

Homeless Continuum of Care of Stark County

Board of Directors Meeting

November 8, 2016

9:30 am at the Sisters of Charity Foundation

MEMBERS PRESENT

Lynne Dragomier
John Gabbard
Maria Heege
Cathy Jennings
Kellie Johnson
Kimberly Kroh
Beth Pearson
Nedra Petro

Shirene Starn-Tapyrik
Jean Van Ness
EXCUSED
John Aller
Amanda Fletcher
Kelly Perry
ABSENT
Beverly Lewis
Lisa Miller

Crystal Swartz

GUESTS

Matt Hudas
Jennifer Keaton

SOCF STAFF

Shannon McMahon Williams

I. Welcome/Conflict of Interest Reminder/Approval of October Minutes

At 9:38 a.m., Jean called the meeting to order, welcomed everyone, and reminded everyone of the conflict of interest policy.

Motion: Jean requested a motion to approve the October meeting minutes, which had been distributed to the Board via email before the meeting. Nedra moved to approve the minutes. Kellie seconded the motion, and it passed unanimously.

II. Review and Vote on Candidates to Fill Mid-Term Vacancies and Candidates to Recommend to Members for Election

Each year, the Board is required to compile a slate of candidates who will fill new terms beginning in January. This slate must be approved by a vote of HCCSC members. In preparation for the November 14 members' meeting, the Board reviewed the slate as written in "Proposed 2017 Board Members" (see Appendix A), as well as résumés and information provided about the new proposed Board members. These materials had been distributed to the Board via email.

Jean noted that all but one person on the proposed slate of candidates for new terms starting in 2017 currently serve on the Board. The new proposed member is JoAnn Breedlove, COO of the Workforce Initiative Association, who has been very involved in the efforts to develop a memorandum of understanding between the workforce system, the mental health system, and the Continuum. She would fill the position vacated by Bev Jordan, who retired last year from Stark Social Workers Network.

Motion: Maria moved to recommend the slate of candidates to fill new terms starting in 2017 as it appears in "Proposed 2017 Board Members" (Appendix A) to HCCSC members for their approval. Shirene seconded the motion, and it passed unanimously.

Kimberly joined the meeting at this point.

In addition, the Board has the authority to fill mid-term vacancies, of which there are currently two. The first position, expiring in 2018, was vacated by Lisa Miller. At its October meeting, the Board agreed to seek a transitional age youth who had experienced homelessness to fill this vacancy. Since then, Nedra, with the help of Youth Committee Chair Kenny Crookston, had identified Bryce Talbott, a 20-year-old student.

Motion: Cathy moved to approve Bryce Talbott to fill the position on the Board vacated by Lisa Miller. Maria seconded the motion, and it passed unanimously.

The second vacancy on the Board is due to Mike Cody's resignation from Stark Metropolitan Housing Authority. Jean asked SMHA Executive Director Herman Hill to recommend another staff member to fill this vacancy, and he identified Marty Chumney, Director of the Housing Choice Voucher Program, who supervises SMHA's Continuum of Care-funded programs.

Motion: Lynne moved to approve Marty Chumney to fill the position on the Board vacated by Mike Cody. Beth seconded the motion, and it passed unanimously.

III. Vote on Charter Changes to be Recommended to Members

Each year, the Board must recommend any changes to the first nine articles of the Governance Charter to HCCSC members for their approval. The Board reviewed a revised draft of "The Governance Charter of the Homeless Continuum of Care of Stark County" (see Appendix B). Jean noted that many revisions are small word changes, but highlighted the following more significant changes and invited discussion from the Board:

- Article III, Section G: Jean proposed that the minimum number of Board meetings be changed from six to four. After discussion, the Board reached a consensus in favor of the proposed change.
- Article IV, Section C: The proposed change reflects the consensus that the Board reached at its October meeting to grant authority to the Executive Committee to approve new members for HCCSC committees.
- Article V, Section B.5: The change proposed in this section was approved and recommended by the System Performance Committee to reflect the fact that that committee is not overseeing, but rather is collaborating with, other committees and workgroups focused on specific homeless subpopulations or issues.
- Article IX, Sections B and C: Jean proposed striking the phrase "a majority of" from both of these sections, given that it has never been the practice or intent of the HCCSC to require a majority of HCCSC members or directors to approve amendments to the first nine articles of the charter or to other policies

and procedures that constitute part of the charter. Rather it was the original intent and has been the unwavering practice to follow the general voting rules outlined in Articles II and III of the charter, which specify that action can be taken by members or directors based on an affirmative vote of those present at the meeting where the action is considered. The Board was in favor of this change.

Motion: Maria moved to recommend all changes as discussed (above) and shown in the presented draft of “The Governance Charter of the Homeless Continuum of Care of Stark County” (Appendix B) for approval by the general members at their November 14 meeting. Nedra seconded the motion and it passed unanimously.

IV. Update on Search for Executive Director

Lynne reported that, on October 18, Search Committee members interviewed and were very favorably impressed by the candidate whom the Executive Committee had identified as the most highly qualified among those who applied to lead the new CoC management organization, Stark Housing Network. Unfortunately, this candidate’s salary requirement is higher than the amount HCCSC has budgeted for the position. Therefore, the Search Committee has decided that due diligence requires that it interview some other candidates who have some leadership and managerial experience in related fields even if they have no experience in the field of housing or homelessness. The committee will then weigh the options and develop a recommendation by the end of the year.

