

# NE MN 504 CONTINUUM OF CARE

## GOVERNANCE CHARTER

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## **1. Organization**

The name of this unincorporated organization is the NE MN Continuum of Care (hereinafter referred to as the “NE MN CoC”).

## **2. Geographic Area**

The NE CoC carries out its activities throughout 6 Minnesota counties: Aitkin, Carlton, Cook, Lake, Itasca, and Koochiching Counties.

## **3. Purpose**

The purpose of the NE MN CoC is to:

- Coordinate efforts of organizations and individuals to prevent and end homelessness. Maximize access to funding from the U.S. Department of Housing and Urban Development HEARTH Act Continuum of Care Program.

## **4. Responsibilities of the NE MN Continuum of Care:**

The NE MN CoC is responsible for fulfilling four major duties, as follows:

1. Operate the Continuum of Care
2. Designate and Operate a Homeless Management Operating System (HMIS)
3. Continuum of Care Planning
4. Preparing an application to HUD for CoC funds.

### **4.1. Operation of the NE MN CoC:**

- Hold meetings of the full membership, with published agendas, at least semi-annually;
- Issue a public invitation annually for new members to join within the geographic area;
- Adopt and follow a written process to select a CoC Board of Directors and review, update, and approve the process at least once every 5 years;
- Appoint additional committees, subcommittees, or workgroups;
- Adopt, follow, and update annually a governance charter, which will include all policies and procedures needed to comply with Designing and Operating an HMIS and with HMIS requirements as prescribed by HUD; and a code of conduct and required Memorandum of Understanding in consultation with the collaborative applicant and the HMIS lead;
- For CoC and ESG grants, establish performance targets appropriate for population and program type in consultation with recipients and sub-recipients, then monitor recipient and sub-recipient performance, evaluate outcomes, take actions against poor performers, and report to HUD;
- Establish and operate a centralized or Coordinated Entry system in consultation with recipients of ESG Funds; and
- Establish and follow written standards for providing CoC assistance in consultation with recipients of ESG Funds.
- Designate and contract for a Continuum of Care Coordinator.
- Annually evaluate the Continuum of Care Coordinator.
- Approve budget and workplan for CoC Coordination grant funds from Minnesota Housing’s Greater Minnesota Continuum of Care Program.

## **4.2. Designation and operation of a Homeless Management Information System (HMIS):**

- Designate a single HMIS for its geographic area and designate an eligible applicant to manage its HMIS, known as the HMIS lead;
- Review, revise, and approve privacy, security, and data quality plans;
- Ensure consistent participation of recipients/sub-recipients in HMIS; and
- Ensure that the HMIS is administered in compliance with HUD requirements.

## **4.3. Continuum of Care Planning :**

- Coordinate implementation of a housing and service system that meets the needs of homeless individuals and families;
- Conduct, at least biennially, a Point-in-Time count of homeless persons that meets HUD requirements;
- Conduct an annual gaps analysis of homelessness needs and services;
- Provide information required to complete the Consolidated Plan(s);
- Consult with State and local ESG recipients in the geographic area on the plan for allocating ESG funds and reporting/evaluating performance of ESG programs.
- Develop and implement a Coordinated Entry System

## **4.4. Preparation of a CoC Application for Funds**

- Design, operate, and follow a collaborative process for the development of applications and approve submission of applications in response to a CoC Program Notice of Funding Availability (NOFA);
- Establish priorities for funding projects;
- Designate the collaborative applicant to submit the application;
- The CoC Coordinator must collect and combine the required application information from all projects within the geographic area.
- The CoC Coordinator will collect and combine the required applications from all projects within the geographic area.

# **5. CoC Membership**

## **5.1. Open Membership and New Members**

Membership in the NE MN CoC is open to all stakeholders in the 6 county CoC region, including nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans, homeless and formerly homeless individuals.

Annually, the NE MN CoC shall issue a public invitation for any interested person within the 6 county region to become a member of the CoC. The invitation will be sent to relevant organizations in the region. New members may enroll at any time during the year by providing to the CoC their names, contact information, and any relevant affiliations.

Any person interested in improving the response to homelessness who either lives or works in the NE region may participate in the NE Continuum of Care. Membership is defined by attendance and participation in a least one CoC meeting annually, including attendance at any sub-committees created to carry out the responsibilities of the NE Continuum of Care.

