

GOVERNANCE CHARTER FOR GUILFORD COUNTY CONTINUUM OF CARE AND COC BOARD

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The name of this Continuum of Care (CoC) shall be Guilford County Continuum of Care (NC-504), and the name of this CoC Board shall be Guilford County Continuum of Care Board, herein referred to, respectively, as the “CoC” and “CoC Board.”

PURPOSE OF THE COC AND COC BOARD

Guilford County CoC is the planning body in Guilford County, North Carolina that coordinates the community’s policies, strategies, and activities toward ending homelessness.

Its work includes gathering and analyzing information in order to determine the local needs of people experiencing homelessness, implementing strategic responses, educating the community on homeless issues, providing advice and input on the operations of homeless services, and measuring CoC performance to ensure the orderly, transparent operations of the CoC governance structure. This charter sets out the composition, roles, responsibilities, and committee structure of the Guilford County CoC.

The purpose of the Guilford County CoC governance structure is to:

- Promote community-wide commitment to the goal of ending homelessness;
- Provide funding efforts by nonprofit providers, and State and local governments to quickly rehouse homeless individuals and families while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness;
- Promote access to and effective utilization of mainstream programs by homeless individuals and families; and
- Optimize self-sufficiency among individuals and families experiencing homelessness.

The governance structure consists of two main bodies, the full CoC membership, and the CoC Board.

The Guilford County CoC Board establishes the local process for applying, reviewing, and prioritizing project applications for funding in the annual HUD Homeless Assistance CoC Grants competition. It shall be an independent board, elected by the CoC to provide oversight and governance of the CoC, to represent the geographic area, programmatic service delivery, and broad stakeholder representation of the continuum. The responsibilities of the CoC Board are further described in this charter.

This Governance Charter replaces previously adopted Partners Ending Homelessness By-Laws and Guilford County CoC Governance Charters.

As required by HUD regulations (24 CFR part 578.7(5)), Guilford County CoC will review and update the governance charter annually.

RESPONSIBILITIES

The primary purpose of the Guilford County CoC is to carry out the responsibilities of a Continuum of Care as defined by the United States Department of Housing and Urban Development (HUD). The CoC Program Interim Rule establishes three major responsibilities for which the Continuum of Care is responsible: to operate the Continuum of Care, to designate an HMIS for the Continuum of Care, and to plan for the Continuum of Care.

Specific duties include but are not limited to the following:

1. To operate the Continuum of Care (CoC)
 - a. To establish and operate a coordinated entry system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services.
 - i. Develop written policies and procedures for coordinated entry that are approved by the CoC before implementation of coordinated entry system. A CoC-approved Coordinated Entry System Policy and Procedures Manual must be in place before implementation. 578.7 (a) 8.
 - ii. Designate an entity as the lead agency for Guilford County CoC Coordinated Entry System, reference the attached MOU. This entity will implement the Coordinated Entry System Policy and Procedures as approved by the Guilford County CoC Board and the Guilford County CoC.
 - iii. The Coordinated Entry Committee will annually review the performance of the Coordinated Entry Lead Agency. While the staff of the Coordinated Entry Lead Agency may be interviewed and/or consulted for the annual performance review, they will not participate in other aspects of the Coordinated Entry Evaluation nor will they participate in any votes pertaining to the evaluation.
 - iv. The Board of Directors and the CoC Membership will review the Guilford County CoC Coordinated Entry Policies and Procedures annually. The CoC Board, the Coordinated Entry Committee, and members of the CoC may submit recommendations for policy and/or procedure changes to the CoC Board. It will be in the discretion of the Board to adopt these recommendations and take them before the CoC Membership for further discussion and final approval.
 - b. Adopt and follow a written process to select a board to act on behalf of the Continuum of Care. The process must be reviewed, updated, and approved by the Continuum at least once every 5 years.
 - c. To prepare and oversee an application for federal funds targeted to homelessness which includes:
 - i. Establishing priorities for funding projects within the geographic area
 - ii. Determining which applications can be received for consideration; and
 - iii. Selecting the applications being submitted for funding
 - iv. Designate an entity as the Collaborative Applicant to perform the activities listed in item 1C above.
 - v. The Governance Committee will annually review the performance of the Collaborative Applicant.

- d. To prepare, review, and/or coordinate CoC funds with ESG and other federal funds as well as state and local funding dedicated to homelessness or to benefit the homeless services system.
- e. To ensure homeless resources are invested efficiently and effectively in programs that meet the needs of the community and are high-performing.
- f. To monitor program and system performance on performance measures established by the United States Department of Housing and Urban Development (HUD).
- g. In consultation with recipients of Emergency Solutions Grants (ESG) program funds within the geographic area, establish and consistently follow written standards for providing Continuum of Care assistance. At a minimum, these written standards must include:
 - i. Policies and procedures for evaluating individuals' and families' eligibility for assistance
 - ii. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance
 - iii. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance
 - iv. Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance
 - v. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; and

2. To designate a Homeless Management Information System (HMIS) lead agency for the Continuum of Care

- a. Guilford County CoC shall designate the HMIS Lead Agency for the Guilford County CoC
- b. The HMIS/Data Committee of the Guilford County CoC will provide oversight for HMIS issues. The HMIS/Data Committee will annually review the performance of the HMIS/Data Lead Agency and the HMIS Manager.

