community and the HARA should collaborate with the Governance Council, or its designee, when identifying staff which will have key roles with the CoC and should involve the CoC in relevant hiring decisions as they occur to fill those key roles.

- d. Selection Process: The HARA shall be selected by a vote of the General Membership following a competitive Request for Proposals selection process, review by the IRT, Governance Council, and recommendation by the Governance Council to the General Membership. The Governance Council, in consultation with the General Membership will develop a policy and procedure for selection of HARA including eligibility criteria, review criteria, the request for proposals process, the review process and the decision-making process and timeline. An RFP will be issued, at least every five years, according to the RFP

Policy #201, to solicit competitive proposals, reviewed by the IRT with recommendations issued by the IRT to the Governance Council. The Governance Council will review the RFPs, the IRT's recommendations and will forward them, with comments, to the General Membership for review and selection of the HARA.

- e. Memorandum of Agreement: A Memorandum of Agreement (MOA) will be entered into with the selected HARA. A sample MOA is attached to Governance Policy on Issuing RFPs. Policy # 201. The MOA should be signed by an Officer of the CoC as delegated by the General Membership, the HARA and the Genesee County Metropolitan Planning Commission.
- f. Performance Evaluation: The performance of the HMIS Administrator will be assessed annually by the IRT and by the Governance Council. The IRT will assess the HMIS Administrator based on criteria specified in the MOA using available data. The Governance Council will receive the IRT's assessment and will further evaluate the HMIS Administrator's performance based on all the information available to them. Performance criteria should be included in the MOA. Any sanctions to be taken should be consistent with those included in the MOA including any dissolution or termination clauses. The Governance Council will present its recommendations to the General Membership including any recommendation to terminate the existing MOA and/or to issue an RFP at any time to replace the existing HMIS Administrator. The General Membership will vote on the recommendations.
- g. Record Retention: The MOA with the HARA should specify the records to be retained, the time period for the retention as directed by the funder, the method of storage and any information needed to access the records in the future. In the event of a transition between agencies identified as the HARA, a specific plan for the transition of data should be developed and approved by the Governance Council. This transition plan should be in place thirty days (30) prior to the transition date.

Article 17: Coordinated Entry

- a. Philosophy and Guiding Principles: The CoC's Coordinated Entry (CE) system is designed to ensure people experiencing homelessness or who are at risk of homelessness throughout the entire geographic area served by the CoC, are able to enter programs and are prioritized and matched to the appropriate program(s). The CE will operate with a person-centered approach and with person-centered outcomes. All persons will be given consistent information and support to access needed services. The CoC will adopt an approach to CE which ensures that no matter which homeless assistance provider a person goes to for assistance they will have access to the same resources, referrals, and assessment and prioritization processes. The CoC, in consultation with recipients of Emergency Solutions Grant (ESG) Program funds, will establish and consistently follow written standards for providing CoC assistance including development of formalized policies and procedures for the coordinated entry process. The CE program will be administered consistent with the CoC's commitment to diversity, equity and inclusion.
- b. Definition: Through the federal HEARTH Act, the US Department of Housing and Urban Development (HUD) published rules that require CoCs to operate a Coordinated Entry systemic response to homelessness in our community. HUD requires each CoC to establish and operate a centralized or coordinated assessment system. Coordinated entry processes are intended to help the community prioritize assistance to ensure that persons who are most in need of assistance receive it in a timely manner. With the collection of appropriate data, the CE program can also provide information to the CoC and other stakeholders about service needs and gaps, which helps the CoC strategically allocate current resources and identify the need for additional resources.
- c. CE System: The CE system will ensure that all potentially eligible HP participants will be screened for homelessness prevention assistance, regardless of the access point at which they initially seek assistance. The CoC will use the CE process to prioritize homeless persons within the CoC's geographic area for access to housing and services based on a specific and definable set of criteria that are made publicly available and which must be applied consistently throughout the CoC for all populations. The CE system must adhere to all jurisdictionally relevant civil rights and fair housing laws and regulations. All people in different populations and subpopulations in the CoC's

geographic area, including people experiencing chronic homelessness, veterans, families with children, youth, and survivors of domestic violence, shall have fair and equal access to the coordinated entry process. All persons fleeing or attempting to flee domestic violence, data violence, sexual assault, stalking or human trafficking shall have immediate and confidential access to available crisis services within the CoC geographic area.

