

**I. NAME AND JURISDICTION**

The Mendocino County Homeless Services Continuum of Care (“MCHSCoC”) evolved from an effort to provide a coordinated community-wide response to homelessness in the geographic area of Mendocino County through a Continuum of Care (“CoC”). The Continuum of Care is a concept developed by the federal Department of Housing and Urban Development (HUD) to help communities develop the capacity to envision, organize, and plan comprehensive and long-term solutions to addressing the problem of homelessness in their community. The MCHSCoC is the CoC for Mendocino County. The MCHSCoC Governing Board (“Governing Board”) is the oversight board of the MCHSCoC.

**II. PURPOSE**

The purpose of the MCHSCoC is to plan and support a coordinated and strategic approach to meet the specific needs of people who are homeless as they move to stable housing and maximum self-sufficiency, including action steps to end homelessness and to prevent a return to homelessness. The MCHSCoC brings together a broad spectrum of participants to address all aspects of homelessness and the needs of all the homeless subpopulations. In setting goals and action steps, the MCHSCoC works collaboratively to incorporate the perspective of direct service providers, advocates, and individuals currently or formerly experiencing homelessness.

The Governing Board serves as the Department of Housing and Urban Development (HUD)-designated primary decision making group and oversight board of the CoC funding process for Mendocino County.

As the oversight board of the MCHSCoC, the Governing Board:

- A. Ensures that the MCHSCoC , as the CoC for the geographic area of Mendocino County, is meeting all of the responsibilities assigned to it by HUD regulations (see “Responsibilities” below);
- B. Represents the relevant organizations and projects serving subpopulations;
- C. Supports homeless persons in their movement from homelessness to affordable permanent housing and economic stability within a supportive community;
- D. Ensures that the MCHSCoC is inclusive of all needs of Mendocino County’s homeless sub-populations; and
- E. Facilitates responses to issues and concerns that affect the agencies funded by CoC funds that are beyond those addressed in the annual CoC application process.

### III. **MEMBERSHIP**

#### A. GOVERNING BOARD MEMBERSHIP

Each year, at the annual MCHSCoC General Orientation and Membership Invitation Event, the structure of the MCHSCoC, committees and workgroups, and the Governing Board is outlined. The nomination process for the Governing Board is also explained. Then at the MCHSCoC's Annual Governance Meeting, a slate of potential Governing Board members (developed as described in the "***Governing Board and Officer Nomination and Terms, Section VII***") is presented to and voted on by the full MCHSCoC general membership.

The Governing Board Membership consists of agencies or individuals described in the "MCHSCoC Governing Board Membership" table incorporated in section IV:C.

1. The executive director, or authorized representative, of an agency which has been voted in as a member of the Governing Board may appoint an individual from their organization to serve as Governing Board member in their stead;
2. Each Governing Board member may appoint in writing, by telephone, or e-mail, an alternate voting representative if the designated voting representative is unable to attend a meeting. The written proxy will be given to the Secretary prior to the meeting;
3. Each designated role has one seat on the Board, except as otherwise indicated.

A seat will be added to the Governing Board for an Emergency Solutions Grantee (ESG) when and if ESG grantees are not already represented on the Governing Board in another seat by a member organization receiving ESG funds.

Additional Membership Conditions:

1. No organization may have more than one staff person seated on the Governing Board as a voting member at any time, regardless of which seats they occupy;
2. The Governing Board is established/activated once seven of the nineteen seats are occupied, pursuant to the process established by this Charter. Two of the seven must include the Collaborative Applicant and the Homeless or Formerly Homeless Individual.

#### B. MCHSCoC GENERAL MEMBERSHIP

1. The MCHSCoC General Membership is a volunteer and/or appointed membership. The Governing Board, with the assistance of the Membership Committee will issue a public invitation for new members at least annually, through a General Orientation and Membership Event.
2. The Governing Board and MCHSCoC general membership may solicit specifically for members to represent under-represented subpopulations or groups, including initiating additional actions to ensure representation by homeless and/or formerly homeless persons.