V. Report on HMIS and Preparations for Possible Audit in 2017

HMIS Committee Chair Matt Hudas and HMIS Administrator Jennifer Keaton joined the meeting to report on the status of issues with the HMIS software and give the Board the opportunity to ask questions. Much discussion ensued on the following points:

- John Aller has signed an escalation letter to the vice president of AdSystem (the software company) regarding the persistent issues with the software's inability to generate annual performance reports (APRs) correctly – or at all. Responses to previous calls for help have been largely unsatisfactory.
- Abandoning AdSystem to pursue another software system would bring challenges of its own. All systems have issues, including the most widely used HMIS software system. Matt stated that, because he continues to hear potential solutions to the various problems, including some proposed internally at StarkMHAR, he is not ready yet to discuss switching to another system.
- Some issues may be resolved by AdSystem updating its operating platform. Its current platform is no longer supported by Microsoft. The new platform should be incorporated into the newest version of the HMIS software, which is set to be released in the first quarter of 2017.
- Provider agencies can generate their own draft APRs, and Jennifer encourages them to do so well in advance of a funding application deadline to allow for more time to troubleshoot any issues that arise.
- At the Quality Assurance Meeting on November 4, providers agreed to allow Jennifer one week to resolve issues related to the APRs, which must be submitted with applications for state funding and federal monitoring. They agreed that, if those issues could not be resolved in that week, then HMIS

would ask the Board to consider allowing programs to use their own data to generate an APR. Programs are only supposed to submit APRs generated by HMIS, but the issues may give HCCSC no other option than to allow programs to generate and submit APRs themselves. If it comes to this, HMIS will be prepared to present documentation of all efforts to resolve the issues and reasoning behind allowing this.

- Provider agencies expressed concern about how to increase the system's response time in generating reports so that funding is not compromised, as well as how to prevent reports from showing incorrect data. These issues cost not only significant HMIS staff time, but also significant provider staff time.

In addition, Jennifer and Matt discussed the following updates with the Board:

- HUD has announced that it will conduct system-wide Continuum of Care audits next year. Given that no more specific information has been released, it is not clear if HCCSC will be monitored in 2017 or later. Jennifer noted that if HCCSC's HMIS were to be audited, it would not fail, but would not be perfect. Therefore, HMIS staff will remain vigilant and prepare.
- With input from providers, the HMIS Committee developed a framework for a Data Quality Score Card that will help to measure providers' efforts to enter quality data. This will aid not only the System Performance Committee's efforts to understand programs' performance, but will also contribute to the Recipient Approval and Evaluation Committee's process of scoring applications for funding. The initial framework measures data completeness; in 2017, the committee will develop a framework to measure data timeliness. HCCSC already has policies regarding these components of data quality, but it will begin, for the first time, to enforce them.
- After the 2016 CoC grant competition closed, HUD announced that it would allow CoCs to revise the System Performance Measures baseline data that they were required to submit by August 15, knowing that, for most communities, the data was not of high quality. HCCSC knowingly submitted incomplete (thus, incorrect) data in order to meet HUD's deadline. Jennifer has learned that HUD will allow CoCs to amend this 2016 baseline data when they are asked to submit 2017 data. Local programs whose data was incomplete at the deadline are still working to input all necessary data.
- The Board reviewed a "Homeless Snapshot" created by Jennifer that reflects numbers of people in shelter and on the shelter prioritization list as of November 7. Jennifer explained the context of the numbers provided, sharing that they represent progress made in the last few months. She also noted that the newest Hotline staff member has significantly helped to update the prioritization lists by following up with those listed. In many cases, people on the lists had resolved their crises. Others could not be contacted after several attempts, which resulted in their removal from the lists and their classification as "inactive."

Jennifer and Matt left the meeting at this point.

Discussion continued, particularly regarding concerns that these ongoing issues will jeopardize programs' funding, and the possibility that a letter may need to be drafted to Ohio Development Services Agency to explain the issues as they pertain to programs applying for state funding. The Board reached a consensus that Jean,

Beth, and Lynne should meet with Matt before he leaves the community to more fully explore his views about HMIS problems and the next steps that should be taken in solving them.

VI. Report on Recent Project Monitoring and Preparations for System-Wide Audit in 2017

HUD has released Chapter 29 of its Community Planning and Development (CPD) Monitoring Handbook, which largely contains forms that it will use to monitor programs funded through CPD grant programs, including the CoC, Emergency Solutions Grant (ESG), and Community Development Block Grant (CDBG) programs. As Natalie monitors programs, she will ensure that she is capturing the information HUD wants not only by using the forms HUD has produced, but also by using the various charts and reporting forms that she has developed in recent months. HUD has yet to release the forms that will be used for the system-wide CoC monitoring that is set to begin in 2017.