3. To plan for the Continuum of Care

- a. To coordinate and implement a system to meet the needs of the homeless population and subpopulations within the geographic area, including:
 - i. Planning for and conducting point-in-time counts of homeless persons within the geographic area
 - ii. Conducting an annual gaps analysis of the homeless needs and services available within the geographic area
 - iii. Consulting with state and local government Emergency Solutions Grants program recipients within the Guilford County CoC on the plan for allocating Emergency Solutions Grants program funds; and
 - iv. Reporting on and evaluating the performance of Emergency Solutions Grants and Continuum of Care funding program recipients and sub-recipients

- b. To select a Collaborative Applicant or eligible agent to submit an application (enter into a legal agreement with HUD) on behalf of Guilford County CoC.
 - i. The Collaborative Applicant responsibilities are documented in the Guilford County Continuum of Care Collaborative Applicant Memorandum of Understanding (MOU).
 - ii. The CoC board will review the designation of the Collaborative Applicant annually and submit its recommendation to the CoC membership for approval.
 - iii. In response to negligence or poor performance of Collaborative Applicant staff, the CoC reserves the right to open the RFP process and designate a new Collaborative Applicant.
- c. The responsibilities of Guilford County CoC, Guilford County CoC board, HMIS lead, the collaborative applicant, and other entities will vary depending on current local needs. Guilford County CoC will assign primary responsibilities and define relationships among the entities, but Guilford County CoC itself will always have an oversight role as it ultimately retains all responsibilities. All functions assigned to other entities are documented in this governance charter.

OPERATING A COC

- Develop, follow, and update annually this governance charter, which will include all procedures and policies needed to comply with HUD requirements and with HMIS requirements, including a code of conduct and recusal process for the Guilford County CoC Board, its chair(s), and any person acting on behalf of the Guilford County CoC Board.
- Appoint additional committees, subcommittees, or workgroups.
- Consult with recipients and sub-recipients to establish performance targets appropriate for population and program type
- Monitor performance of CoC and ESG recipients and sub-recipients and any other organizations that receive funds through Guilford County CoC
- Evaluate the outcomes of projects funded under ESG and CoC programs
- Take action against ESG and CoC projects that perform poorly
- Report the outcomes of ESG and CoC projects to HUD and other funders as required

COC PLANNING

- Coordinate the implementation of a housing and service system within the CoC's geographic area that meets the needs of homeless individuals and families. At a minimum, such a system encompasses the following:
 - Outreach, engagement, and assessment
 - Shelter, housing, and supportive services
 - Prevention strategies

- Plan for and conduct, at least biennially (i.e., every other year), a point-in-time count of homeless persons within the CoC geographic area that meets HUD requirements, including a housing inventory of shelters, transitional housing, and permanent housing reserved for homeless persons, in general, and chronically homeless persons and veterans, specifically, as HUD requires
- Conduct an annual gaps analysis of the needs of homeless people, as compared to available housing and services within the CoC geographic area
- Provide information required to complete the Consolidated Plans within the CoC geographic area
- Consult with State and local government ESG recipients within the CoC geographic area on the plan for allocating ESG funds and reporting on and evaluating the performance of ESG recipients and sub-recipients

DESIGNATING AND OPERATING AN HMIS

- Designate a single HMIS for the CoC's geography, and an eligible applicant to serve as the CoC's HMIS lead agency.
- Review, revise, and approve a CoC HMIS data privacy plan, data security plan, and data quality plan.
- Ensure that projects are meeting national data quality objectives
- Documenting compliance project rules and record requirements.
- Ensure that the HMIS is administered in compliance with HUD requirements
- Ensure consistent participation by CoC and ESG recipients and sub-recipients in the HMIS
- Ensure that the CoC has a successful and operational HMIS
- Coordinate efforts to encourage non-HUD funded projects to participate

PREPARING AN APPLICATION FOR COC FUNDS

- Design, operate, and follow a collaborative process for the development of a CoC application to HUD
- Establish priorities that align with local and federal policies for recommending projects for HUD Homeless Assistance CoC Grant funding
- The Collaborative Applicant will apply for Unified Funding Agency designated from HUD.
- Approve the final submission of applications in response to the CoC Notice of Funding Availability.
- The duties and responsibilities for the collaborative application are outlined in the collaborative applicant MOU. The Continuum retains all of its responsibilities, even if it designates one or more eligible applicants other than itself to apply for funds on behalf of the Continuum. This includes approving the Continuum of Care application (578.9)(a)(b).

MEMBERSHIP OF THE COC BOARD

The CoC Board will be representative of the relevant organizations and of projects serving homeless populations and subpopulations within the CoC's geographic area. Guilford County CoC Board may include representatives of organizations and other nonprofit service providers; victim service providers; faith based organizations; governments; minimum of 1 representative of the businesses community; advocates; public housing agencies; school districts; social service providers; mental health agencies, hospitals, universities, affordable housing developers, minimum of 2 representatives of law enforcement; foundations and funders; minimum of three elected officials; community minded businesses and individuals; organizations that serve homeless and formerly homeless veterans; and with a minimum of 2 people with a former experience of homelessness to the extent these groups are represented within Guilford County.

Guilford County CoC Board shall consist of no fewer than thirteen (13) and no more than twenty-seven (27) voting members.

No more than one-third of CoC Board members will be current recipients of funding from coordinated funding processes (currently CoC, ESG, and City Greensboro funds). Other board members will represent constituent groups and individuals supporting the systems-level coordination of federal, state, and other funds and resources targeted to ending homelessness. Staff members of agencies nominated for the board should have a letter of support from their Executive Director (or similar level of supervisor) before they are considered for this role. If an individual elected to fulfill a required position on the Board subsequently leaves that agency, the Board shall determine how best to ensure compliance with the regulations.

Notwithstanding any restrictions on term limits stated elsewhere in this document, the following shall serve as ex-officio, non-voting members of the board:

- Current Executive Director (or representative) of Collaborative Applicant
- Current Executive Director (or representative) of lead agency for Coordinated Entry System
- Current Executive Director (or representative) of HMIS lead agency

The Board of Directors shall be representative of the relevant organizations and of projects serving homeless subpopulations in Guilford County.