3. Applications for membership shall be reviewed, approved or denied as provided by Section IV.C.1.g. "Membership Committee" of this Charter.
4. The MCHSCoC is broadly representative of the public and private homeless service sectors, including homeless client/consumer interests. The CoC Interim rule (24 CFR Part 578.5) outlines those organizations and individuals, that are to be included as part of the membership in the MCHSCoC.
5. The General Membership consists of three membership categories:
  - a. **Agency/Organization Membership:** A member agency/organization is a public or private agency or organization that can or does address short and longer-term housing needs, health needs, legal needs, case management, education, or other support services related to the homeless in Mendocino County. Agency/organization membership requires completion of the Memorandum of Understanding for General Membership as prepared and updated by the Governing Board with the assistance of the Membership Committee.
  - b. **Individual Membership:** An individual member is a concerned community member who is homeless, or formerly homeless, or has otherwise demonstrated a personal interest in the needs of the homeless in Mendocino County. Individual membership requires completion of the Memorandum of Understanding for Individual General Membership.
  - c. **Advisory Membership:** An Advisory membership is for those stakeholder individuals and agencies that are interested in participating in the MCHSCoC, but are unable to fulfill membership duties. Examples include individuals with specific knowledge or expertise who may be called upon to provide specific input, or asked to sit on an Ad hoc committee. Advisory members are not held to the attendance or committee requirements of General or Board members, Advisory members do not have the power to vote at any meetings. Advisory membership requires completion of the Memorandum of Understanding for Advisory Membership.

## C. CODE OF CONDUCT

### 1. **Scope**

This section applies to all Members of the MCHSCoC, its Board Members, officers and all persons acting on behalf of the MCHSCoC, herein the Code of Conduct referred to as "Members".

### 2. **General Statement of Expectation**

Each Member is expected to adhere to a high standard of ethical conduct and to act in accordance with the MCHSCoC's Mission. Unethical actions, or the appearance of unethical actions, are not acceptable. Members are to be guided by the following principles in carrying out their responsibilities. Note, however, that this Code summarizes such principles and nothing in this Code should be considered as limiting duties, obligations or legal requirements with which Members must comply.

- a. **Loyalty:** Members should not be, or appear to be, subject to influences, interests or relationships that conflict with the mission and purpose of the MCHSCoC.
  - b. **Care:** Members shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees and shall act prudently in exercising management oversight of the MCHSCoC. Members are expected to understand the MCHSCoC's principal policies and core values.
  - c. **Inquiry:** Members shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of the MCHSCoC and to participate in an informed manner in the MCHSCoC's activities. Members are expected to attend all meetings of the MCHSCoC, except if unusual circumstances make attendance impractical.
  - d. **Compliance with Laws, Rules and Regulations:** Members shall comply with all laws, rules and regulations applicable to the MCHSCoC.
  - e. **Observance of Ethical Standards:** Members must adhere to the highest of ethical standards in the conduct of their duties. These include honesty, fairness and integrity.
3. **Integrity of Records**

Members should promote the accurate and reliable preparation and maintenance of the MCHSCoC's records. Diligence in accurately preparing and maintaining MCHSCoC's records allows the MCHSCoC to fulfill its reporting obligations and to provide governmental authorities and the general public with full, fair, accurate, timely, understandable, open and transparent disclosure.
4. **Conflicts of Interest**

Members must act in accordance with the conflicts of interest requirements at 24 CFR §578.95(b), namely that no 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. Members shall review and sign the MCHSCoC's conflict of interest policy before or at the time of taking their seat.
5. **Affirmation**

All Members shall read this Code at least annually, and shall certify in writing that they have done so and understand the Code.
6. **Recusal Process**

Definition: "Recusal" means the process by which a person disqualifies himself or herself from a matter because of prejudice or a conflict of interest.