VII. Update on Development of New Management Organization

Jean is finalizing the code of regulations and several other necessary policies for the Stark Housing Network (the Network) with a lawyer from Day Ketterer. As reported at the Board's October meeting, the code of regulations will be modeled after that of Community Shelter Board in Columbus, which identifies a set of founding members who appoint representatives to serve on the management organization's board of directors. Eight entities have been invited to be founding members: the cities of Alliance, Canton, and Massillon; Stark County; Canton Regional Chamber of Commerce; United Way of Greater Stark County; Stark Mental Health and Addiction Recovery, and Sisters of Charity Foundation of Canton. A meeting will be convened by the end of 2016 with those who have responded affirmatively to the invitation in order to approve founding documents. With those documents in place, Day, Ketterer hopes to be able to prepare and submit IRS Form 1023 for recognition of the Network's status as a public charity.

VIII. Questions about Board Updates

A. Meetings with City of Canton re: Funding for Homeless Hotline

No meeting has been held yet between HCCSC leaders and the City of Canton to resolve the issues that are preventing the City from paying out two \$50,000 grants to the Homeless Hotline. Currently, special legislation is moving through Canton City Council to approve payment of the first grant: \$50,000 awarded from the City's ESG funds. The second grant was awarded from the City's CDBG funds, and the City has cited two reasons for its delay in paying these funds: (1) concerns that the invoicing method that the Homeless Hotline is using for these funds does not satisfy HUD requirements, and (2) the pending Fair Housing concern raised by NAACP. StarkMHAR plans to address the invoicing issue while Jean continues to pursue a meeting with the City regarding Fair Housing. In addition, the Central Intake and Assessment Committee will continue their research on hybrid needs assessments being used by other Continuums around the country, given that the needs assessment being used by HCCSC was presumably what NAACP found objectionable when it raised its Fair Housing concern.

IX. Old Business

The Board had no old business to discuss.

Kimberly left the meeting at this point.

X. New Business

A. Advocacy Opportunities

The Board received a draft letter to Secretary of HUD Julian Castro from the National Coalition for the Homeless (NCH), which, in short, asks HUD to be more deferential to the needs of local Continuums and requests more flexibility in the use of HUD funds. NCH is requesting that all interested Continuums sign the letter in support of these requests. The Ohio Balance of State Continuum decided not to sign. After some discussion, the Board decided to postpone its official decision given the uncertainty of the political climate.

The Board also received the Home Matters to Ohio Endorsement Form, which promotes expanding funding to the Ohio Housing Trust Fund in the State's upcoming biennial budget. Individual agencies can sign this form to demonstrate their support. The Board briefly discussed whether to sign the Continuum's name to the form, but did not reach a consensus about whether to do so.

B. Anchor House

United Way was recently approached by Anchor House with the news that the agency will organize a community dinner for about 400 people on Christmas Eve at the main branch of the Stark County District Library. The organization is asking for volunteers to help with the event and is encouraging local homeless programs to distribute information about their programs. The Board agreed that an email could be sent to HCCSC members notifying them of this effort and encouraging them to contact Anchor House if they want to be involved.

C. Members' Meeting

The final members' meeting of the year will take place on Monday, November 14, from 2 to 4pm at the main branch of the Stark County District Library.

XI. Adjournment

There being no further business, the meeting was adjourned at 11:50 a.m.

Proposed 2017 Board Members

2016 Board Members	Proposed 2017 Board Members
Terms expiring 12/31/2016	Terms expiring 12/31/2019
Amanda Fletcher (elected to 2-year term in 2014 when Board was expanded)	Amanda Fletcher (election by members)
Beverly Lewis (elected by Board in January 2016 to complete term of Vicki Conley, elected to 3-year term in 2013)	Beverly Lewis (election by members)
Cathy Jennings (elected to 3-year term in 2013)	Cathy Jennings (election by members)
Beverly Jordan (elected to 3-year term in 2013)	JoAnn Breedlove (election by members)
Beth Pearson (elected to 3-year term in 2013)	Beth Pearson (election by members)
Jean Van Ness (elected to 3-year term in 2013)	Jean Van Ness (election by members)
Terms expiring 12/31/2018	Terms expiring 12/31/ 2018
Lt. John Gabbard (elected by Board to fill unexpired term of Bruce Lawver, who was elected to 3-year term in 2015)	Lt. John Gabbard
Maria Heege (elected by members to 3-year term in 2015 following election by members to 2-year term in 2013)	Maria Heege
Kellie Johnson (elected by members to fill 3-year term in 2015)	Kellie Johnson
Kimberly Kroh (elected by members to fill 3-year term in 2015)	Kimberly Kroh
Lisa Miller (elected by members to 3-year term in 2015 after being elected by Board in September 2014 to fill 2-year term to which Fonda Williams was elected by members in 2013 and Kirby Freeman was elected by Board following Fonda's resignation)	Bryce Talbott (election by Board)
Kelly Perry (elected by member to fill 3-year term in 2015 after being elected by Board in October 2014 to fill unexpired 2-year term to which Rhonda Albu was elected in 2013 and to which Shana Rozier was elected by Board in September 2013 to fill following Rhonda's resignation)	Kelly Perry