- d. **Participation Expectations- Organizations and Programs:** All CoC funded programs are required to participate in the CoC Coordinated Entry system. All participating providers will use the CE standardized process that will ensure uniform decision-making. Participating agencies are required to notify and obtain participant consent for the collection, use, and disclosure of participants' personally identifiable information. Services must be accessible to all persons regardless of disability including a limited ability to read and understand English.
- e. **Participation Expectations- Individuals:** Individuals entering the CE system have the autonomy to identify whether they are uncomfortable or uncomfortable, or unable to answer any questions during the assessment process, or to refuse a referral that has been made to them. In both instances, the refusal of the participant to respond to assessment questions or to accept a referral shall not adversely affect their position on the CE's prioritization list. Some funders require collection and documentation of a participant's disability or other characteristics or attributes as a condition for determining eligibility. Participants who choose not to provide information in these instances could be limiting potential referral options.
- f. **Policies and Procedure:** The CoC will develop CE policies and procedures consistent with requirements of the CoC program and the Emergency Solutions Grants (ESG) Program. The policies will address annual training, updating training protocols, annual review of the CE policies and procedures, standardized assessment program, prioritization process, referral process and evaluation and accountability. The Governance Council will be responsible for the revision, review, and approval of the CE Policies & Procedures. The revision process will be completed at least once annually. The Governance Council may delegate the work to a committee but is responsible for ensuring it is adequately completed.

Article 18: Committees

- a. General Guidelines and Principles: The CoC will establish standing committees to carry out its responsibilities and may, as needed, create special or ad hoc committees with a more time-limited purpose. The following guidelines and principles will apply to all standing, special, and ad hoc committees (hereafter referred to as “committees”). Unless otherwise determined, the Infrastructure Organization (IO), HMIS Administrator and the HARA will provide support and technical assistance to the committees.
- b. General Participation Expectations: All General Members are expected to participate in the work of at least one committee. Service on the Governance Council meets the committee participation requirement.
- c. Committee Performance Expectations: Committees are expected to create an annual calendar of meetings and to establish a basic annual work plan with goals for their work and to present an end-of-year annual performance report of accomplishments, lessons learned and any changes recommended to their structure or their purpose to the Governance Council for review. Committees may form subcommittees to undertake a subset of the committee’s work, such as a Point In Time subcommittee or Homelessness Awareness week subcommittee. The annual work plan and annual end-of-year performance report of each committee will be submitted to the Governance Council and to the General Membership.
- d. Committee Formation and Composition: Committees membership will be reviewed annually and adjustments made as needed in terms of size, skills and competencies needed and membership needed. Committee membership should be consistent with the Guiding Principles (stated in Article 3 above) ensuring committee membership is appropriately representative, diverse, equitable and inclusive. General Members should indicate their preference for committees on which they would like to serve. The Governance Council will review the committees annually to ensure their purpose continues to be essential, the composition of the committees is representative and appropriate for the work to be done. A vote of the Governance Council is required to create a new committee.

The Governance Council will propose the list of committees at the beginning each year in March and will recommend co-chairs for each committee, with the exception of the Executive Committee, to the General Membership for approval.

The co-chairs are responsible for populating their committees each year, consistent with the terms, expectations, representation and other factors described in this Charter.

- e. **Committee Leadership:** All committees will have co-chairs recommended by the Governance Council and approved by the General Membership. Co-Chairs may determine an appropriate size for their respective committee. Contact information for all Committee Co-Chairs shall be available on the Infrastructure Organization (IO) and/or CoC website as appropriate. Co-Chairs are responsible for evaluating member participation to ensure an active membership is maintained.
- f. **Committee Charters and Authority:** Each committee shall develop and annually review its charter. Committees do not have authority for decision-making on behalf of the CoC, with the exception of the Executive Committee as specified in this Charter, unless specifically delegated by a vote of the General Membership.
- g. **Recordkeeping:** All committees are expected to maintain meeting minutes or summaries that capture critical issues and the discussions from each meeting as well as member attendance. These summaries will be shared with the General Membership and Governance Council each month as part of the monthly meeting materials and posted on the Infrastructure Organization (IO) and/or CoC website once approved. The IO is responsible for obtaining all committee reports and sharing them with the Governance Council and the General Membership in a timely manner.
- h. **Participation, Attendance and Purpose:** All committee members are expected to be active and informed participants, reading distributed materials, attending meetings, providing input and to be engaged in the committee's purpose. Members are expected to attend at least seven (7) out of twelve (12) meetings (58%) on a rolling 12-month basis. Members are responsible for seeking information or updates from meetings they missed.