## **5.2. Responsibilities of Members**

- Most of the responsibilities of the NE MN CoC will be carried out by its Governing Board (with input from Members), with the following exceptions:
  - Members will vote directly to approve the governance framework set forth in this Governance Charter and any subsequent changes or additions to the Governance Charter;
  - Every three years following initial approval of this Governance Charter, members will review, update, and approve changes to the Governance Charter;
  - Unless the Board selection process is changed by a subsequent amendment to the Governance Charter, members will vote annually to elect directors to available board positions.

## **5.3. Membership Meetings**

The full membership of the NE MN CoC shall meet once annually. The Annual Meeting shall include a report on the CoC's activities, funding, and progress toward meeting goals. All NE MN CoC members shall be notified of the date and location of the annual membership meeting.

One membership meeting each year will be the Annual Meeting. The agenda for the Annual Meeting will include:

- The election of directors to serve on the Governing Board, and
- A review of any proposed changes to the NE MN CoC Governance Charter followed by a vote on those changes.

## **5.4. Notice of Meeting**

Notice of the place, date and time of each Membership Meeting, including the Annual Meeting, shall be sent to members by email or other reasonable means of communication at least five business days before the meeting date, along with the agenda for the meeting.

## **5.5 Quorum and Voting at Membership Meetings**

The members present at any properly announced meeting of the NE MN CoC Membership shall constitute a quorum. Issues presented to the NE MN CoC members for a vote will be decided by a simple majority of the votes cast.

## **6. NE MN CoC Governing Board**

The NE MN CoC shall be governed by a Board, which will provide oversight and accountability for all NE MN CoC responsibilities.

### **6.1. Responsibilities of the Governing Board**

The Governing Board will act on behalf of the NE MN CoC to fulfill the regulatory duties of a continuum of care set forth in 24 CFR § 578. The Governing Board shall be responsible for approval and implementation of all CoC policies and procedures.

Specific responsibilities of the Governing Board include, but are not limited to:

- Lead organization for planning, development, and implementation of the response to homelessness in the NE CoC, also referred to as the CoC Plan.
- Drafting and approving all formal documents related to the above described responsibilities.
- Strategic planning and goal setting.
- Monitoring and evaluating performance goals for all CoC and ESG-funded homeless housing and service providers in the NE CoC region.
- Monitoring and evaluating system-wide goals related to ending and preventing homelessness.
- Ensuring the availability of data for planning and goal setting.
- Establishing priorities and making decisions about the allocation of CoC resources.
- Developing written guidelines that define CoC priorities, eligibility standards for all components of the CoC Plan. and data collection and reporting requirements for all providers.
- Aligning and coordinating CoC and other homeless assistance and mainstream resources.
- Establishing sub-committees and task forces, as needed, to carry out the work of the NE CoC.
- Enter into contracts and MOUs on behalf of NE MN COC and monitor performance under these contracts.
- Establish and implement a communications plan to ensure transparency of CoC operations and results to the NE CoC membership and the general public.

## **6.2. Board Membership**

### **6.2.1. Composition**

The Board will consist of an odd number of NE MN CoC members, totaling no less 9 and no more than 17. The following will comprise the membership of the Governing Board.

1. Representatives from each of the 6 counties in the NE Region.
2. Representatives from the Fond du Lac, Grand Portage, and Leech Lake tribes, when possible.
3. Representative of the following Sub-groups, when possible:
  - a. Homeless or formerly homeless person.
  - b. Domestic Violence victims,
  - c. Homeless Veterans
  - d. Homeless Youth
  - e. Homeless Persons with Mental Illness
4. Ex-officio non-voting Continuum of Care Coordinator.

### **6.2.2. Term of Office**

Each NE CoC Governing Board member shall be elected to a two year term. There is no limit to the number of terms a Board member may serve.

### **6.2.3. Nomination and Voting**

Each year, the existing Governing Board will solicit recommendations from CoC members and other agencies in the region, and develop for Membership approval, a slate of candidates for election to the Board. Preference will be given to those candidates who:

- Help satisfy the Board composition requirements
- Have been nominated repeatedly by a significant cross-section of members;
- Bring valuable experience and expertise to the Board; and
- Have proven their interest, diligence, and effectiveness in helping the NE MN CoC fulfill its purpose.

Each agency shall have one voting representative. Agencies with more than one representative in multiple jurisdictions may have more than one voting representative. In the case of agencies service area covers multiple jurisdictions, agencies may have more than one voting representative. The CoC Membership will vote for open Board positions at the Annual Meeting and on an ongoing basis as needed.

#### **6.2.4. Resignation and Removal**

Unless otherwise provided by written agreement, any representative may resign at any time by giving written notice to the Chair. In addition, directors may be removed from the Board by a majority vote of remaining Board members for repeated absence, misconduct, failure to participate, or violation of conflict of interest policies.