Appendix A

Term Expiring 12/31/2017	Term Expiring 12/31/2017
John Aller (elected by members to 3-year term in 2014)	John Aller
Michael Cody (elected by Board to fill 3-year term to which Christina Tracy was elected in 2014)	Marty Chumney (election by Board)
Lynne Dragomier (elected to 3-year term in 2014)	Lynne Dragomier
Nedra Petro (elected for 3-year term in 2014)	Nedra Petro
Crystal Swartz (elected by Board in July 2014 to fill unexpired 3-year term to which Tim Corbi was elected by members in 2014)	Crystal Swartz
Shirene Starn-Tapyrik (elected to 3-year term in 2014)	Shirene Starn-Tapyrik

**The Governance Charter
of
The Homeless Continuum of Care of Stark County**

Article I. Name, Purpose and Responsibilities

- A. Name. The name of this unincorporated association is *The Homeless Continuum of Care of Stark County* (hereinafter referred to as the “HCCSC”).
- B. Purposes. The purposes of the HCCSC are to:
1. Promote communitywide commitment to employ best practices to end homelessness in Stark County, Ohio;
 2. Secure funding for efforts by providers and government entities to prevent homelessness and quickly re-house homeless individuals (including unaccompanied youth) and families in Stark County, while minimizing the trauma and dislocation that homelessness causes to individuals, families, and communities;
 3. Promote access to and effective utilization of mainstream programs by homeless individuals and families; and
 4. Optimize self-sufficiency among individuals and families that experience homelessness.
- C. Responsibilities. HCCSC will fulfill the responsibilities assigned to continuums of care under Title 24, Part 578 of the Code of Federal Regulations and will satisfy all other legal requirements necessary to secure maximum funding under relevant state and federal programs to end homelessness.

Article II. Continuum of Care Members

- A. Eligibility for Membership. Members will include representatives from relevant organizations and agencies within Stark County, Ohio, as well as other individuals interested in the well-being of homeless and formerly homeless people. “Relevant organizations” include nonprofit homeless assistance providers, victim service providers, faith-based organizations, political subdivisions and other government entities,

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 or homeless and formerly homeless individuals.

- B. Limit on Number of Voting Members from One Organization. Two or more representatives of a single organization, agency, or political subdivision may be members of the HCCSC. However, only one representative from each agency, organization, or political subdivision may exercise a vote. That voting member will be the highest ranking executive or administrator responsible for managing the agency, organization, or political subdivision unless the highest ranking executive or administrator appoints someone else as the voting member by sending a written communication of that appointment to the Continuum of Care Planner.
- C. Invitation for New Members. In September of each year following the year in which the governance framework outlined in Articles I through IX of this charter is adopted, the HCCSC will extend invitations for membership by (1) distributing invitations to relevant organizations in Stark County and (2) publishing in a daily newspaper with wide circulation in Stark County a general invitation to interested individuals.
- D. Enrollment of Members. New members may enroll at any time during the year by providing to the Continuum of Care Planner their names, contact information, and affiliations with relevant organizations. As soon as possible thereafter, the names of new members will be added to a membership list posted on the HCCSC website.
- E. Removal of Members. At the end of each calendar year, e-mails will be sent to Individuals who have missed two or more membership meetings during that year, asking whether they wish to remain HCCSC members. If they do not reply affirmatively within one week after that e-mail is sent, those individuals will be removed from the membership list immediately. To reenroll as members, any individuals removed from the list must follow the procedures outlined in Article I.D. above.
- F. Responsibilities of Members. Most of the responsibilities of the HCCSC will be carried out by its board of directors (the Board) with the following exceptions:
 - 1. Members will vote directly to approve the governance framework outlined in Articles I through IX of this charter and any subsequent changes or additions to that framework;

2. Every five years following initial approval of this charter, members will review, update, and approve the process for selecting directors; and
 3. Unless the Board selection process is changed by a subsequent amendment of the charter, members will vote annually to elect directors to available board positions.
- G. Regular Meetings. Each calendar year following the year in which Articles I through IX of this charter are approved, at least three meetings of all members will be held approximately four months apart on the days and at the times specified in a schedule distributed to members at the beginning of the year. The final regular meeting of the year will be the Annual Meeting.
- H. Annual Meeting. The agenda for the Annual Meeting of HCCSC members will include:
1. The election of directors to serve on the Board;
 2. A review of any proposed changes to the HCCSC's governance framework followed by a vote on those changes; and
 3. Any other business the Board chooses to put before members.
- I. Special Meetings. Special meetings may be called with the approval of the Board or by a petition of 30 percent of registered HCCSC members submitted to the chair of the board.
- J. Notice of Meetings. Notice of the place, the date, and time of each regular and special meeting will be sent to members by e-mail or any other reasonable means of communication at least five (5) business days before the meeting date along with an agenda for the meeting.
- K. Quorum. The members present at any properly announced meeting of HCCSC members will constitute a quorum.
- L. Voting. Issues presented to HCCSC members for a vote will be decided by a simple majority of the votes cast. Members may vote by voice in person or by submitting their vote by e-mail or in writing to the Continuum of Care Planner at least 24 hours before a vote is scheduled to be conducted.

M. Minutes.

1. Content of Minutes. The minutes of each members' meeting will summarize the matters discussed at the meeting and record all motions made, the names of the individuals who made and seconded each motion, the number of individuals voting for and against each motion, and the names of any individuals abstaining from a vote.
2. Approval and Publication of Minutes. A draft of the minutes of every meeting of HCCSC members will be published on HCCSC's website within a month after that meeting and will be replaced by approved minutes within a month after the next members' meeting.