- i. **Committee Meeting Frequency and Location:** Committees are generally expected to meet monthly at a date and time determined by the committee with the leadership of the Co-Chairs. Meetings may be held in-person or virtually as determined by the Co-Chairs in consultation with the Governance Council.
- j. **Member Orientation:** Committee Co-Chairs are responsible for establishing the structure of an orientation for all new committee members to ensure each participant understands the committee's purpose, structure and function. A written record of the orientation, including attendance, shall be submitted to the Governance Council at least annually or more often in additional new members are added.
- k. **Terms:** All committee memberships are for one-year with no term limits. Co-Chairs also serve for a one-year term, with no term limits, however the Governance Council should review committee leadership to ensure it is representative, diverse and inclusive and that the leadership is balanced in terms of experience and new perspectives.
- l. **Collaboration:** Committees may collaborate with partners who are not directly part of the CoC.
- m. **Committee Support:** The Infrastructure Organization (IO), the HMIS Administrator and the HARA should provide data, information and technical support to committees as requested. The Governance Council should be consulted if there are any concerns in this regard.
- n. **Standing Committees:** Standing committees are established by this Charter. Any changes to the standing committees require a Charter amendment.
- o. **Executive Committee:** The Executive Committee is a Standing Committee. It includes the four Officers of the CoC and up to three additional at-large members from the Governance Council. The primary purpose of the Executive Committee is to act on behalf of the CoC as delegated, to act when the Governance Council cannot meet in a timely fashion and to focus on organizational affairs. Any action taken by the Executive Committee must be ratified by the Governance Council at its next meeting.

- p. **Nominating Committee:** The Nominating Committee is a Standing Committee of the CoC and includes members of the Governance Council and members from the General Membership. Its primary task is to prepare and present slates of nominees for the regular terms of Governance Council members, Co-chairs, and IRT and for the Executive Committee, including Officers and At-Large Members as they expire and to propose nominees for vacancies as they occur. The nominating process includes analyzing the needs and attendance of said groups, identifying potential nominees, preparing and presenting a slate of nominees to the General Membership for election. The Nominating Committee must also consider the balance of undesignated and designated seats, term limits, and ensure diversity, inclusion and equity in the membership. There may not be more than one representative from an Organizational Member on the Governance Council at any given time. This committee will take CoC recommendations to the Governance Council for support and finally the CoC will conduct a majority vote for approval of each candidate. The inaugural Nominating Committee will be selected by the Executive Committee providing recommendation for initial members for this committee to the General Membership for approval.
- q. **Fiscal Oversight:** The Fiscal Oversight Committee is responsible for reviewing spending reports, reviewing funding, evaluating resource needs and opportunities, providing appropriate data to the IRT; working with the Infrastructure Organization (IO), HMIS Administrator, and HARA ensuring all resources received are accounted for and properly managed, assuring there is no waste and no fraud or abuse of funds. The Fiscal Oversight Committee also works with the Infrastructure Organization (IO) to raise additional funding and resources for the CoC, homelessness prevention funding and other needed resources consistent with the mission of the CoC.
- r. **Interagency Service Team (IST):** The IST works in conjunction with the Quality By Name List, Veterans By Name List, Coordinated Entry, priority subpopulations, case review, crisis system transition, and rapid rehousing for the community's collective case management with the sole purpose of reducing barriers and resolving issues necessary to serve client needs.
- s. **Analysis and Planning:** The Analysis and Planning Committee is focused on data gathering, developing and implementing the ten-year plan and annual plans, policy and systems change recommendations, continuous quality improvement, overall evaluation. The CoC will use its

Point In Time Count and other available data to analyze racial disparities among people experiencing homelessness as a critical step in identifying and changing racial and ethnic bias in systems and services.