- There shall be one (1) representative from agencies within the CoC that provide direct services to each of the following homeless sub-populations: Veterans, Chronically Homeless, Families with Children, Unaccompanied Youth appointed by the entity and subject to the approval of the Nominating Committee.
- At least one of the Board members shall be currently experiencing homelessness or have experienced homelessness in the past.
- The remaining board positions shall be filled by nominations received by the Nominating Committee.

The Board and/or Board Chair may request the attendance of other CoC members or relevant persons at board meetings.

Annually, the Nominating Committee will compare Guilford County CoC board membership to the named sub- populations of homelessness and areas of relevance or concern, realign membership as needed by recruiting new members based on identified gaps, and report this information to Guilford County CoC.

Leadership of the CoC Board

The Guilford County CoC Board officers shall be Chairperson, Chair-Elect, and Secretary. The Board of Directors shall elect these officers. They shall be elected annually by majority vote and shall serve for one year. No person shall hold more than one office concurrently and no officer shall serve more than three consecutive terms in the same office.

Duties and Responsibilities

The Chairperson shall: Preside over all meetings of Guilford County CoC, the CoC Board, and of the Executive Committee; call special meetings of the Executive Committee and/or the full Board when necessary or desirable; determine items and order of business for the agenda for meetings of the Operating Board and Executive Committee; represent, or appoint a designee to represent, the CoC to the community, media and other outside groups; serve as Chairperson of the Executive Committee; and fulfill all other duties as set forth in their Job Description.

The Chair-Elect shall: Preside at meetings in the absence of the Chairperson; serve as liaison to current and potential new Board members; chair the Governance and Nominating Committees; oversee the orientation and training of new Board members; serve as a member of the Executive Committee; assume the position of Board Chairperson following his or her term as Chair-Elect, and fulfill all other duties as set forth in their Job Description.

The Secretary shall: Review the minutes of the CoC board and CoC membership meetings and other documentation pertaining to the Board of Directors, Executive Committee, or membership meeting; ensure that such minutes are accurate and current; communicate with board members all announcements and pertinent information during the Board meeting; keep accurate and current record of minutes during Executive Session of the Board (if applicable); maintain the CoC voting and non-voting membership lists; serve as Chair of the Membership Committee; perform other responsibilities as assigned by the Board; serve as a member of the Executive Committee; and fulfill all other duties as set forth in their Job Description.

Terms of Office

The term of office of each individual member of the board shall be three (3) years or until his or her death, resignation, retirement, removal, or until his or her successor is elected and qualified. A person shall be eligible to serve as a member of the board for up to two (2) consecutive three -year terms. A person who has previously served two consecutive terms as a director may be re-elected to the board no earlier than one (1) year following his or her last service. Where there are circumstances where service providers serve target populations, the Board will use its discretion to allow the representative to serve an additional term. In the instance of governmental members of the Board, the governing board of the city/county will be responsible for appointing the member to represent their organization, they are not subject to term limits.

Unexpired terms of office from resignation, etc., shall be filled by the Nominating Committee and approved by the Executive Committee of Guilford County CoC Board. Any person elected to replace a director who dies, resigns, or is removed prior to the expiration of the term shall serve for the remainder of such director's unexpired term and shall be eligible to serve two additional consecutive three -year terms.

CoC Board Member Qualifications

All members of the Guilford County CoC board shall demonstrate a professional interest in, or personal commitment to, addressing and alleviating the impacts of homelessness on the people of Guilford County.

CoC Board Member Responsibilities

Members of the Board have been selected for their civic-minded devotion to the ideals and purposes for which the Guilford County CoC exists. Since full discussion of matters coming before the Board, and official action thereon, can be taken only when the Board is in formal session, attendance at Board and Committee meetings is very important. Requests to be excused from a meeting must be presented to the Secretary of the Board in advance of the meeting. Valid excuses, such as being ill or out of town, or other basis deemed satisfactory to the Chairperson and Secretary, shall be deemed excused absences. The removal of a Board member may be recommended by the majority vote of the board and taken for a vote to the full CoC membership.

Our Guilford County CoC board members are expected to meet the following responsibilities:

- Attend meetings of the Board of Directors and the CoC membership and contribute to informed dialogue on actions the group undertakes
- Serve on one or more committees of the Guilford County CoC board
- Participate in the activities of the Guilford County CoC, including the Point-in-Time count, HMIS oversight, strategic planning, advocacy and public education efforts, project and system performance reviews, and the application processes for CoC Homeless Assistance Grants and other funding proposals
- Ensure all new and renewal projects are evaluated annually and the implementation of a process to improve performance where needed
- Ensure CoC and projects funded are in compliance with HUD, HEARTH Act, and other relevant regulations
- Ensure that all CoC-based funding applications are based on recommendations from the Guilford County CoC
- Ensure that the Collaborative Applicant (and any sub-recipients) are meeting all of the responsibilities assigned to it by HUD regulations.
- Seek strategic input from the Guilford County CoC membership and ensure ongoing communications with members on the status of collective impact efforts. In cases where the CoC Board determines that the recommendations from the membership are not feasible to pursue, the CoC Board will provide the membership with an explanation for the basis of that determination through electronic communications and/or updates at the membership's next scheduled meeting.
- Approve recommended changes to updates to the Governance Charter developed by the CoC Governance Committee before forwarding to the membership for ratification.

- Facilitate responses to issues and concerns that affect the agencies funded by the CoC that are beyond those addressed in the annual CoC application process.
- Seek input from and report back to the constituency they represent on key issues and strategies and otherwise keep abreast of needs and gaps in the CoC.
- CoC Board members will approve RFP processes, applications, scoring tools and written standards prior to opening RFP's and before presenting these documents to the CoC membership.