Article III. The Continuum of Care Board of Directors

- A. The Board's Responsibilities. Except as provided in Article **II.FE.**, outlining the responsibilities of HCCSC members, the HCCSC Board of Directors (the Board) will act on behalf of the HCCSC to fulfill the responsibilities assigned to continuums of care by the Department of Housing and Urban Development. (See Appendix A for a complete list of these responsibilities.) In so doing, the Board will operate through committees that will draft and annually review policies and procedures and monitor operations relating to their discrete areas of responsibility. However, unless otherwise specified in this charter or approved by the Board, no committee of the Board may adopt policies or procedures or take any action on behalf of the HCCSC without approval of or ratification by the full Board.
- B. Composition. The Board of the HCCSC will consist of no fewer than 15 and no more than 18 HCCSC members. In addition, the Board must be representative of the relevant organizations identified in Article II. A. and the projects serving the various homeless subpopulations in Stark County and must include:
 1. At least three representatives of organizations providing housing or services for the homeless;
 2. At least one homeless or formerly homeless individual;
 3. Members -from the public and private sectors; and

Commented [JVN1]: This change is merely the correction of a typo.

4. A member from at least one Emergency Solutions Grants program recipient in HCCSC's geographic area.
- C. Term of Office. Directors will serve staggered terms of three years so that approximately one-third of those directors stand for election every year. There is no limit to the number of terms that a director may serve.
- In the year in which the governance framework outlined in Articles I through IX of this charter is approved, the newly elected directors will draw lots to determine their assignment to one of three classes that will include approximately equal numbers of directors. The terms of all of these classes will include the remainder of the year in which Articles I through IX are approved, but they will differ insofar as one class will serve one additional year, a second will serve two additional years, and the third class will serve three additional years. As the terms of the initial directors expire and perpetually thereafter, all the directors elected to fill the seats in each class will serve three-year terms.
- D. Nominating Process. Each year the Executive Committee will solicit recommendations from HCCSC members and develop for Board approval a slate of candidates for election to the Board giving preference to those candidates who:
1. Help satisfy the Board composition requirements of Article III. B.;
 2. Have been nominated repeatedly by a significant cross-section of members;
 3. Bring valuable experience and expertise to the Board; and
 4. Have proven their interest, diligence, and effectiveness in helping the HCCSC fulfill its purposes.
- E. Resignation and Removal. Directors may resign from the Board at any time by giving written or oral notice to the Board 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, disruptive or obstructive conduct, or violation of conflict of interest policies.
- F. Board Vacancies. When a director resigns or is removed from the Board or cannot serve his full term for any other reason, the Board may appoint another HCCSC member to fill the unexpired term.

G. Regular Meetings: The Board will meet no less than 6 times a year in accordance with a schedule given to all directors at the beginning of each calendar year.

Commented [JVN2]: Should this be changed to 4?

H. Special Meetings: Special meetings of the Board may be convened by the Board chair or by petition of at least 30 percent of the Board's directors.

I. Notice of Meetings. Notice of the place, the date, and time of each meeting of the Board will be sent to directors by e-mail or any other reasonable means of communication at least five days before the meeting date along with an agenda for the meeting.

J. Quorum. The members present at any properly announced meeting of the Board will constitute a quorum.

K. Voting. All issues presented to directors for a vote will be decided by a simple majority of votes cast. Directors may vote by voice in person or by submitting their vote by e-mail or in writing to the Continuum of Care Planner at least 24 hours before a vote is scheduled to be conducted at a meeting. E-mail votes of the entire Board may be conducted only on:

1. Matters discussed at a Board meeting and deferred with Board approval for later decision through e-mail vote; and
2. Urgent matters which the Executive Committee has agreed to submit to the Board for an e-mail vote.

In the case of an e-mail vote, other means of voting must be made available to directors without e-mail service, and directors must be given at least 2 business days to cast their votes.

L. Minutes of Board Meetings.

1. Contents of Minutes. The minutes of each Board meeting will summarize the matters discussed at the meeting and record all motions made, the names of the individuals who made and seconded each motion, the number of individuals voting for and against each motion, the disclosure of any conflicts of interest, and the names of any individual abstaining from a vote.

2. Approval and Publication of Minutes. The minutes of every Board meeting will be approved at the first meeting following the meeting to which the minutes pertain and will be published on the HCCSC website within 2 working days after their approval.