- t. **Community Engagement:** The Community Engagement Committee focuses on outreach, Social Security Outreach Accessibility Recovery (SOAR), and special events such as Homelessness Awareness Week, Project Community Connect, Veterans Stand Down and others determined from time to time.
- u. **Justice and Advocacy/Policy:** The Justice and Advocacy Committee focuses on policy issues around employment, income, ID task force, evictions, homeless court, and returning citizens work.
- v. **System Infrastructure:** The System Infrastructure Committee focuses on HMIS Administrator oversight, systems data and performance management, legal and technical issues, the Point in Time project and systems improvements.

Article 19: CoC Programs

- a. **Definition:** The following general policies apply to CoC programs for which the CoC votes on funding priorities and recommendations. The programs may be recipients of HUD or sub-recipients of grants responsible to the Infrastructure Organization (IO) as defined in this Charter.
- b. **Expectations of CoC Funded Programs/Agencies:** Funded programs are expected to:
 - Meet all grantor (HUD, MSHDA, Genesee County, City of Flint) and other funding criteria (i.e. generally accepted accounting principles) and to pass monitoring of funders without findings or to satisfactorily address any findings with corrective actions. Future monitoring visits by funders and any audits should show evidence of implementation of corrective action.
 - Funded programs must be programs of an Organizational Member in good standing.
 - HMIS data quality reports must be provided at every CoC General Membership meeting.

- A designated representative must participate in CoC committees.
- c. Removal of a CoC Program: In the event a CoC program is removed from an agency, the Infrastructure Organization (IO) shall be responsible for identifying a suitable replacement by identifying:
- An agency with the capacity to facilitate the program based on past experience with similar programs and/or a written outline for how the program will be facilitated.
 - The agency must be on HMIS or have the capacity to join HMIS prior to the program being transferred.
 - The agency must be a COC agency in good standing.
 - The agency must have a willingness to facilitate the program.

In the event there is more than one agency that meets the criteria for facilitating the program, an RFP will be distributed by the CoC Infrastructure Organization (IO) and a recommendation will be made by the Independent Review Team regarding which agency should receive the contract. The Governance Council will review the recommendation and forward it to the General Membership, with comment, for a vote. In the event there is no CoC agency that meets criteria a non-CoC agency may be considered.

In the case of an emergency, as deemed by the Governance Council, when a replacement agency is not readily available but the program work must continue, the Infrastructure Organization (IO) may temporarily take on the role and funding of the service provider to ensure the essential work continues, however, the selection and transition process must continue at an accelerated pace to replace the removed program provider.

- d. Program Evaluation: The CoC is committed to the principle that evaluation is essential to ensuring that agencies offering supportive housing programs and emergency Shelter Grant programs funded through the CoC have demonstrated value to the persons they serve. Quality and value are determined by the CoC's on-site observations including review of documents such as monitoring letters, Annual Progress Reports, interviews with agency staff, client feedback, peer feedback, grievance reports, etc. that are shared with the Analysis and Planning Committee. Evaluation also includes agency presentations to the Analysis and Planning Committee. All agencies funded through specified grant sources will be evaluated by the IRT on a rotating basis with each being evaluated at a minimum of once per year.

Committee members participating in the evaluation process may not be employed by agencies in receipt of CoC funding or have a real or perceived conflict of interest.