CoC Board Selection

Board members will be nominated by the Nominating Committee at each Annual Meeting and elected with a majority vote of a quorum of the Voting Members at that meeting. The Annual Meeting takes place in June.

The Board selection process will be reviewed and updated at least every three years.

Initial Board

The voting membership of the CoC will elect the initial CoC Board, based on nominations from the Continuum of Care Transition Committee, at a regular or special CoC meeting. The initial board will serve from the date of the meeting until June 30, 2017. The Transition Committee will work with the initial board until June 30, 2017. The initial board will begin staggered terms of office as of July 1, 2017, so that approximately 1/3 are named to a 1-year term, 1/3 are named to a 2-year term, and 1/3 are named to a 3-year term.

Termination and Resignation

Members will be dismissed from the Guilford County CoC Board for violations of the conflict of interest policy (as discussed in other sections of this document) or for other violations of the policies and procedures of the Guilford County CoC, including but not limited to:

- Missing three or more consecutive meetings
- Fraud
- Failure to maintain confidentiality on board matters; and,
- Non-adherence to the conflict of interest policy

The removal of a Board member shall be recommended by the majority vote of the board and taken for a vote to the full CoC membership.

Board member dismissal is by a simple majority of the voting members of the CoC present at a CoC meeting.

If a board member wishes to resign, the board member shall submit a letter of resignation to the Board chairperson.

Proceedings

Section 1: General Guilford County CoC Board Meetings

The Guilford County CoC Board will meet at least four times per year. The meeting schedule will be approved by the Board and disseminated to all the Guilford County CoC members within 30 days of the beginning of the operating year, which is the fiscal year (July - June.) Agendas and notices of general meetings will be distributed by email and will be posted on the CoC website at least seven days prior to the meeting.

Proxy voting is not permitted for CoC Board meetings.

Section 2: Special Meetings

Special meetings of the Guilford County CoC Board may be called by the Chair or by written request of one -third of the Board. Special meetings also may be called to address state or federal deadlines or imperatives or to transact other time-sensitive business. Special meetings that will require a vote or the handling of official business of the Guilford County CoC require at least two (2) business day's prior notice via email or listserv by the Collaborative Applicant or the CoC Board Secretary. Special meetings may consider only those items so specified in the notice.

Section 3: Minutes

Minutes will include, at a minimum, the date, time, and place of the meeting; the names of all individuals in attendance; the topics discussed, and votes on any action items; reports made; and any other information deemed necessary by the Chair.

The Collaborative Applicant will keep copies of the minutes and other meeting materials for a minimum of five years or to HUD standards, if longer.

Committee minutes will be kept for each committee meeting by each Committee chair or their designee and all committee minutes will be submitted to the Board Secretary seven to ten business days following each meeting. The Board Secretary will submit these minutes to the Collaborative Applicant at least quarterly or within five (5) days of request to be kept for a minimum of one year. The purpose of these minutes is to inform the CoC membership of relevant business and to allow the Collaborative Applicant to better complete the HUD CoC grant process.

Section 4: Quorum

The presence of a simple majority of the CoC's Board Members will be a quorum and sufficient to conduct a vote at a general or special meeting of the Guilford County CoC Board.

Section 5: Parliamentary Procedure

In the absence of consensus by the present board members, the rules contained in the current edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for all matters of procedures unless specifically addressed in this governance charter.

Section 6: Meetings by Electronic Means

Within the above stated guidelines for notification of general and special meetings, meetings of the CoC Board of Directors may be held electronically upon one day's advance notice including access information. Minutes, including attendance and votes, will be kept as required by this document.

MEMBERSHIP IN THE GUILFORD COUNTY CONTINUUM OF CARE

Membership in the Guilford County Continuum of Care (Guilford County CoC) should ensure community-wide commitment to preventing and ending homelessness and must represent the entire geographic area covered by the Guilford County CoC. The Guilford County Continuum of Care defines “a commitment to preventing and ending homelessness” by the willingness to assist and impact the lives of people who are experiencing homelessness as well as to the prevention and ending of the socially important condition of homelessness. The Guilford County Continuum of Care includes Guilford County, North Carolina.

The following parties are represented in the Guilford County Continuum of Care. An official membership list, as maintained, documented, and provided by the CoC Secretary and Membership Committee, is published by the Collaborative Applicant.

- Non-Profit Homeless Assistance Providers
- Victim Service Providers
- Faith-Based Organizations
- Governments
- Local Municipalities
- Businesses
- Advocates
- Public Housing Agencies
- School Districts
- Social Service Providers
- Mental Health Agencies
- Hospitals
- Universities
- Affordable Housing Developers
- Law Enforcement
- Veteran Service Organizations
- Persons who are experiencing or have experienced homelessness

Membership Applications are due by the last Friday in March, June, September, and December. Applications will be reviewed and evaluated by the Membership Committee, voted on by the Board of Directors, and voted on by the Continuum of Care Membership. There are no dues or membership fees associated with Continuum of Care membership. The invitation for membership is made public through the Guilford County CoC’s website, social media page, and via an email message to all interested parties on the Guilford County Continuum of Care email listserv.

Recruitment and Outreach

The Guilford County CoC (or its designee) will publish and appropriately disseminate an open invitation at least annually for persons within the Guilford County CoC area to join as new CoC members. The Collaborative Applicant will document and record these recruitment efforts.