Members, officers or anyone acting on behalf of the MCHSCoC (including committee members) must recuse themselves from participating in or influencing discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents, and must recuse themselves in matters as otherwise applicable under 24 CFR §578.95.
7. **Enforcement**

Members will discuss with the Chair of the Board or the Co-Chair of the Board, any questions or issues that may arise concerning compliance with this Code of Conduct.

Breaches of this Code, whether intentional or unintentional, shall be reviewed by the Governing Board (excluding any Members whose breaches are under review). Serious breaches of this Code may be cause for dismissal of the Member. Decisions to dismiss shall be made by majority vote of the MCHSCoC Governing Board at a properly convened meeting of the Board; the meeting shall be by closed session if requested by the Member being reviewed. The Member shall have a right to present a defense at such meeting prior to a final decision.

#### IV. **RESPONSIBILITIES**

##### A. GOVERNING BOARD MEMBERS

As the designated board of the MCHSCoC, the Governing Board works with the MCHSCoC committees, the MCHSCoC Collaborative Applicant, and HMIS Lead to fulfill the following three major duties:

1. Operate the MCHSCoC, which ***must***:
  - a. Hold meetings of the full MCHSCoC General membership, with published agendas, at least quarterly;
  - b. Issue a public invitation for new member agencies or individuals within Mendocino County, at least annually with the assistance of the Membership Committee;
  - c. Follow the written process to select board members. Lead the MCHSCoC in reviewing and updating the board selection process for approval of the MCHSCoC membership at least once every 5 years;
  - d. Establish additional committees, subcommittees, or workgroups;
  - e. Each Governing Board member shall serve one year on a Standing Committee or Work Group as appointed by the Chair of the Governing Board;
  - f. In consultation with the Collaborative applicant and the HMIS Lead, and with the assistance of the Strategic Planning Committee, further develop, follow, and update annually a governance charter, which includes all procedures and policies necessary to comply with CoC program requirements, as prescribed by HUD; and maintain a code of conduct and a recusal process for the Governing Board, its chair(s), and any person acting on behalf of the Governing Board;
  - g. With the assistance of the Performance Measurement Committee, consult with recipients and sub-recipients of CoC and/or ESG funding to establish performance targets appropriate for population and program type, monitor recipient and sub-recipient performance, evaluate outcomes, and take action against poor performers;
  - h. With the assistance of the Performance Measurement Committee, evaluate outcomes of projects funded under the Emergency Solutions Grants (“ESG”) program and the CoC program, and report to HUD;
  - i. In consultation with recipients of ESG program funds within Mendocino County, and with the assistance of the Strategic Planning Committee, establish and operate either a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services. Develop a specific policy to guide the operation of the centralized or coordinated assessment system on how its system will address 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; this system will comply with any requirements established by HUD by notice;

- j. In consultation with ESG recipients within Mendocino County, and with the assistance of the Strategic Planning Committee, establish and consistently follow written standards for providing CoC assistance. At a minimum, these written standards, must include:
    - i. Policies and procedures for evaluating individuals' and families' eligibility for assistance under the CoC program (24 CFR Part 578);
    - 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 re-housing assistance;
    - iv. Policies and procedures for determining what percentage or amount of rent each program participant must pay while receiving rapid re-housing assistance;
    - v. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; and
    - vi. If the MCHSCoC is designated a high-performing community, policies and procedures set forth in 24 CFR 576.400(e)((3)(vi), (e)(3)(vii), (e)(3)(viii), and (e)(3)(ix).
  - k. With the assistance of the Strategic Planning Committee and consistent with 24 CFR §578.15(b), designate an eligible applicant(s) to submit an application for grant funds in response to a NOFA published by HUD under 24 CFR §578.19. The designation must state whether the Governing Board is designating more than one applicant to apply for funds and, if it is, which applicant is being designated as the collaborative applicant. If only one applicant is designated to apply, that applicant must be designated as the collaborative applicant.
2. With the assistance of the Homeless Management Information Systems Committee, design and operate a Homeless Management Information System (HMIS)(24 CFR §578.7(b)):
- a. Designate a single HMIS for Mendocino County;
  - b. Designate an eligible applicant to manage the MCHSCoC's HMIS, which will be known as the HMIS lead;
  - c. Review, revise, and approve a privacy plan, security plan, and data quality plan for the HMIS;
  - d. Ensure consistent participation of recipients and sub-recipients in the HMIS;
  - e. Ensure that the HMIS is administered in compliance with HUD requirements.
3. With the assistance of the Strategic Planning Committee develop a Continuum of Care plan consistent with 24 §CFR 578.7(c) that includes:

- a. Coordinating the implementation of a housing and service system within Mendocino County that meets the needs of the homeless individuals and families.  
The system must include:
  - i. Outreach, engagement, and assessment;
  - ii. Shelter, housing, and supportive services;
  - iii. Prevention strategies.
- b. Planning and conducting an annual point-in-time count of homeless persons that meets the requirements of 24 CFR §578.7(c)(2);
- c. Conducting an annual gaps analysis of the homeless needs and services available within Mendocino County;
- d. Providing information required to complete the Consolidated Plan within Mendocino County;
- e. Consulting with State and local government Emergency Solutions Grants program recipients within Mendocino County on the plan for allocating ESG program funds and reporting on and evaluating the performance of ESG program recipients and sub-recipients.

## B. MCHSCoC MEMBERS

The MCHSCoC membership has the following responsibilities:

1. Adopt and follow a written process to select a board (the Governing Board) consistent with 24 CFR §§578.5(b), 578.7(a)(3) and this Charter, and review, update and approve the process for selection of the board at least once every 5 years;
2. Actively serve on or attend two committees or work groups per year;
3. Comply with the conflict-of-interest requirements at 24 CFR §578.95;
4. Collaborate with other members to work toward the MCHSCoC mission, goals, and objectives;
5. Abide by the MCHSCoC Governance Charter;
6. Attend MCHSCoC meetings. Active members missing three consecutive meetings could be moved to Advisory Membership status;
7. Participate in Point-in-Time Studies, outreach endeavors, training sessions or actual counts.



## C. COMMITTEES AND WORK GROUPS

Policy Statement: The MCHSCoC is committed to ensuring that each committee is comprised of members that are representative, and can and do represent, the diverse and vast geographic area of the MCHSCoC. The MCHSCoC is also committed to ensuring that the committees and workgroups are representative of the diversity of the MCHSCoC service area.

1. Standing committees are comprised of MCHSCoC General Members, with a maximum of two Board members. Each member serves a minimum of 1 year to a maximum of a 3 years staggered term.
2. If the Board determines in an open meeting of the MCHSCoC that necessary committee work is not progressing, the Board may then appoint a temporary committee chair, including a board member, to move the business forward.
3. Each committee elects the Chair and Co-Chair of their respective committee as well as selecting a member who will report back to the full MCHSCoC General Membership at the regularly scheduled MCHSCoC meeting.
4. At least one Governing Board member who volunteers, or is assigned by the Chair of the Governing Board, must serve as a member of each Standing Committee or Work Group.
5. Ad-hoc committees and workgroups shall be appointed by the Chair or Co-Chair and approved by vote of the Governing Board.
6. The following table describes standing committees, ad-hoc committees, and workgroups:

<i>Name of Committee/Workgroup</i>	<i>Type</i>
Membership Committee	Standing Committee
Shelter and Solutions Committee	Standing Committee
Strategic Planning Committee	Standing Committee
HMIS/Performance Improvement Committee	Standing Committee
Coordinated Entry/Discharge Planning Cmte	Standing Committee
Transition Age Youth Workgroup	Workgroup
Families and Children Workgroup	Workgroup
Elders Workgroup	Workgroup
Funding Recommendations Ad-Hoc Cmte	Ad-Hoc Committee
Point-in-Time Ad-Hoc Cmte	Ad-Hoc Committee