Article IV. Board Committees – In General

- A. Board Committees. The standing committees of the Board will include the Executive Committee, the System Performance Committee; the Recipient Approval and Evaluation Committee; the Central Intake, Assessment, and Prioritization Committee, and the HMIS Committee. In addition, the Executive Committee may convene ad hoc committees as it sees fit to carry out the purposes of the HCCSC, and all standing committees may appoint subcommittees as necessary to more effectively execute their responsibilities.
- B. Committee Authority. Unless entrusted with specific authority to act on behalf of the Board as a whole, Board committees will serve in an advisory capacity only. No recommendations or actions taken by a committee will be considered actions of the Board without approval or ratification by the Board.
- C. Committee Members and Chairs. The chair and members of each committee will be selected ~~annually~~ by the Executive Committee and reported thereafter to the Board, subject to Board approval ~~Committee members~~ and may include both directors and non-directors. ~~In~~ Before determining committee membership ~~for the year,~~ the Executive Committee will ~~consider requests from~~ provide an opportunity for HCCSC directors and members to ~~serve on~~ volunteer for particular ~~_~~ committees. However, the Executive Committee will exercise its judgment in accepting or rejecting these ~~requests~~ volunteers. Before appointing any individual to a committee, the Executive Committee will take into account:
 1. The relevance of the individual's experience and expertise to the work of the committee;
 2. The appropriate size of the committee and the unique contribution, if any, that the individual is likely to make to the committee's work;
 3. The potential conflicts of interest the individual will face in serving on that committee;

4. The diligence and effectiveness the individual has demonstrated in carrying out previous assignments for the HCCSC;
5. The advantages of engaging as many interested members as possible in HCCSC work; and
6. The need to continuously cultivate new HCCSC leaders.

The Board chair and the Continuum of Care Planner may participate in all committees.

- D. Notice of Meetings. A schedule of meetings will be distributed to committee members at the beginning of each calendar year, or, in the case of ad hoc committees, as soon as possible following the appointment of committee members. In addition, notice of the place, the date, and time of each committee meeting will be sent to committee members by e-mail or any other reasonable means of communication at least five days before the meeting date along with an agenda for the meeting.
- E. Committee Decisions. All committees must strive for consensus among their members in reaching recommendations or taking action on issues put before them. If consensus cannot be achieved on any issue, the issue will be presented to the Board as a whole for deliberation and resolution.
- F. Minutes.
 1. Content of Minutes. The minutes of every committee meeting will briefly note the matters discussed at the meeting and reflect any final decisions reached and the reasons discussed for and against those decisions. In cases where a consensus has not been achieved, the arguments on all sides of an issue should be reflected, and members may ask that their views and votes be recorded in the minutes.
 2. Approval and Publication of Minutes. The minutes of every committee meeting will be approved at the first meeting following the meeting to which the minutes pertain and will be forwarded to the Continuum of Care Planner within two days thereafter. Within one week after receiving the approved minutes, the Continuum of Care Planner will publish them on the HCCSC website.

V. Standing Committees of the Board

- A. Executive Committee. The Executive Committee will consist of current officers of the Board and the immediate past chair of the Board. The Executive Committee will have all the powers and authority of the Board in the intervals between Board meetings but will remain subject to the direction and control of the full Board.

In addition, the Executive Committee will coordinate, monitor, and ensure the quality and transparency of the work of the HCCSC, its Board, and its agents by:

1. Soliciting recommendations from HCCSC members for candidates to fill available director positions and from Board members for candidates to fill available officer positions and by considering those recommendations in developing slates of candidates for those positions;
2. Selecting the chairs and members of Board committees, giving due consideration to the factors outlined in Article IV.C.;
3. Evaluating the conduct of directors, especially their compliance with the conflict of interest and attendance policies, set forth in this governance charter;
4. Taking —action to correct or remove directors who are not fulfilling their responsibilities;
5. Developing and sharing with all HCCSC members at the beginning of each calendar year a description of the work that each Board committee will undertake during the year to the extent that that work is not already clearly defined in this charter;
6. Ensuring that each committee chair develops a reasonable schedule of meetings for the year and, as necessary, helping to develop the agendas for these meetings;
7. Soliciting feedback on and reviewing the performance of all employees and agents of the HCCSC on an annual basis, including ~~-~~the Collaborative Applicant, the HMIS Lead, and the Continuum of Care Planner;
8. In consultation with the Collaborative Applicant and the HMIS Lead, reviewing ~~-~~this governance charter annually ~~-~~and recommending changes to the charter, including all changes necessary to preserve HCCSC's compliance with 24 CFR Subpart B and with HMIS requirements prescribed by HUD; and

9. Working with a group of self-selected HCCSC members every five years to review the process for choosing directors and, based on work of this group, recommend to HCCSC members at their Annual Meeting a confirmation of the existing process or approval of proposed changes.

B. System Performance Committee. The System Performance Committee will collaborate with the Continuum of Care Planner, the Collaborative Applicant, services providers, and others to:

1. Plan for and conduct annually a point-in-time count of homeless persons within HCCSC's geographic area that meets the most current HUD requirements;
2. Recommend for adoption by the Board performance measures and targets to be used in evaluating the performance of the HCCSC and the performance of the various types of programs included in the system, incorporating, as appropriate, any performance measures and targets mandated or recommended by HUD;
3. Collect data annually to (a) evaluate HCCSC progress using performance measures and targets adopted by the Board and (b) elucidate the possible reasons for performance shortfalls and improvements;
4. Prepare for public distribution an annual report on the HCCSC's performance, highlighting strengths and weaknesses and analyzing data that may help to explain those weaknesses and provide direction in helping to address them; and
5. ~~Collaborate with~~ Establish and oversee a Mental Illness and Addiction Subcommittee and other HCCSC partners and workgroups-subcommittees as expedient to monitor the needs of specific subpopulations of homeless and develop plans to address those needs.