The Guilford County CoC (or its designee) will identify and address membership gaps in essential sectors, from key providers or other vital stakeholders. The Guilford County CoC (or its designee) will recruit

members to ensure that it meets all membership requirements set forth in its governance charter, including representation of certain populations and certain organizations. Specifically, outreach will be conducted to obtain membership from the following groups as they exist within the Guilford County CoC geographic area and are available to participate in the CoC:

- Nonprofit homeless assistance providers
- Victim service providers
- Faith-based organizations
- Governments
- Businesses
- Advocates
- Public housing agencies
- School systems
- Social service providers
- Mental health agencies
- Hospitals
- Universities
- Affordable housing developers
- Law enforcement
- Organizations that serve veterans
- Homeless and formerly homeless individuals

Other relevant organizations within the CoC's geography (which may include mental health service providers and funders, substance abuse service providers and funders, foster care, local job councils, cultural organizations, organizations and agencies assisting those who are marginalized or underrepresented in the community, etc.).

Levels of Membership in the Guilford County Continuum of Care

The following levels of membership exist:

- Non-Voting Members
- Voting Members

Non-Voting Members

Any person who attends at least one meeting per fiscal year (July – June) may be considered a Non-Voting Member of the Guilford Continuum of Care. Non-Voting Members receive information from the Continuum of Care including, but not limited to, CoC meeting notices, CoC meeting minutes and CoC reports. To remain in good standing, Non-Voting Members must attend at least one meeting during the fiscal year.

Voting Members

In order to become a voting member of the CoC, a person must attend at least one CoC meeting, complete a Guilford County Continuum of Care Voting Member Application Form, and sign the Conflict of Interest Disclosure Policy (see Appendices V and VI). Each application will be reviewed and approved by the Membership Committee and Secretary of the Guilford County Continuum of Care Board following CoC-approved application standards. Once the application form has been approved and the attendance

requirements met, the Membership Committee will notify the person/agency of their voting status. There is no minimum or maximum number of voting members in the Guilford County Continuum of Care.

An individual who does not work for or represent an agency/organization may be a voting member of the Continuum of Care to represent himself or herself. An individual may submit an application to become a voting member along with a signed Conflict of Interest Disclosure Policy after their attendance at one Guilford County Continuum of Care meeting.

An agency/organization may submit an application to receive voting status after attendance at one Continuum of Care meeting. An agency/organization may identify up to two (2) persons who may vote on behalf of the agency/organization, however, only one (1) representative of an agency/organization may cast a vote on each action. In the event that neither representative can attend a duly called meeting, he or she may, with one-week's prior notice to the Chair, designate a proxy. Designations of proxies to conduct business should be rare. If a Guilford County Continuum of Care voting member is unable to routinely attend meetings and conduct business, the agency/organization should seek to assign representation to another individual.

Terms of Service

Members of the Continuum of Care will retain their membership and voting status as long as they are in good standing. To remain in good standing, Voting Members must attend 75% of the regularly scheduled meetings within an operating year (July – June). Attendance at meetings is tracked on an individual basis, not at the agency/organization level. Therefore, for a Voting Member of an agency/organization to remain in good standing he or she must attend at least 75% of the meetings. A regularly scheduled meeting includes meetings that are on the annual meeting schedule and are publicly announced at the beginning of the operating year.

Meetings

All Guilford County Continuum of Care meetings (membership, Board of Directors, and Committee meetings) are open to the public.

Regular Meetings - The Guilford County Continuum of Care will hold regular meetings at least four times per year of the full membership. At the beginning of each fiscal year (July – June), the Collaborative Applicant will publish the annual meeting schedule, including dates, times, and location of the meetings on the CoC website.

The Collaborative Applicant will publish the agendas at least one (1) week in advance of the meeting date through the CoC website and an email message to all interested parties on the Guilford County Continuum of Care email listserv. The Collaborative Applicant will publish a draft version of minutes from the meetings within seven business days of the meeting on the CoC website.

Special Meetings - Special Meetings of the Guilford County CoC, either in person or by electronic means, may be called by the Chair or by written request of one-third of the Board or by one-third of the Voting Members in order to address state or federal deadlines or imperatives or other business. Agendas and notices of special meetings will be distributed by email. Special meetings that will require a vote or the handling of official business of the Guilford County CoC require at least two (2) business days prior notice via email. Special meetings may consider only those items so specified in the notice.

Annual Meeting - The Guilford County CoC will hold an annual meeting in June of each year. Election of the Board will take place at this meeting and advance notice of the slate presented by the Nominating Committee will be provided. Election of Board officers will take place at the first Guilford County CoC Board meeting after the general election.

Minutes

Minutes or notes of all meetings including committee meetings will be kept. The minutes of regular meetings, special meetings, and the annual meeting will be reviewed by the Board Chair and approved by the voting members at the following regular meeting. The Committee chair will review minutes of committee meetings. Minutes will include, at a minimum, the date, time, and place of the meeting; the names of all individuals in attendance; the topics discussed, and votes on any action items; reports made; and any other information deemed necessary by the Chair.

The Collaborative Applicant will keep copies of the minutes and other meeting materials for a minimum of five years or to HUD standards if longer. Relevant CoC officers and committee chairs shall provide electronic versions of minutes and meeting materials to the Collaborative Applicant at least quarterly or within five (5) days of request. Minutes of CoC membership and CoC Board meetings will be published on the CoC website. Other minutes and materials will be available for review upon request.

Quorum

The presence of 40% of the Guilford County Continuum of Care voting membership will constitute a quorum at all meetings of the Guilford County Continuum of Care. No new business will be conducted unless a quorum is present.

Decision-Making

In the absence of consensus by the present voting CoC members, the rules contained in the current edition of Robert's Rules of Order shall be the parliamentary authority for all matters of procedures unless specifically addressed in this governance charter. The Guilford County Continuum of Care will strive to make decisions through modified consensus (i.e., consensus minus one). When consensus is not possible or is not apparent, decisions shall be made by a vote of the majority of voting members present.

The Guilford County Continuum of Care may take an action via electronic means if:

- The action is within the authority of the Guilford County Continuum of Care;
- Two days' notice is provided;
- It is approved via email or other electronic means (or letter when email is unavailable) by a majority of all Guilford County CoC voting members who are entitled to vote on that matter.
- Other elements of procedure are followed as outlined in the foregoing section "Special Meetings."