Article 20: Other

- a. Operating Year: The operating year of the CoC shall be January 1.
- b. Amending the Charter: The Governance Council will review this Governance Charter on an annual basis and make changes or additions as required by changes in regulations or statutes or in order to advance the goals and mission of the CoC. This Governance Charter and every subsequent amendment to it must be approved by a super majority of the General Members, requiring at least a 75% affirmative vote. The Governance Council, will review the Governance Charter annually and recommend changes to the General Membership once a year. Changes to the Charter should be considered once a year, however, if there is an urgent need to amend the Charter prior to the end of year review, the Governance Council shall make such recommendations to the General Membership with an explanation as to why the changes need to be considered. A super majority, 75% or more of the General Membership in good standing, must vote in the affirmative for a motion to pass in order to amend the Governance Charter. Recommendations for changes to the Charter must be submitted to the General Membership in writing, including the rationale for the change thirty (30) days prior to the vote of the General Membership on the proposed change(s). A cumulative list of all amendments to the Charter must be maintained and attached to all future copies of the Charter. The footnote on the Charter must be updated to indicate the date of the annual review and approval of the Charter and any changes thereto. The format for the record of amendments is included in Appendix B.
- c. Requests for Support: In the event an agency would like to request a letter of support from the CoC, that agency must provide a 30-day notice to the CoC Chair and/or Secretary for the Governance Council's deliberation. The requesting agency must be specific regarding the purpose of the letter and the information required as well as the timeline for a letter of support. In extenuating circumstances when a letter of support is desired prior to the next CoC Governance Council meeting, the Executive committee may consider meeting with the agency to determine if a letter of support from the CoC is appropriate.

Letters of support, if approved by the Governance Council or the Executive Committee, will be signed by the Secretary and reported to the General Membership.

Article 21: Definitions

Flint/Genesee Continuum of Care (CoC) – The Flint/Genesee CoC, identified by HUD as Region MI505, is the county’s community-based homeless assistance program planning network. It is composed of representatives from organizations such as nonprofit homeless 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 that serve homeless and formerly homeless veterans, and homeless and formerly homeless persons to the extent these groups are represented within the geographic area and are available to participate. [Hearth Act §578.5(a)] ^(b) While the CoC’s work will focus, at a minimum, on those services funded through HUD’s Continuum of Care, Michigan State Housing Development Authority, Genesee County Metropolitan Planning Commission and City of Flint Emergency Solutions Grant (ESG) programs, its work is intended to be generally inclusive of all housing and services for people experiencing homelessness or at risk of becoming homeless, regardless of the funding source associated with the services.

The CoC program represent one of HUD’s funding streams. HUD supports transitional housing, permanent supportive housing for persons with disabilities, permanent housing, supportive services, and the HMIS.

General Membership (GM): The Flint/Genesee CoC is the collective membership body of representative stakeholders engaged in ending and preventing homelessness in Flint and Genesee County.

Governance Council (GC): The Governance Council is the leadership body of the CoC under the terms of this Charter, responsible for the strategic operations of the CoC, ensuring all activities of the COC are aligned with the mission and are conducted in accordance with this Charter.

Infrastructure Organization (IO) : The entity selected by the CoC to serve as the backbone agency and which provides administrative and technical support to the CoC Governance Council, Executive Committee and all CoC committees. The Infrastructure Organization (IO) provides necessary functions

such as facilitation of the CoC, planning, performance monitoring, education and training, and submission of the annual collaborative program grant applications and reports. It ensures all federal program and compliance requirements are met. It is vital that this agency is proactively addressing emerging trends in the community and concerns within the CoC.

Collaborative Applicant (CA): The Collaborative Applicant is designated by the CoC to apply for grants from HUD and other governmental and philanthropic organizations on behalf of the CoC. The Collaborative Applicant may also serve as the Infrastructure Organization (IO).

Homeless Management Information System (HMIS) and HMIS Administrator: The HMIS is created to comply with HUD requires as specified and to ensure the HMIS is administered in accordance with HUD's data collection and reporting standards. An agency is designated by the CoC to function as the HMIS Administrator. This role ensures all participating agencies are in compliance with the system, privacy, and reporting guidelines. Additionally, the entity must submit all standard countywide data and reports. The HMIS Administrator is further expected to provide technical assistance, training, and data information, while maintaining the high quality data standards for all participating agencies.

Housing Assessment Referral Agency (HARA): The CoC designates an agency to serve as the HARA. The State of Michigan mandates all counties have a HARA assuring a comprehensive communitywide service and housing delivery system. HARAs practice shelter diversion and work to rapidly re-house people who are experiencing homelessness.