C. Recipient Approval and Evaluation Committee. The Recipient Approval and Evaluation Committee will:

- a. Annually review the collaborative process for developing a consolidated application for Stark County -projects seeking CoC Grant funding, determine whether changes to that process are warranted, and recommend favored changes for Board approval;

Commented [JVN3]: This change was approved by the System Performance Committee at its August 16, 2016 meeting and is being recommended for Board approval by that committee.

- b. Annually review the tools used in scoring and ranking projects for CoC and ESG funding, determine whether changes to those tools are warranted, and recommend for Board approval changes necessary to ensure that the scoring and ranking of projects are based primarily on objective criteria designed to determine the following:
 - i. Project success in satisfying performance measures adopted by HUD;
 - ii. Project success in meeting system-wide and individual performance targets;
 - iii. The extent to which projects serve subpopulations prioritized by HUD or the HCCSC;
 - iv. The extent to which projects satisfy other priorities established by HUD or the CoC;
 - v. The stability of projects and their sponsoring organizations and their capacity to administer CoC grants;
 - vi. The extent to which projects and their sponsoring organizations understand and effectively collaborate with the HCCSC system by, among other things, participating in relevant committees and workgroups and providing timely notice of proposed additions to or changes in their policies, procedures, or services;
 - vii. Project adherence to individual and system-wide eligibility standards, Housing First policies, and Fair Housing and Equal Access policies; and
 - viii. The extent to which project staff attend required professional development sessions and pursue other professional development opportunities.
- c. Develop, annually review, and oversee the operation of grievance procedures for organizations that have applied for CoC or ESG funding and recommend any favored changes to the Board for approval;
- d. ~~Review requests for HCCSC endorsement of new programs as prescribed by the HCCSC's [Policies for Review and Endorsement of New Programs Serving the Homeless](#) [Policies for Prospective Housing and Services Programs](#) and help shepherd new programs through the process leading to endorsement;~~

- e. Consult with actual and prospective recipients and subrecipients of Continuum of Care funding to establish individual -performance targets;
- f. Ensure that (a) the Continuum of Care Planner is monitoring the performance of recipients and subrecipients of Continuum of Care and Emergency Solutions Grant funding in accordance with established procedures and bringing to the attention of the committee any performance issues that jeopardize the funding they are ~~receiving through these programs~~ and (b) the Continuum of Care Planner is following established procedures to resolve any performance problems; and
- g. Consult with the Continuum of Care Planner to develop for Board approval impartial procedures and, to the extent possible, objective criteria to be used in evaluating, ranking, and recommending to the HCCSC Board all other applications for funding that must be endorsed by the HCCSC.

Commented [JVN4]: Removal of extra language that is confusing

D. Central Intake, Assessment, and Prioritization Committee. The Central Intake, Assessment, and Prioritization Committee (the Central Intake Committee) will work with Emergency Solutions Grant ~~P~~program recipients and Continuum of Care Grant Program recipients to develop and annually review the following for Board approval and oversee their implementation:

- 1. Policies and procedures for establishing and operating a system for central registration of all individuals and families requesting homeless services and for uniformly assessing the needs of these individuals and families for housing and services;
- 2. Written standards for providing HCCSC assistance that, at a minimum include:
 - a. Policies and procedures for evaluating individuals' and families' eligibility for assistance;
 - b. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
 - c. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance;

- d. Standards for determining what percentage or amount of rent each program participant must pay while receiving rehousing assistance;
 - e. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; and
 - f. A specific policy to guide the operation of the centralized or coordinated assessment system in addressing the needs of individuals and families who are fleeing, or attempting to flee, domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from non-victim service providers.
3. Procedures for monitoring the Central Intake, Common Assessment and Service Prioritization System and correcting any identified deficiencies.
- E. HMIS Committee. The HMIS Committee will work with the HMIS Lead to:
1. Develop, annually review, -and, as necessary, revise for Board approval a privacy plan, security plan, and data quality plan for the HMIS and all other policies and procedures required by regulations and notices issued by the Department of Housing and Urban Development; and
 2. Develop for Board approval and implement a plan for monitoring the HMIS to ensure that:
 - a. Recipients and subrecipients consistently participate in the HMIS;
 - b. HMIS -is satisfying the requirements of all regulations and notices issued by the Department of Housing and Urban Development; and
 - c. The HMIS Lead is fulfilling the obligations outlined in its memorandum of agreement with the HCCSC, including the obligation to enter into written participation agreements with each contributing HMIS organization (CHO).

Article VI. Board Officers

- A. Officer Positions. The Board will have three officers: chair, vice chair, and secretary. No one may occupy more than one office at a time.