Relationship between Guilford County CoC Board and Full CoC Membership

Guilford County CoC Board meetings will be open to the full membership and the public. The Guilford County CoC Board will post minutes of the Guilford County CoC Board meetings on the Guilford County CoC website. Between Guilford County CoC Board meetings, Guilford County CoC Board leaders will keep the

full membership engaged by involving CoC members in workgroups and committees and sharing information (including meeting minutes, resources for homeless services providers, plans and implementation progress, data about homelessness in the region and funding availability) via email list or via the CoC website.

CONFLICT OF INTEREST DISCLOSURE POLICY

No Guilford County Continuum of Care member or Board member may participate in or influence decisions concerning the award of a grant or other financial benefits to the organization that the member represents or to themselves as individuals. Therefore, any individual participating in or influencing decision-making must identify actual or perceived conflicts of interest as they arise and comply with the letter and spirit of this policy. Disclosure should occur at the earliest possible time and if possible, prior to the discussion of any such issue. Individuals with a conflict of interest should abstain from discussion and voting on any issue in which they may have a conflict. The Guilford County Continuum of Care will approve a full Conflict of Interest Policy annually.

Annual written disclosure statements (see Appendix X) will be provided to each Board member and voting member during the first month of each operating year (July). Voting Members will not be permitted to participate in a discussion or a vote until the statement is on file with the CoC Collaborative Applicant. All voting members shall have the right to recuse themselves from voting on a matter without providing excuse.

Members of the Guilford County CoC, the Guilford County CoC Board, and its Committees shall comply with federal, state, and local laws and related regulations. The business of the Guilford County CoC should be conducted in a manner so as to avoid all conflicts of interest. The program standards for conflicts of interest described by the U.S. Department of Housing and Urban Development's CoC Program Interim Rule, found at 24 CFR Part 578.95 (available at www.hudexchange.info) are outlined below.

1. No Guilford County Continuum of Care board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.
 - a. **Organizational conflicts:** An organizational conflict of interest arises when, because of activities or relationships with other persons or organizations, the recipient or sub-recipient is unable or potentially unable to render impartial assistance in the provision of any type or amount of assistance under this part, or when a covered person's, as in paragraph (d)(1) of the relevant regulations (cited above), objectivity in performing work with respect to any activity assisted under this part is or might be otherwise impaired. Such an organizational conflict would arise when a board member of an applicant participates in decision of the applicant concerning the award of a grant, or provision of other financial benefits, to the organization that such member represents. It would also arise when an employee of a recipient or sub-recipient participates in making rent reasonableness determinations under 24 CFR 578.49(b)(2) and 24 CFR 578.51(g) and housing quality inspections of property under 24 CFR 578.75(b) that the recipient, sub-recipient, or related entity owns.
 - b. **Other conflicts:** For all other transactions and activities, the following restrictions apply: No covered person, meaning a person who is an employee, agent, consultant, officer, or elected or appointed official of the recipient or its sub-recipients and who exercises or has exercised any functions or responsibilities with respect to activities assisted under this part, or who is in a position to participate in a decision-making process or gain inside information with regard to activities assisted under this part, may obtain a

financial interest or benefit from an assisted activity, have a financial interest in any contract, subcontract, or agreement with respect to an assisted activity, or have a financial interest in the proceeds derived from an assisted activity, either for him or herself or for those with whom he or she has immediate family or business ties, during his or her tenure or during the one-year period following his or her tenure.

2. **Recusal:** On issues in which a Guilford County CoC member has a conflict of interest as described above, neither the member nor his/her delegate may vote. Members may not participate in discussions regarding funding allocation decisions while they are an applicant for that funding. The Chair of the CoC Board will be responsible for monitoring the disclosure of members' conflicts of interest.
3. In the event that a matter, which raises a potential conflict of interest, comes before the CoC, the CoC Board, or its Committees or workgroups 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
4. Members found violating the conflict of interest policy or federal regulations will be referred to the Guilford County CoC Governance Committee. The Governance Committee shall investigate all allegations of failure to comply with this conflict of interest policy. If a Guilford County Continuum of Care member is found to have violated the letter or intention of this conflict of interest policy, the Governance Committee will be responsible for recommending an appropriate response to this breach of policy, consistent with the Termination and Resignation Process delineated in the Governance Charter, to the Guilford County CoC board. The Governance Committee may recommend any action including but not limited to a statement of reprimand recorded in the board minutes or removal from the board or other action. The Guilford County CoC Board will consider the recommendations of the Governance Committee and vote on corrective or punitive actions to be administered.

ACKNOWLEDGMENT AND DISCLOSURE STATEMENT

The undersigned person, who has been appointed or elected to serve the Guilford County Continuum of Care in the capacity reflected below, hereby confirms that the undersigned has read and does understand the Guilford County Continuum of Care's Conflict of Interest Policy as outlined in the Guilford County Continuum of Care Governance Charter and has received a copy of that Charter for present and future reference.

The undersigned agrees to take appropriate action with respect thereto, including initiative in disclosing activities, interests, or relationships wherever an actual or potential conflict of interest may exist, and to otherwise comply in all respects with the Conflicts of Interest Policy.

Consistent with the foregoing, the undersigned makes the following disclosure of any and all Interests as defined in the Conflicts of Interest Policy, in accordance with applicable reporting responsibilities.

The Conflict of Interest Acknowledgement and Disclosure Statement can be completed electronically here: [Guilford County CoC Conflict of Interest Form](#)

COMMITTEES AND WORKGROUPS

Much of the Guilford County CoC's work is conducted at committee and workgroup meetings. Unless otherwise specified, the Guilford County CoC Board and Board Chair will appoint committees, subcommittees, and workgroups to fulfill the work of the Guilford County CoC through a simple majority vote at a general or special meeting.