Independent Review Team (IRT): The IRT is a body that serves as a mechanism to ensure objective decision-making. The IRT reviews funding priorities and makes recommendations to the Governance Council and then to the General Membership. The IRT is also involved in the performance evaluation of the CoC structural elements including the GC, Committees, and contracted entities.

Advisory Council (AC): The CoC may, from time to time, establish a volunteer community leadership Advisory Council, comprised of community stakeholders and leaders who may provide a needed perspective or specific expertise to the Governance Council and the CoC under the terms of this Charter.

HEARTH Act The Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act provides funding to communities under the Homeless Continuum of Care Program and is administered by the US Department of Housing and Urban Development (HUD.) The HEARTH Act charges communities with specific responsibilities.

Unified Funding Agency The UFA is an eligible applicant, selected by the CoC, to apply for a grant for the entire CoC, and that has the capacity to carry out the duties specified in the Federal Register, 24CFR 578.11 (b) and which is approved by HUD and to which HUD awards a grant. The UFA takes upon itself to fulfill all commitments stated in the CoC consolidated application to HUD.

APPENDICES

Appendix A: Membership Form

Thank you for your interest in being a part of the Flint/Genesee Continuum of Care, and making a difference in the lives of people who experience homelessness in our communities.

Please complete this form and send via email to _____, or by mail to _____.

(1) General Information

Name: _____ [SEP]

Agency (if any): _____ [SEP]

Title/Position: _____ [SEP]

Address: _____

Phone Number(s): _____

Email Address (this will be used for routine and special CoC communications):

(2) Type of General Membership Requested (Please select one):

Individual Membership: Anyone interested in helping to create local solutions to homelessness in Flint and Genesee County can join the Continuum of Care (CoC) as an Individual general member. General members should regularly attend CoC General Membership meetings and are also expected to be active members on at least one CoC committee. Members in good standing, who meet participation and member expectations, are eligible to vote on issues as described in the Charter.

Organizational Membership: Any organization interested in helping to create local solutions to homelessness in Flint and Genesee County can join the Continuum of Care (CoC) as an Organizational General Member. General members should regularly attend CoC General Membership meetings and are also expected to be active members on at least one CoC committee. Organizational General

Members may have more than one representative attend meetings however only one representative may vote on behalf of the Organization (one vote per organization.) Members in good standing, who meet participation expectations, are eligible to vote on issues as described in the Charter. Each representative of an Organizational Member must complete a Membership Form for purposes of attendance recordkeeping, communication and as a means for the CoC to ensure it is reaching a diverse and inclusive constituency helping to guide its work.

Name of designated member to vote on behalf of Organization:_____

Name of designated alternate to vote on behalf of Organization in the absence of the Designated Organizational Member:_____

(3) Committee Participation: Each Member (each Individual Member and each representative of an Organizational Member) is encouraged to identify the Committee(s) you are interested in joining. You will be contacted by the CoC regarding committee membership and meeting information. Most committees meet monthly during the work day.

Please select and circle the committee(s) that you are interested in joining:

1
SEP

- **Community Engagement** -Engage in outreach and recruitment for CoC membership; create community events to engage the broader community in the mission
- **Interagency Service Team**—Works on coordinated entry, by name lists, case review, coordinating services to clients; provide feedback and analysis of intake process.
- **System Infrastructure** —Develops and reviews systems data, performance, continuous systems improvements, point-in-time count.
- **Justice and Advocacy**—Develop an advocacy and policy agenda, and promote solutions to homelessness among local and state leaders and elected officials; focus on specific objectives around IDs, evictions, homeless court, employment
- **Analysis and Planning** – Identifies gaps in services or service connections for people who are experiencing homelessness, and develop strategies for enhancing or expanding access to community services for people who are homeless
- **Fiscal Oversight** – Works to ensure appropriate use of all funds and resources; seeks additional resources, provides financial data for funding priority recommendations

(continued)

3) Membership Expectations

- ☐ I affirm that I have received a copy of the CoC Charter and/or I have been informed as to how to access the Charter.
- ☐ I have received a copy of the Code of Conduct policy and commit to following it, meeting Member Expectations as described in the Charter and in the policy.
- ☐ I have received a copy of the CoC Conflict of Interest Policy and commit to adhering to that policy, disclosing any actual, potential or perceived conflicts in a timely and complete manner.