- B. Election of Officers. At the final Board meeting of the year, directors will elect individuals to fill the positions of officers whose terms are expiring from a slate of candidates developed by the Executive Committee. In the case of a mid-term vacancy in any officer position, directors will elect an individual to fill that vacancy at their next scheduled meeting.
- C. Terms of Office. Officers will serve two-year terms unless filling a mid-term vacancy, in which case an officer will serve for the remainder of the calendar year in which he is elected and two full years thereafter. Officers elected in the year in which Articles I through IX of this charter are first approved will serve the remainder of that year and an additional two full years thereafter.
- D. Resignation and Removal. An officer may resign from the Board at any time by giving written or oral notice to the Board chair or vice chair. In addition, officers may be removed from their positions by a majority vote of remaining Board members for repeated violation of the code of conduct or conflict of interest policies outlined in Article VIII of this charter.
- E. Duties of the Chair. The chair will preside over meetings of (1) HCCSC members; (2) the Board; and (3) the Executive Committee.
- F. Duties of the Vice Chair. In the absence of the chair or in the event of a mid-term vacancy in the chair position, the vice chair will assume the duties of the chair.
- G. Duties of the Secretary. The secretary will keep or cause to be kept accurate minutes of member, Board, and Executive Committee meetings. In addition, the secretary will ensure that:
 - 1. Board committees are preparing timely minutes of their meetings;
 - 2. All minutes are promptly published on the HCCSC's website; and
 - 3. Proper notice is issued for all member, Board, and Executive Committee meetings.

VII. Appointment of Agents and Designation of HMIS System

- A. HMIS Lead. The Mental Health and Recovery Services Board of Stark County will serve as HCCSC's HMIS Lead and, in so doing, will fulfill the responsibilities outlined in the Memorandum of Agreement that is incorporated into this charter as an appendix.
- B. Collaborative Applicant. Stark County Regional Planning Commission will serve as HCCSC's Collaborative Applicant and, in so doing, will fulfill the responsibilities of the Memorandum of Agreement that is incorporated into this charter as an appendix. These responsibilities will include employing and supervising a Continuum of Care Planner who will carry out the duties outlined in this charter and in the Continuum of Care Planner Job Description that is incorporated into this charter as an appendix.
- C. HMIS Designation. HCCSC hereby designates Adaptive Enterprise Solutions as the single Homeless Management Information System for its geographic area.

VIII. Code of Conduct and Conflicts of Interest

- A. Attendance and Conduct. Directors, committee members, and other HCCSC employees and agents must exercise care, diligence, and prudence when acting on behalf of HCCSC. These individuals must complete on time the work they have agreed to undertake. In addition, as required by their respective positions, they must attend Board and committee meetings and be prepared to discuss matters presented for their deliberation. Absence without notice or explanation for three meetings within a calendar year or repeated failure to complete work assignments will be grounds for removal from the Board and from any committee to which an individual has been assigned. In addition, repeated failure to participate thoughtfully and respectfully in discussions or persistent disruptive or obstructive conduct during meetings will be grounds for removal.
- B. Conflicts of Interest.
 - 1. Directors, committee members, and other HCCSC employees and agents must abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of the HCCSC and its processes. Failure to honor these rules will be grounds for removal from the Board and any of its committees and for dismissal from the HCCSC's service.
 - a. Directors, committee members, and other HCCSC employees and agents may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:

- i. Any organization that they or a member of their immediate family represents;
or
 - ii. Any organization from which they or a member of their immediate family derives income or anything of value.
- b. Whenever HCCSC directors, committee members, employees, agents, or any of their immediate family members have a financial interest or any other personal interest in a matter coming before the Board or one of its committees, they must:
 - i. Fully disclose the nature of the interest; and
 - ii. Withdraw from discussing, lobbying, and voting on the matter.
2. At the beginning of every meeting of the Board and every Board committee, the meeting ~~chair~~facilitator must ask if there are any conflicts of interest or potential conflicts of interest that need to be disclosed before the business included in the meeting's agenda is discussed.
3. Any matter in which directors or committee members have an actual or potential conflict of interest will be decided only by a vote of disinterested individuals. In addition, the minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' and committee members' actual or potential conflicts of interest and their abstention.
4. HCCSC directors, committee members, employees, and agents must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclosing any conflicts of interest that they face or are likely to face in fulfilling their duties as directors.

IX. Approval of Governance Charter and Subsequent Amendments

- A. Scope of the Governance Charter. The governance charter of HCCSC ("the Charter") includes Articles I through IX, which establish a framework for governing ~~the~~ HCCSC, as well as a series of appendices that establish the policies and procedures needed to comply with Subpart B of 24 CFR Part 578 and other policies, procedures, and agreements governing the routine operations of the HCCSC.

- B. Approval and Subsequent Amendment of HCCSC's Governance Framework. The governance framework outlined in Articles I through IX of the Charter and every subsequent amendment to that framework must be approved by ~~a majority of~~ HCCSC members.

- C. Approval and Subsequent Amendment of Operating Policies and Procedures. The operating policies, procedures, and agreements incorporated into the Charter as appendices and every subsequent amendment or addition to those policies, procedures and agreements must be approved by ~~a majority of~~ Board members.

- D. Regular Reviews of the Governance Charter. In consultation with the Collaborative Applicant and the HMIS Lead, the Executive Committee will review the Charter annually and recommend to the Board changes to improve the functioning of HCCSC and maintain compliance with federal and state regulations. In addition, every five years after initial approval of the Charter, the Board, acting through the Executive Committee, will invite interested members to participate in a review and discussion of the Board selection process. Based on the consensus achieved in that discussion, the Board will ask HCCSC members to ratify the existing selection process or approve proposed changes to that process at their next Annual Meeting.