



Governance Charter

**For the Eastern
Pennsylvania
Continuum of Care**

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Section 1. Name

The name of this organization shall be the Eastern Pennsylvania Continuum of Care (Eastern PA CoC). Whenever the term "CoC", "Continuum" or "Continuum of Care" is used in this charter, it shall mean the Eastern Pennsylvania Continuum of Care.

Section 2. Office

The principal office of the Eastern PA CoC shall be the address of the President of the Board of Directors.

Section 3. Mission and Objectives

The purpose of the Continuum of Care program is to promote communitywide commitment to the goal of ending homelessness; provide funding for efforts by nonprofit providers, and State and local governments to quickly rehouse homeless individuals and families while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness; promote access to and effective utilization of mainstream programs by homeless individuals and families; and optimize self-sufficiency among individuals and families experiencing homelessness.

The mission of the Eastern PA CoC is to end homelessness throughout the Continuum of Care. The CoC works toward ending homelessness by providing a framework for a comprehensive and well-coordinated regional and local planning process. This includes identifying needs, conducting a systemwide evaluation of existing resources and program activities, and building a system of housing and services that addresses those needs. This mission will be pursued through the development of long-range plans to prevent and end homelessness in the geographic area, as well as the coordination necessary for successful implementation.

The objectives of the CoC include the following:

- Promote development of adequate funding for efforts for preventing homelessness, rapidly rehousing homeless persons, and stabilizing their housing;
- Maximize potential for self-sufficiency among individuals and families experiencing homelessness;
- Promote full access to, and effective use of, mainstream programs.

Section 4. Continuum of Care Responsibilities

In support of the mission and pursuant to HUD 24 CFR part 578.7 of the CoC Program Interim Rule, the Responsibilities of the Continuum of Care include:

A. Conduct effective planning processes to develop and update a Plan to End Homelessness

The CoC is responsible for the planning and implementation of a comprehensive system to address the needs of the homeless population and subpopulations and persons experiencing a housing crisis within its geographic area. The Plan will include long-range strategies as well as action steps to implement the Plan, periodically evaluating and updating the plan to assure its effectiveness.

In June 2017, the Board approved the Eastern Pennsylvania Continuum of Care: Five-Year Strategic Plan to Reduce and End Homelessness, 2017-2021. The primary goal of this strategic plan is a 50% reduction in the

number of people experiencing homelessness throughout the CoC by 2021. Due to the differing needs of the population and the resources available to assist them, the CoC has identified additional goals, largely organized around key subpopulations: those experiencing chronic homelessness, Veterans, families with children, and unaccompanied youth.

Eastern PA CoC Strategic Plan Goals

1. End chronic homelessness
 - Outcome: Achieve/maintain functional zero.
 - Functional zero: the state when your homelessness system has enough capacity and resources to prevent homelessness when possible and to permanently house those experiencing homelessness now and in the future. USICH has provided criteria and benchmarks to help communities assess whether their system has reached functional zero.
 - Chronic homelessness: long-term homelessness (12+ continuous or episodic months) among those with a disability. A detailed definition of chronic homelessness for use in determining eligibility for housing and services has been developed by the U.S. Department of Housing and Urban Development.
2. End Veterans homelessness
 - Outcome: Achieve/maintain functional zero
3. Reduce homelessness among families with children
 - Outcome: Achieve/maintain functional zero for unsheltered families with children
 - Outcome: Achieve/maintain functional zero for all families with children fleeing domestic violence
 - Outcome: Reduce all homelessness among families with children by 50% (households)
4. Reduce homelessness among unaccompanied youth
 - Outcome: Reduce the number of unaccompanied youth experiencing homelessness by 75%
 - Youth: those under 25 years of age, including single individuals and parenting youth.
5. Set a path to end all forms of homelessness (achieve functional zero)
6. Reduce the duration of homelessness to an average of 47 days or less
 - The CoC's long range goal is to reduce this average to 30 days or less

In order to achieve the goals detailed earlier in this plan, the Eastern PA CoC has identified a number of strategies, for which action steps will need to be developed and implemented. These strategies are designed to address a range of needs and include:

- Investing in prevention and diversion strategies;
- Streamlining and coordinating access to housing and services;
- Expanding the continuum of housing options;
- Expanding and aligning resources;
- Increasing the economic security of households;
- Increasing the capacity for data collection and analysis; and
- Engaging in advocacy to increase support and sustainability.

The effectiveness of this plan will be evaluated at least annually.

B. Coordinate with other entities and organizations in improving the effectiveness of homeless assistance in the Continuum

The Continuum coordinates with several other agencies and entities involved in planning and implementing homeless programs and activities in the 33-county area. The primary relationship is with the PA Department of Community and Economic Development (DCED), which has responsibilities to the State Legislature for planning and implementing programs statewide. This includes the management of statewide homeless and housing programs including the Emergency Solutions Grant (ESG), the completion of the state's Consolidated Plan, and other statewide planning efforts.

C. Operate an effective performance management system through the Homeless Management Information System (HMIS) to ensure progress in meeting established project and continuum outcomes

The Continuum is charged with the responsibility of implementation and maintenance of the HMIS system for the CoC. Specifically, the Continuum must:

- Designate a single HMIS for its geographic area;
- Designate a single eligible applicant to serve as the HMIS Lead Agency to manage the HMIS and apply for HMIS funding;
- Ensure that the HMIS is administered in compliance with requirements prescribed by HUD;
- To the extent possible, ensure that projects using an alternate data collection system (such as Victim Service Providers) are compliant with maintaining a "comparable database". The collection of data must comply with the Final HMIS Data Standards - 2017 HMIS Data Dictionary released on May 2, 2017.
- In consultation with the HMIS Lead Agency, review, revise, and approve an HMIS privacy plan, security plan, and data quality plan;
- Ensure the consistent participation of recipients and subrecipients in the HMIS.