**Membership Committee:**

- i. The Membership Committee is responsible for accepting membership applications (as described in Section III.B.), reviewing for membership eligibility, and approving general MCHSCoC membership applications.
- ii. The committee shall also issue a public invitation for new members, at least annually.
- iii. Any recommendations for denial of general MCHSCoC membership must go before the Governing Board for final decision.
- iv. Along with the Governing Board Secretary, this committee is responsible for maintaining contact information for all MCHSCoC General Members and committee change forms for all committees.
- v. The MCHSCoC is committed to ensuring that the MCHSCoC membership is representative of the diversity of Mendocino County's residents experiencing homelessness. To that end, this committee shall engage in such outreach to any underrepresented communities.
- vi. The Membership Committee shall be comprised of a minimum of three but ideally five to seven MCHSCoC members in good standing from the general membership.

**Shelter and Solutions Committee:**

- i. The Shelter and Solutions Committee is responsible to address issues related to the current system of emergency shelter services and solutions for the geographic area of Mendocino County, including gaps in services, and any other shelter related issue or emerging problem.
- ii. The Shelter and Solutions Committee shall be comprised of a minimum of three, but ideally five to seven MCHSCoC members in good standing from the general membership. At least one member of the committee shall be a member organization that is an Emergency Solutions Grant Grantee.

**Strategic Planning Committee:**

- i. The Strategic Planning Committee assists the Governing Board in the development and annual update of the Governance Charter, the development of the written standards for providing Continuum of Care assistance, and in making any recommendations for revisions to such standards.
- ii. The committee also assists in the development of the Continuum of Care plan, and makes recommendations to the Board regarding implementation of and revisions to such plan.
- iii. The committee assists the Governing Board in establishing either a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services.
- iv. The committee also assists the Governing Board in developing a specific policy consistent with the requirements established by HUD to guide the operation of the centralized or coordinated assessment system to address 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.

- v. The Strategic Planning Committee shall be comprised of a minimum of three but ideally five to seven MCHSCoC members in good standing. One of the seats shall be filled by recipient/sub recipient of CoC funding, and one by an individual currently or formerly experiencing homelessness.

**Homeless Management Information Services (HMIS) / Performance Improvement Committee:**

- i. The HMIS/Performance Improvement Committee is responsible for planning, coordinating, and evaluating the implementation of HMIS for the MCHSCoC, data collection and processing (e.g. APR preparation), and review of all reports submitted on behalf of the COC, including but not limited to; HIC, APAR, AHAR, PIT. This committee also responsible for recommending to the Governing Board performance targets for population and program type, assisting the Governing Board in monitoring recipient and sub-recipient performance and evaluating outcomes, allowing the Governing Board to take action against poor performers, and to report outcomes to HUD.
- i. The committee will present these reports to the COC Board for questions and input prior to submitting them to HUD or other funders, in addition the committee will provide the reports to the Board or membership at their request.
- ii. This committee is also responsible for making recommendations to improve local data collection processes, reviewing, revising, and recommending to the Governing Board a privacy plan, a security plan, and the Data Quality Plan for the HMIS, and for ensuring consistent participation, including submission of data and data entry, by the recipients and sub-recipients in the HMIS.
- iii. The Committee shall also evaluate the outcome of any project(s) funded under the Emergency Solutions Grants program, allowing the Governing Board to report those outcomes to HUD.
- iv. This committee is instrumental in determining where resources are best utilized, and in making recommendations to the CoC about re-allocation of funds specifically designated to homelessness services and issues.
- v. The Committee shall be comprised of a minimum of three and ideally five to seven MCHSCoC members in good standing of whom two or three should be recipients or sub-recipients of CoC funding.

