

**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 Collaborative Applicant.
- C. Invitation for New Members. Annually 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 Collaborative Applicant 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 Collaborative Applicant 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 names of any individuals abstaining from a vote, and the names of any individuals voting against the motion.
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.F., 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 voting 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
 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 4 times a year in accordance with a schedule given to all directors at the beginning of each calendar year.
- 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 Collaborative Applicant 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 disclosure of any conflicts of interest, the names of any individual abstaining from a vote, and the names of any individual voting against the motion.
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 Coordinated Entry 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 by the Executive Committee and reported thereafter to the Board. Committee members may include both directors and non-directors. In determining committee membership, the Executive Committee will consider requests from HCCSC directors and members to serve on particular committees. However, the Executive Committee will exercise its judgment in accepting or rejecting these requests. 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 Collaborative Applicant representatives 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 Collaborative Applicant within two days thereafter. Within one week after receiving the approved minutes, the Collaborative Applicant 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 and the HMIS Lead;
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 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 other HCCSC partners and workgroups 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:

1. 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;
2. 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:
 - a. Project success in satisfying performance measures adopted by HUD;
 - b. Project success in meeting system-wide and individual performance targets;

- c. The extent to which projects serve subpopulations prioritized by HUD or the HCCSC;
 - d. The extent to which projects satisfy other priorities established by HUD or the CoC;
 - e. The stability of projects and their sponsoring organizations and their capacity to administer CoC and ESG funding;
 - f. 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;
 - g. Project adherence to individual and system-wide eligibility standards, Housing First policies, and Fair Housing and Equal Access policies; and
 - h. The extent to which project staff attend required professional development sessions and pursue other professional development opportunities.
3. 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;
 4. 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*;
 5. Consult with actual and prospective recipients and sub-recipients of Continuum of Care funding to establish individual performance targets;
 6. Ensure that (a) the Collaborative Applicant is monitoring the performance of recipients and sub-recipients 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 and (b) the Collaborative Applicant is following established procedures to resolve any performance problems; and
 7. Consult with the Collaborative Applicant 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.

D. Coordinated Entry Committee. The Coordinated Entry Committee will work with Emergency Solutions Grant 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 Coordinated Entry System, service prioritization tool 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 sub-recipients 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. Representative of Management Organization or Collaborative Applicant as Chair. The Board may elect as a Board chair any representative of an organization that is serving as Collaborative Applicant of the Continuum or playing any another significant role in managing the Continuum. In the event that such a representative is elected to as chair of the Board, he or she will participate in Board meetings and in meetings of the Executive Committee as a non-voting member.
- C. 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.
- D. 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.
- E. 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.
- F. Duties of the Chair. The chair will preside over meetings of (1) HCCSC members; (2) the Board; and (3) the Executive Committee.

- G. 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.

- H. 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 Stark Mental Health & Addiction Recovery (StarkMHAR) 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 Housing Network, Inc. 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 carrying out the duties outlined in this charter.

- C. HMIS Designation. HCCSC hereby designates Adsytech, Inc. 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 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 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 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.