Committees are open to voting members (individuals) or those representing voting agencies.

Standing Committees and Duties

Membership in standing committees must be approved by the Guilford County CoC Board. Standing committees will include: Advocacy and Public Relations Committee, Appeals Committee, Coordinated Entry Committee, Executive Committee, Governance Committee, HMIS/Data Committee, Housing Resource Committee, Membership Committee, Nominating Committee, System Performance and Evaluation Committee, Strategic Planning Committee, and Youth Committee.

In order to operate effectively, committees should be composed of a minimum of four individuals who possess knowledge of and/or affinity for the relevant work and activities. Committees with more intensive, on-going focus should be comprised of more members. Committee membership will come from throughout the Continuum of Care and is not limited to Board members or representatives of direct service providers. However, committee members should represent voting members of the Continuum of Care.

The Guilford County CoC standing committees should meet monthly or more frequently depending on the tasks to be accomplished. Each committee will have a clear purpose, goals and anticipated outcomes, and overall timeline for addressing issues or problems that it was chartered to address. Committees will report on their work at CoC Board of Directors and CoC membership meetings.

Advocacy and Public Relations Committee: The Advocacy and Public Relations Committee will develop the Guilford County CoC's advocacy agenda on an annual basis, provide advice and consent on the activities of the Guilford County CoC in pursuing the Guilford County CoC's advocacy agenda, participate in ad hoc projects to mobilize CoC constituents in advocacy campaigns, and represent the priorities of the Advocacy and Public Relations Committee in outside meetings, to the media, and with policymakers. This committee will also plan for special events, coordinate publicity/advocacy, and seek out resources for any identified needs.

Appeals Committee: The Appeals Committee will be utilized as needed in response to appeals from new or renewal grant applicants whose projects were not included in the final slate of CoC Project Priority Listing or ESG Project Applications. The Appeals Committee will be convened by the Continuum of Care Chairperson following receipt of an appeal that adheres to the appeals timeline and that is submitted in accordance with the appeals process. The CoC Appeals Process became effective on June 11, 2020.

Coordinated Entry Committee: The Coordinated Entry committee is responsible for developing, monitoring the progress and impact of, and periodically recommending any necessary revisions to an implementation plan for a coordinated entry and assessment system for all CoC resources, rapid re-housing, prevention, and diversion from shelter and working to meet the needs of clients throughout the Guilford County CoC. This committee will create recommendations for written standards for eligibility, assessment, and prioritization of resources for all CoC and ESG program types for implementation by the

Coordinated Entry Lead Agency.

This committee will strive to have government and/or non-profit representation from each jurisdiction within the Guilford County CoC as well as coverage of all of the subpopulations served by the Guilford County Continuum of Care.

Further details of Coordinated Entry Committee duties and focus are set forth in the [Coordinated Entry Policies and Procedures](#) document.

Executive Committee: The Executive Committee shall consist of the Chairperson, Chair-Elect, Secretary, immediate past chair, Executive Director (or representative) of Collaborative Applicant, Coordinated Entry Committee Chair, Strategic Planning Chair, System Performance and Evaluation Committee Chair and a maximum of five at-large Directors selected by the Board Chair. This committee is responsible for providing Board leadership in ensuring clear and effective lines of communications between the Board and CoC members and stakeholders; and for providing Board leadership in ensuring that CoC planning and implementation is consistent with requirements articulated by HUD in 24 CFR Part 578 and other directives, with applicable federal, state, and local laws, and with the strategic direction.

The Executive Committee will be responsible for setting and upholding process decisions and for determining when the need for action is sufficiently urgent as to require either a special meeting, or a vote by the Board on a matter which was not included on the publicly disseminated meeting agenda, or action by the Board without a meeting. In the interest of transparency, the rationale for such decisions should be communicated to the Board and to the CoC membership along with the outcome of such actions within seven (7) days via electronic means, at the next full Board meeting, and at the next regular meeting of the CoC.

Governance Committee: The Governance Committee will ensure board effectiveness, as well as maximum participation and performance; recommend new board members to the Nominating Committee in a timely fashion; ensure board policies are being observed; ensure compliance with the conflict of interest policy for the board and the CoC; implement board development and growth opportunities throughout the year; ensure all board members receive orientation; and provide recommendations to the board and CoC membership on the bylaws and related governance issues. The Governance Committee is also responsible for ensuring adherence to HUD regulation 24 CFR part 578.7(5) that requires CoCs to review and update the governance charter annually.

Housing Resource Committee: Recruit and train landlords and property managers; develop new housing resources.

HMIS/Data Committee: This committee develops policies and procedures and provides oversight to the HMIS Lead Agency on HMIS issues including project participation, participant privacy, data security, data quality, and HMIS governance. It provides information and guidance to the Guilford County CoC related to the implementation of HMIS. This committee also hears grievances related to sanctions by the HMIS Lead agency. This committee will lead the annual process of reviewing the performance of the HMIS Lead Agency and the annual process of either re-appointing the HMIS Lead Agency or undertaking a competitive process. This committee will also organize and lead the Point In Time Counts (PITC).

Membership Committee: This committee will develop a plan of outreach to the full representation of stakeholders, including persons/organizations that are not currently members and will establish and

annually review a dues structure and membership process/application for the CoC. The committee will also develop a membership information kit that may include the governance charter, membership list, and membership benefits.

Nominating Committee: This committee slates Board of Director and Committee nominations, while ensuring stakeholder representation, balanced stakeholder representation and institutional memory. The Nominating Committee will be composed of three to five members, with at least one representative from the Guilford County CoC Board. This committee will be charged with recruiting qualified, willing members of the Guilford County CoC to serve as Board and Standing Committee members in accordance with the desired composition as outlined in relevant federal and/or state regulations and in accordance with the HEARTH Act and other relevant planning documents.