**Coordinated Entry / Discharge Planning Committee:**

- i. The Coordinated Entry/ Discharge Planning Committee is responsible for ensuring that current and appropriate agreements are in place with local institutions that may release individuals into a situation of homelessness, and to work toward the outcome of successful release into a housed situation as opposed to homelessness, as well as coordinated entry planning, development, and recruitment and acts as a liaison between coordinated entry sites and the CoC.
- ii. Acting as the coordinated entry review team as outlined in the Coordinated Entry policies and procedures manual.

- iii. This committee makes recommendations to the Governing Board regarding discharge planning and the homeless system of care coordinated entry process.
- iv. The Coordinated Entry /Discharge Planning Committee shall be comprised of three and ideally five to seven MCHSCoC members in good standing who are representative of service providers and users of Coordinated Entry and/or Discharge Planning.

#### **Special Population Workgroup: Transition-Age Youth**

The Transition Aged Youth (TAY) Work Group is responsible for addressing issues specific to the needs of Transition Aged Youth ages 16 – 24, experiencing or at high risk of entering homelessness. This workgroup should be representative of, and expect to consider the needs of TAY for the geographic area of Mendocino County, including gaps in services, and any other homelessness related issue or emerging problem. The TAY Workgroup shall be comprised of a minimum of three, but ideally five to seven MCHSCoC members in good standing from the general membership.

#### **Special Populations Workgroup: Families and Children**

The Families and Children (F&C) Workgroup is responsible for addressing issues specific to the needs of Families and Children under the age of 16, experiencing or at high risk of entering homelessness. This workgroup should be representative of and expect to consider the needs of families and children for the geographic area of Mendocino County, including gaps in services, and any other homelessness related issue or emerging problem. The Families & Children Workgroup shall be comprised of a minimum of three, but ideally five to seven MCHSCoC members in good standing from the general membership.

#### **Special Populations Workgroup: Elders**

The Elders Workgroup is responsible for addressing issues specific to the needs of Elderly couples and individuals experiencing or at high risk of entering homelessness. This workgroup should be representative of and expect to consider the needs of elders for the geographic area of Mendocino County, including gaps in services, and any other homelessness related issue or emerging problem. The Elders Workgroup shall be comprised of a minimum of three, but ideally five to seven MCHSCoC members in good standing from the general membership.

#### **Funding Recommendations Ad-Hoc Committee:**

- i. The Funding Recommendations Committee is responsible for developing a request for proposal (RFP) process for parties that may be interested in applying for the COC, ESG or other identified NOFAs.
- ii. Publicizing the availability of the Continuum of Care program (COC) and the Emergency Solutions Grant program (ESG) funding in an effort to ensure that all possible projects are considered.
- iii. Developing a rating and ranking tool for all appropriate funding opportunities, including but not limited to COC and ESG funds.
- iv. Reviewing and rating and ranking of applications submitted to the CoC for funding opportunities.

- v. Reviewing grants where the agency is asking for a letter of support, and making a recommendation to the Board as to whether or not the letter should be provided.
- vi. Applicants for funding may not participate on the committee if requests from their agency or any other conflicts of interest are present.
- vii. The Application Review Committee shall be comprised of a minimum of three and ideally five to seven MCHSCoC members in good standing.

#### **Point-in-Time Ad-Hoc Committee**

- i. The committee is responsible for all aspects of the Point-in-Time Count (PIT), establishing the survey methods and tools for the annual homeless count in Mendocino County. In addition, this committee coordinates the annual homeless count ensuring that proper procedure is followed.
- ii. The chair of this committee will act as, or appoint the “Census Coordinator” who will appoint, from this committee, a “Team Captain” for each geographical location of the County. Other team captains may be appointed, as needed, from the MCHSCoC general membership.
- iii. This committee is responsible for the collection and consolidation of data, preparing PIT for completion of the Continuum of Care and Consolidated Plan(s) and assists in the completion of a final report to the Collaborative Applicant for electronic submission to HUD.