Signature

Date

Appendix B: Record of Charter Amendments

The following information shall be collected and maintained for all changes to the Governance Charter. This cumulative history shall be permanently attached to the Governance Charter and updated in real time.

Review and Updating History

____(year)____

EXAMPLE

Date Revision Approved	Summary	Motioned by	Seconded by	Final Vote
November XX, 20XX	Adding CE Lead as a designated agency: Coordinated Entry (CE) Lead has always functioned as a designated agency, so this names it as such. The CE Lead provides data directly to the board, another way in which it acts as a designated agency.	Identify name of individual making motion	Identify name of individual supporting the motion	Yes (95%)
November XX,, 20XX	Adding “designating the CE Infrastructure Organization (IO)” as a responsibility of the CoC: Same as above			Yes (100%)
November XX, 20XX	Update language in second to last paragraph, to reflect language on page 9 which states “appointed seats have a 3-year term limit” To have consistent language throughout the charter.			Yes (95%)
				Yes (89%)
				Yes (90%)

Appendix C: Organizational and Governance Policies

Policies 100-199: CoC Membership

Policy #101: Code of Conduct

Policy #102: Conflict of Interest

Policy #103: Grievance Policy

Policy #104: Committees

Policies 200-299: Business Relationships

Policy #201: Issuing a Request for Proposals

Policy #203: Performance Evaluation of Recipients and Sub-recipients

Policies 300-399: Operations

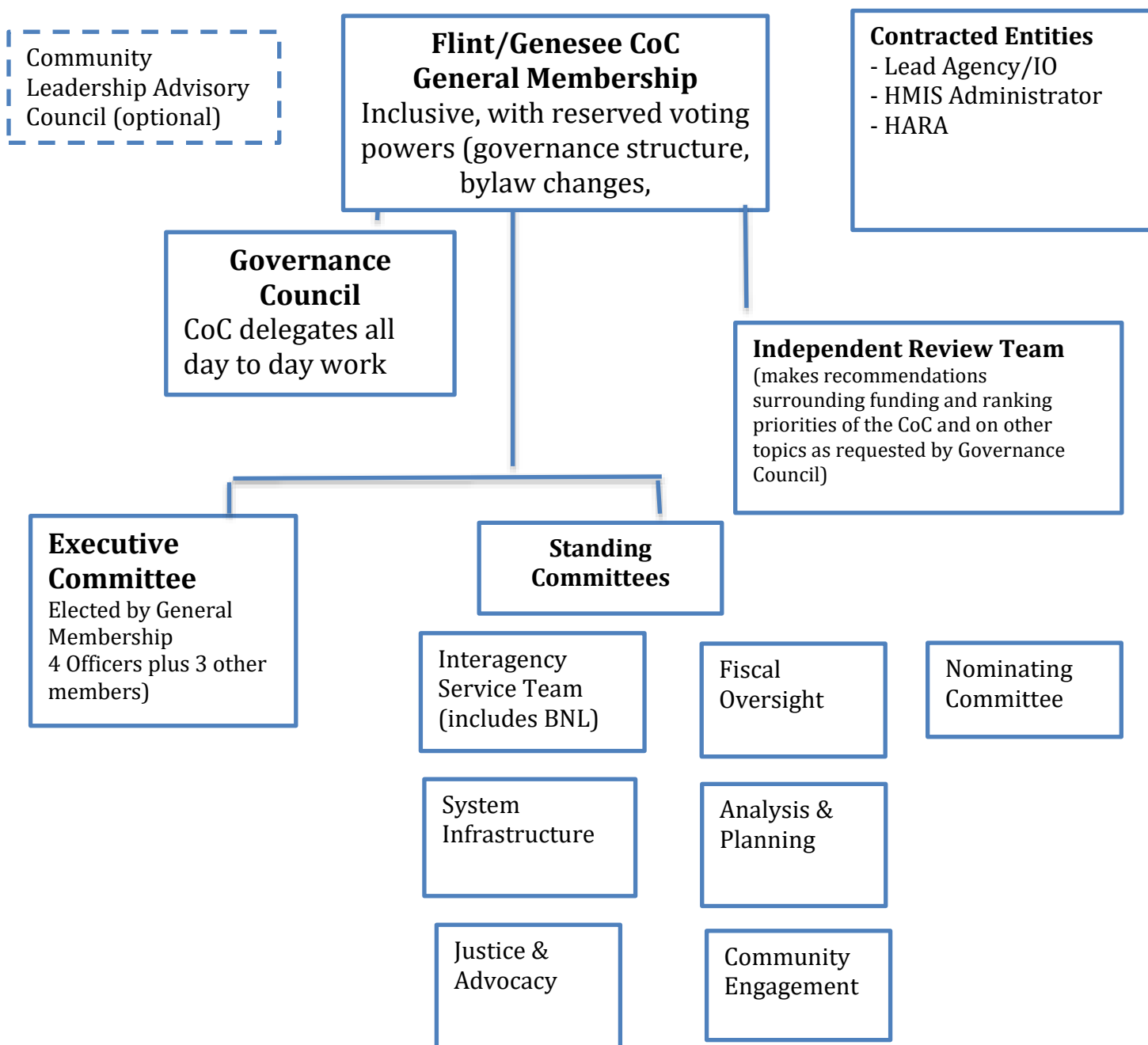
Policy #301: IRT Process and Procedures

Policy #302:

Policies 400-499: Constituencies

Policy #401:

Appendix D: Organizational Structure Chart



Appendix E: Glossary of Terms

To be attached

Appendix F: Charter Development Process

Milestones:

- October 2020: Work began with the creation of a Governance Work Group to focus on development of a Charter and the selection of a consultant.
- October 2020: The Governance Work Group began meeting every other week and provided monthly updates to the General Membership and its monthly meetings. The Governance Council was also updated regularly.
- January 13, 2021: Several structural options were developed and presented to the General Membership for their review and selection.
- February 10, 2021: A presentation was made to the General Membership with an update on the work and requests for input on several topics: developing an Independent Review Team as part of the CoC process, developing two membership categories, a new committee structure, the roles of the lead agency and the HARA, reporting requests and a new draft statement on diversity, equity and inclusion. Break-out groups met on each topic and a follow-up survey was provided for additional input.