#### **6.2.5. Vacancies**

When a Governing Board member resigns or is removed from the Board or cannot serve his/her full term for any reason, the Board may appoint another NE MN CoC member to fill the unexpired term.

#### **6.2.6. Non-voting NE CoC Governing Board Members.**

The Voting members of the NE CoC Governing Board may elect other parties to join the Committee as non-voting members. These parties may include but not be limited to:

- Staff from the Minnesota Interagency Council on Homelessness (MICH-state agencies) and
- Staff from Housing and Urban Development (HUD)

### **6.3. Officers**

**6.3.1. Officers** The officers of the NE MN CoC Governing Board shall be a Chair, a Vice Chair, and a Secretary.

#### **6.3.2. Election and Term**

The Board Officers shall be elected by the NE MN CoC Members annually, at the Annual Meeting. Each officer shall hold office for a term two years or until their successors have been elected and qualified. No person may hold more than one office. There is a three term limit for Board Officers.

#### **6.3.3. Chair and Vice Chair**

Chairperson – the duties of the Chairperson are:

- To approve agenda and related material for the Governing Board.
- To chair the Governing Board meetings.
- To make necessary appointments to committees, tasks forces and other such groups that is within the Governing Board scope of responsibility.

Vice-Chairperson – In the absence of Chairperson, the Vice-Chairperson shall serve these functions. The Vice-Chairperson shall be the person who will succeed the Chairperson the following year. The Chairperson has the discretion of designating an alternative person to perform any of these functions in the event the Vice-Chairperson is unavailable.

#### **6.3.4. Secretary**

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the CoC Board, or designate another person to do so at each meeting, including documenting all actions taken without a meeting. Such records will include the names of those in attendance. The Secretary shall give all notices required by law and by these Regulations. The Secretary shall perform such other duties as the NE MN CoC Board may designate, and shall chair NE MN CoC meetings in the case of the absence of the Chair and Vice Chair.



### **6.3.5. Resignation of Officers**

Unless otherwise provided by written agreement, any officer may resign at any time by giving written notice to the Chair or the Secretary. Any such resignations shall take effect at the time specified within the written notice or if the time be not specified therein upon its acceptance by NE MN CoC Committee.

### **6.3.6. Officer Vacancies**

Vacancies among the officers may be filled for the remainder of the term by a vote of the majority of the NE MN CoC Board members at any meeting at which a quorum is present.

## **7. Rules of Governance for the Governing Board**

### **7.1. Quorum and Voting**

A number equal to a majority of the Board shall constitute a quorum for the transaction of business at any meeting.

At all meetings, business items may be decided by arriving at a consensus. If a vote is necessary, all votes shall be by voice or ballot at the will of the majority of those in attendance at a meeting with a quorum represented. Each representative seat shall have one vote. No member may vote on any item which presents a real or perceived conflict of interest.

### **7.2. Proxies**

Board members may have non-voting proxies attend meetings in their place.

### **7.3. Action Without a Meeting**

Any action that may be taken at any meeting of the NE MN CoC Committee may be taken without a meeting if that action is approved, in writing (e.g. letter, email) by a majority of all NE MN CoC Board members who would be entitled to vote if a meeting was held for such purpose.

## **8. Committees and Working Groups**

The NE MN CoC Governing Board/CoC Committee will carry out its responsibilities through the work of a number of Committees and Working Groups. All CoC Members may participate on Committees and Working Groups, with the exception of the CoC Governing Board/CoC Committee, which must be made up of members of the Board. Policies and policy decisions made by Committees and Working Groups must be approved by the Board before taking effect.

### **8.1. Standing Committees**

The NE MN CoC shall have four standing committees, as follows:

#### **8.1.1. Governance Committee**

The duties of the Governance Committee include:

- Developing a Governance Charter for recommendation to the Governing Board/CoC Committee
- Making Recommendations for Revisions to the Governance Charter
- Develop and review any other organizational documents, including, but not limited to: by-laws, MOUs, agency agreements, and documents required for HMIS data sharing.

### **8.1.2. HUD CoC Project Ranking Committee**

The Ranking Committee is responsible for:

- Overseeing of all application processes related to the HUD CoC Program:
- Reviewing applications and supporting materials for funding,
- Recommending project rank, and
- Making funding recommendations to the CoC Committee based on selection criteria established by the CoC Committee.
- Answering questions related to the process.