### **V. MEETINGS**

#### **A. VOTING MEMBERS & VOTING**

For the purpose of this Governance Charter, “voting” means casting a vote at a meeting of the Governing Board, MCHSCoC general membership, or a committee meeting.

Names of individual voting members, agency/organization voting members, agency/organization voting alternates, and voting Governing Board members shall be on file with the Membership Committee. The Membership Committee must receive changes in writing.

##### **1. Governing Board Members:**

- a. Each voting member of the Governing Board shall have one vote in meetings at which they are present.

##### **2. MCHSCoC General Members:**

- a. All individual and agency/organization general members, except for Advisory Members as defined at Section III.B.3 of this Charter, shall have the right to one vote in meetings on matters appropriately addressed to and within the responsibilities of the MCHSCoC as stated in this Charter. Each agency/organization member shall designate a voting representative to exercise its one vote maximum.
- b. Each agency member may appoint in writing, telephone, or by e-mail, an alternate voting representative if the designated voting representative is unable to attend a meeting. The written proxy will be given to the Secretary prior to the meeting.

### **3. Committee Members:**

- a. Each voting member serving on a committee shall have one vote in meetings of that committee.
- b. Committees may develop their own procedures that permit absentee, proxy, telephone, or email votes to effectively conduct their work.

### **B. QUORUM**

Fifty-one (51%) percent of any Governing Board, full MCHSCoC general membership, or committee members entitled to vote must be present at the meeting to constitute a quorum. If less than a quorum is present, a meeting may be conducted, but no votes on action items or motions can be taken.

### **C. MAJORITY CARRIES**

A simple majority of votes cast shall carry the motion in the meetings of the Governing Board, full MCHSCoC general membership, and committees, except as otherwise provided in this Governance Charter.

### **D. OPEN MEETINGS**

Governing Board and full MCHSCoC general membership meetings shall be open to the public, except as otherwise provided for in this Governance Charter.

### **E. NOTICE AND AGENDA**

Action items will be placed on the agendas of the meetings of the Governing Board, full MCHSCoC general membership and committees. Additional items may be added to the agenda at the beginning of the scheduled meeting, but may not be voted upon.

Agendas for the meetings of the Governing Board and full MCHSCoC general membership will be e-mailed to the Governing Board and to those on the MCHSCoC Membership List, and shall be posted at the scheduled location of the meeting three (3) days prior to the meetings.

### **F. CONDUCT OF MEETINGS**

The Chair shall conduct Governing Board and full MCHSCoC general membership meetings. The meetings shall be ordinarily conducted in an informal manner, but may be conducted by Robert's Rules of Order (revised edition), as deemed appropriate by the Chair. The Secretary or delegate representative shall record the minutes of every meeting.

### **G. FREQUENCY**

1. Meetings of the Governing Board shall be held monthly, except as otherwise provided in this Governance Charter. Afternoon meetings (1:30- 3:30) are the third Monday, unless there is a holiday, in which case it is the second Monday,
2. Meetings of the MCHSCoC general membership shall be held at least quarterly, except as otherwise provided in this Governance Charter (Jan, April, July, October),

3. Meetings of the Standing Committees shall be held at least quarterly, except as otherwise provided in this Governance Charter.

#### H. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings, beyond regularly scheduled monthly meetings, may be called by a majority decision of the Governing Board. Special meetings shall cover only matters of business, which have been stated in the call to meeting. Members shall be provided with a minimum of forty-eight hours' notice of a special meeting.

#### I. EXECUTIVE SESSION

Meetings of the Governing Board related to decisions to dismiss based on a Governing Board member's breach of the code of conduct may be closed to the public if requested by the Board Member under review.

### VI. **GOVERNANCE CHARTER REVIEW AND AMENDMENT**

#### A. AMENDMENT

This Charter may be amended at any combined meeting of the Governing Board and MCHSCoC general membership by a vote of the majority of the Governing Board.