- May 12, 2021: Several draft sections of the Charter were presented to the General Membership including the roles and responsibilities of the lead agency, HARA, Independent Review Team, the draft Request for Proposals policy and timeline.
- August 11, 2021: The General Membership was updated with a presentation on the Independent Review Team section, membership expectations and participation requirements, and proposed new committee structure. A follow up survey was also available for additional feedback.
- September 8, 2021: A comprehensive review of the draft Charter, highlighting changes from the previous documents, was presented to the General Membership. One-on-one meetings with any interested individual or organization was offered, to further explain or discuss any aspect of the draft.
- October 29, 2021 to November 12, 2021: Four Charter Review Sessions scheduled for the purpose of presenting key elements of the Charter with an opportunity for all members to hear and comment on the ideas, ask questions and make suggestions. All General Members were invited with multiple notices. All presentations were recorded and published on CoC Governance YouTube channel.
- October 29, 2021: First of four Charter Review sessions presented on Governance and Membership, highlighting all the related provisions in the Charter.
- November 3, 2021: Second Charter Review session presented in partnership with Metro Development, the CoC Lead Agency, reviewing the Charter sections proposed for the Lead Agency/Infrastructure Organization, HMIS Administrator and Collaborative Applicant.
- November 5, 2021: Third Charter Review session presented in partnership with Catholic Charities, the CoC Housing Assessment Referral Agency (HARA) on the draft sections related to the HARA.
- November 12, 2021: Fourth Charter Review session presented on draft provisions in the Charter

addressing performance evaluation, accountability and continuity.

- December 6, 2021: Town Hall presentation held for all members on the complete draft Charter, distributed to all members along with a number of supporting documents. All members were invited to attend and the draft Charter was reviewed article by article.
- December 7, 2021: Governance Work Group met to finalize changes to the draft Charter based on the Town Hall meeting.
- December 8, 2021: Draft Charter presented to the General Membership for adoption