Additionally, the Nominating Committee shall:

- Ensure that the Board of Directors includes at least four (4) representatives from direct service providers to CoC-named targeted sub-populations within the Continuum of Care.
- Evaluate at large nominees from the community, the Continuum of Care, and the Board of Directors' recommendations for open Board positions.
- Develop and submit to the CoC membership an annual, single slate of nominations for the Board of Directors.
- Ensure that the Guilford County CoC Board may include representatives of organizations and other nonprofit service 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; foundations and funders; community minded businesses and individuals; organizations that serve homeless and formerly homeless veterans; and homeless and formerly homeless persons to the extent these groups are represented within Guilford County.
- Submit the slate of nominees for the Board of Directors to the Guilford County Continuum of Care at least seven (7) days prior to the Annual Business Meeting for ratification. Any voting Guilford County Continuum of Care member may make nominations from the floor provided the consent of the nominee has been secured.

The Nominating Committee shall be appointed by the Board chair and will meet as needed.

System Performance and Evaluation Committee: This committee is responsible for Guilford County CoC planning activities including establishing CoC system performance metrics and standards; evaluating CoC system performance; establishing metrics and standards for measuring the performance of ESG - and CoC-funded projects; and evaluating performance of those CoC and Emergency Solution Grant funded projects. It is responsible for developing a tool to evaluate performance of CoC-funded projects and developing a CoC system performance dashboard that is presented to the Board and CoC stakeholders at a minimum annually. It will provide recommendations of remedial actions and quality improvement plans for poor-performing projects to the Guilford County CoC Board of Directors and the Guilford County CoC membership.

The System Performance and Evaluation Committee will annually review HUD's guidelines, other applicable guidelines or regulations, and best practices and implement a review of funded agencies to

monitor adherence to standards of care and outcomes.

This committee, with input from the Collaborative Applicant, will establish and oversee a process to evaluate and rank the performance of CoC member agencies applying for HUD or other CoC - administered funding. No member agency that is applying for CoC funds shall score or rank applications.

CoC and ESG funded agencies must disclose HUD audit findings and those findings must be reported to the SPEC when CoC and ESG funded projects are reviewed and ranked.

System Performance and Evaluation Committee will recommend allocations for funding ESG funds. CoC funds to the CoC Board for forwarding to the CoC membership.

Note: The composition of the Appeals Committee will be appointed from the CoC Membership on an as-needed basis, and the process for appeals will be approved at the beginning of each NOFO and ESG funding cycle.

The Guilford County CoC Board shall approve ranking and funding recommendations made by System Performance and Evaluation Committee. These recommendations will then be submitted to the CoC membership for approval before being submitted by the Collaborative Applicant to the relevant funder.

Strategic Planning Committee: This committee is responsible for developing goals, plans, and strategies to carry out the mission of the CoC. It is responsible for gathering information or conducting needs assessments related to ending homelessness, including the annual gaps analysis required by HUD.

Youth Committee: The goal for the committee will be to set goals and action steps that will generate a more accurate count of homeless youth in Guilford County in order to more accurately access the need for services. Going forward, the committee will annually set goals and action steps, to be reviewed by the CoC Board and ultimately approved by the CoC Membership.

Responsibilities of Committee Chairs

The Guilford County CoC Board Chair will appoint all committee chairs. Members of the Guilford County CoC board will be the designated chairpersons of each committee; committee membership will include relevant CoC members. All committees and workgroups shall consist of sufficient numbers to provide broad representation of the CoC as appropriate.

Responsibilities of the Chair of each Committee include, but are not limited to:

- Convening meetings of the committee as needed
- Bringing committee recommendations to the CoC board which reviews and accepts, rejects, or modifies these recommendations,
- Ensuring adequate communications on the work of the committee between the CoC Board and the membership.
- Ensuring that committee actions are reported to the CoC Board of Directors and membership and that minutes are delivered to the Collaborative Applicant in a timely manner.

Workgroups, Ad Hoc Committees, and Duties

While Standing Committees are outlined in the Governance Charter, ad hoc committees and workgroups

serve more immediate and temporary needs to coordinate resources, programs, and direct services.

Membership in workgroups is determined based on the responsibilities outlined in individual workgroup charters and in consultation with the Collaborative Applicant and the relevant Committees. Membership in workgroups is open unless confidentiality protocols necessitate otherwise.

The Guilford County CoC may create time-limited ad-hoc committees to develop recommended solutions to the specific issue for which they were created.

Committees or workgroups will present their work product to the Guilford County CoC board for action or next steps.

A special committee, workgroup, task force, etc., shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as the Guilford County CoC Board specifically confers upon it. Upon completion of the task for which appointed, a special committee shall stand discharged.

Annually, the Guilford County CoC will publicize a list of all active committees and workgroups.

AMENDMENT AND REVIEW

The Guilford County CoC will review, update, and approve this governance charter at least annually. The CoC's Governance Committee leads this review. The recommended revision will be presented at a regular meeting of the CoC membership and ratified upon approval by a simple majority of voting members present.

In addition to the annual review, the governance charter may be amended at a regular or special meeting of the CoC by a two-thirds (2/3) affirmative vote of the voting members present at a meeting called for that purpose. Amendments must be in written form, reviewed by the Guilford County CoC Board, and distributed to the Active Members of the CoC at least two weeks prior to presentation and vote.

Incorporation of Written Standards and Continuum of Care Policies

The Guilford County CoC will annually review the Written Standards and Policies in compliance with HUD guidance and regulations for operating a Continuum of Care (24 CFR 578).