The Ranking Committee members will be recruited by the CoC Committee with the goal of having sufficient knowledge of homeless programs and the CoC Plan to make intelligent objective recommendations. No one representative of an agency that receives CoC funds shall serve on the Ranking Committee.

### **8.1.3. Performance and Evaluation Committee**

The Performance and Evaluation Committee is responsible for recommending CoC-wide and provider-specific performance goals and evaluation plans, and monitoring system-level and project-specific performance of ESG and CoC-funded program. The Committee is also responsible for developing a data collection and analysis plan to monitor and evaluate program and system wide performance.

### **8.1.4. Coordinated Entry Committee**

The Coordinated Entry System (CES) Committee is responsible for overseeing CES planning and operation for the NE CoC. This group consists of representatives from each county region of the NE CoC and representation of sub-populations as listed below whenever possible. The Committee is responsible for drafting and updating policies, procedures, assessment tools, and other documents needed to support the work of the NE CoC CES. Documents are brought to the Governing Board as needed for approval.

The NE CoC CES Committee may delegate tasks to and solicit feedback from local Housing and Services committees.

## **8.2. Other Committees and Working Groups**

The NE CoC may establish committees or working groups as it deems necessary.

## **9. Appointment of Agents and Designation of HMIS**

### **9.1. Collaborative Applicant**

The NE MN CoC is responsible for designating a Collaborative Applicant.

The roles and responsibilities of the Collaborative Applicant, the NE CoC Coordinator, and the NE CoC Board of Directors are outlined in a Memorandum of Understanding (MOU).

### **9.2. HMIS Lead**

The Minnesota Interagency Council on Homelessness (MICH) serves as the NE MN CoC's HMIS Lead.

### **9.3. HMIS Designation**

The NE MN CoC designates the Institute for Community Alliances and Wellsky's Service Point system as the single Homeless Management Information System for its geographic area.

## **10. Code of Conduct and Conflicts of Interest**

### **10.1. Conduct and Attendance**

Directors, committee members, and other NE MN CoC agents must exercise care, diligence and prudence when acting on behalf of the NE MN CoC. These individuals must timely complete work they have agreed to undertake on behalf of the NE MN CoC. In addition, they must attend Board and committee meetings and be prepared to discuss matters presented for their deliberation.

### **10.2. Conflict of Interest**

#### **10.2.1. Definition of Conflict of Interest**

A conflict of interest may occur when a Member takes an action which results or has the appearance or intention of resulting in any financial benefit on such Member, his or her family members, spouse or partner, or any organization in which the Member, is or her family members, spouse or partner serves in an official capacity. Service in an official capacity shall include service as an employee, owner, stockholder, director, board member, consultant, or officer that represents any such entity or organization which is seeking or receiving funding through the Continuum of Care process, but shall not include service solely as a volunteer (that do not serve as board members or consultants) or recipient of services.

#### **10.2.2. Recusal**

On issues in which a Voting Member of the NE Continuum of Care Governing Board has a conflict of interest as described above, the Member must recuse her/himself from voting. The Member may participate in discussion upon declaring a conflict of interest. The NE CoC Committee Chair will be responsible for monitoring the disclosure of Voting Member's conflicts of interest.

#### **10.2.3. Disclosure**

In the event that a matter, which raises a potential conflict of interest, comes before the NE CoC Committee or its Committees for consideration, recommendation and decision, the Member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting.

#### **10.2.4. Conflict Of Interest for CoC Performance and Ranking Committee**

No person with a conflict of interest may serve on the CoC Ranking Committee. For the purpose of this section only, a conflict of interest exists if:

- You are now, or within the last year have been, or have 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
- Your employer or an organization on whose Board of Directors you sit, now has, or within the last year has had, a contractual relationship with an organization making a proposal for funding. However, under this second definition of "conflict of interest," no conflict exists if your employer, or the organization on whose Board of Directors you sit, is a funding entity or organization whose mission includes providing services and/or funding to other service providers; or
- Any other circumstance exists which impedes your ability to objectively, fairly and impartially review and rank the proposals for funding.

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

This Governance Charter and every subsequent amendment to it must be approved by a majority of NE MN CoC members. In consultation with the Collaborative Applicant, the CoC Governing Board will review the Governance Charter annually and recommend to the Members changes to improve the functioning of the NE MN CoC and maintain compliance with federal and state regulations. In addition, every five years, the CoC Governing Board will invite interested CoC Members to participate in a review and discussion of the Governance Charter. Based on consensus achieved in that discussion, the NE CoC Governing Board will ask NE MN CoC Members to ratify the existing Governance Charter or approve proposed changes to the Governance Charter at a duly called Membership meeting.