#### B. NOTICE

Written notice of any proposed amendment to this Charter shall be mailed, (electronically is acceptable), to all MCHSCoC members at least five (5) calendar days prior to the meeting at which such action is proposed.

#### C. ANNUAL REVIEW

This Governance Charter must be reviewed and updated as needed by the Governing Board at least annually.

## **VII. GOVERNING BOARD NOMINATION, OFFICERS AND TERMS**

### **A. NOMINATION**

Nominations for the Governing Board shall be made by the MCHSCoC General Membership and nominees must be members of the MCHSCoC General Membership.

Nominations for Officers of the Governing Board shall be made by the Governing Board and nominees must be members of the Governing Board.

Nominations shall be made for each of the following seats of the Governing Board by the MCHSCoC General Membership:

1. Collaborative Applicant – **One Seat**
2. Homeless or Formerly Homeless Individual – **One Seat**
3. Shelter Representative – Coast - **One Seat**
4. Shelter Representative - North/Inland County - **One Seat**
5. Public Housing Authority – **One Seat**
6. Organization addressing the needs of the Homeless/Chronically Homeless – **One Seat**
7. Organization addressing the needs of unaccompanied or transition age youth (TAY) – **One Seat**
8. Organization addressing the needs of the elderly population – **One Seat**
9. Organization addressing the needs of families with children – **One Seat**
10. Organization addressing the needs of individuals with serious mental illness – **One Seat**
11. Organization serving persons with chronic substance abuse – **One Seat**
12. Organization addressing the needs of veterans – **One Seat**
13. Organization addressing the needs of persons with HIV/AIDS – **One Seat**
14. Organization addressing the needs of Victims of Domestic Violence – **One Seat**
15. Organization providing health care to the homeless – **One Seat**
16. County of Mendocino Health and Human Services Agency – **One Seat**
17. Organization representing a local housing developer - **One Seat**
18. Organization representing law enforcement – **One Seat**
19. Homeless or Formerly Homeless TAY – **One Seat**

The Term of MCHSCoC Governing Board Membership is three (3) years.



## B. LIST OF OFFICERS AND DUTIES

### 1. Governing Board Chair:

The term of office shall be three years. This officer is responsible for presiding over all meetings of the Governing Board and meetings of the full MCHSCoC General Membership. This officer shall act as spokesperson for the Continuum of Care and have final approval on all publicly reported information regarding the CoC.

### 2. Governing Board Co-Chair:

The term of office shall be three years. In the absence of the Chair, this officer is responsible for presiding over meetings of the Governing Board and meetings of the full MCHSCoC General Membership.

### 3. Governing Board Secretary:

This seat is permanently held by the Program Administrator or Senior Program Manager serving as the primary point of contact for the Collaborative Applicant / Administrative Entity for the CoC. The Secretary is responsible for the core administrative work of the CoC, including recording minutes at all meetings, serving as the primary point of contact for the CoC, preparing the agenda and all attachments for all meetings, and submitting these to the Chair for approval and distribution. The Secretary shall also be responsible for announcing funding opportunities and corresponding deadlines to the Governing Board and MCHSCoC General Membership. This officer shall be responsible for coordinating review by the Governing Board of APR's and other required reports of the MCHSCoC as the CoC. The Secretary serves as a non-voting member of the Board.

### 4. Committee Chairs:

The term of office shall be one to three years staggered term. These officers shall preside over Committee meetings and are responsible for scheduling meetings and creating the Agenda as stated in this Governance Charter. This officer shall be responsible for presenting Committee recommendations to the Governing Board.

### 5. Committee Co-Chairs:

The term of office shall be to three years staggered term. These officers, in the absence of the Chair, are responsible for presiding over Committee Meetings as well as coordinating and communicating scheduling of meetings to Committee Members.

### 6. Committee Reporters:

The term of office shall be to three years staggered term. These officers are responsible for recording minutes at all Committee Meetings and reporting to the Governing Board and MCHSCoC General Membership of Committee Meeting dates and times.