The Continuum coordinates with its HMIS Lead Agency, grant recipients and subrecipients, and other participating organizations to establish performance targets appropriate for its population and program types. It also reviews periodic reports on performance of Continuum of Care-wide goals and supports efforts to obtain accurate and complete data on tracked outcomes.

D. Maintain an effective CoC project monitoring and technical assistance effort to assist grantees with weak performance or management

The CoC monitors CoC and ESG recipient and subrecipient performance, evaluates project outcomes, and provides technical assistance to weak poor performers. The Governing Board manages the CoC resources to ensure maximum impact of funds on improving outcomes; and reallocates funds as necessary. This is carried out in compliance with the CoC's plan to monitor performance. The Eastern PA CoC Monitoring Plan is found on the CoC Website.

E. Establish a Coordinated Entry System

The HUD CoC Program interim rule requires that CoCs establish and operate a "centralized or coordinated assessment system" and defines coordinated entry as a centralized or coordinated process designed to coordinate program participant intake assessment and provision of referrals (24 CFR part 578.3). The Eastern PA CoC CES is fully compliant with the requirements published through the HUD Notice (CPD-17-01: Establishing Additional

Requirements for a Continuum of Care Centralized or Coordinated Assessment System, published on January 23, 2017) established the minimum requirements for Coordinated Entry and required them to be in place in every CoC by January 23, 2018. According to the notice, CoC Coordinated Entry Systems must:

- Cover the entire geographic area claimed by the CoC;
- Be easily accessed by individuals and families seeking housing or services;
- Be well-advertised;
- Include a comprehensive and standardized assessment tool;
- Provide an initial, comprehensive assessment of individuals and families for housing and services; and,
- Include a specific policy 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 specific providers.

The CoC's *Connect To Home: Coordinated Entry System of Eastern PA* (CES) coordinates and manages access, assessment, prioritization and referral to housing and services for any person(s) experiencing or at imminent risk of homelessness. Participation in CES is required for all projects funded by HUD Continuum of Care or Emergency Solutions Grants (including those administered by the Commonwealth of Pennsylvania) and strongly encouraged for all other housing and service providers in order to ensure equitable and coordinated access for all. To the extent possible, ensure that projects using an alternate data collection system (such as Victim Service Providers) should participate in the coordinated entry system adopted by the CoC. The CoC's *Connect To Home: Coordinated Entry System of Eastern PA* Policy Manual and Procedures are found on the CoC website.

F. Encourage coordination among federal homeless programs through improved coordination with recipients and sub-recipients of the Emergency Solutions Grants

The Continuum coordinates with ESG recipients and DCED on the allocation of resources within the Continuum and the development of a coordinated intake and assessment system. The Continuum consults with State and local government ESG recipients (e.g. city of Allentown) within its geographic area with respect to the plan for allocating ESG funds and reporting on and evaluating the performance of ESG recipients and subrecipients.

In addition, the CoC evaluates outcomes of projects funded under the Emergency Solutions Grant program and the Continuum of Care program, and reports to HUD as required.

G. Maximize resources by annually preparing competitive applications for the HUD CoC-funded programs and other funding resources

The Continuum, in collaboration with the Collaborative Applicant, develops a competitive CoC application to HUD and aggressively seeks resources. The Continuum follows a collaborative process for developing applications and approving the submission of applications in response to a NOFA published by HUD in concert with the funding priorities and plan adopted by the Continuum. The Continuum will also seek out other funding sources that the CoC and/or its communities and agencies can apply for to support the goals of the CoC.

The project selection process must be transparent and inclusive and based on the standards indicated in 24 CFR part 578.19(b). In order to maximize the use of funds, the CoC will evaluate applicants to ensure satisfactory grant management and that activities are achieving Continuum outcomes and goals. This includes ensuring that

all project applications are submitted by eligible applicants.

H. Coordinate with the Collaborative Applicant of the Continuum of Care

The Continuum works closely with the designated Collaborative Applicant. A close working relationship between the two entities is essential for the effective management of the CoC resources and assures the Continuum is competitive in the national HUD homeless programs application processes.

The Collaborative Applicant is the entity that submits the CoC Consolidated Application for funding, as well as the planning grant application on behalf of the CoC. The CoC retains all of its responsibilities, even if it designates one or more eligible applicants other than itself to apply for funds on behalf of the Continuum.

I. Conduct an annual assessment of needs and resources through Point In Time Counts, HMIS data, CES and Resources Inventory

The Continuum annually assess the needs of homeless persons in the geographic area through a well- coordinated point in time count, an on-going assessment of trends through analysis of HMIS data, the use of a Coordinated Entry System and an assessment of homeless needs and housing/services resources available within the Continuum. The Continuum conducts a gaps analysis and determines unmet needs within the geographic area.

The point-in-time count of homeless persons within the Continuum enumerates: 1) the number of homeless persons who are living in places not designed for or ordinarily used as regular sleeping accommodations for humans (unsheltered homeless persons); 2) the number of homeless persons living in emergency shelters and transitional housing projects (sheltered homeless persons); and 3) other reporting requirements established by HUD by Notices.

J. Develop written policies, procedures and standards

The Continuum establishes and consistently follows written standards from HUD for providing assistance through Continuum resources, in consultation with the recipients of Emergency Solutions Grants program funds. The regulatory requirements of ESG and CoC written standards are in located on the Eastern PA CoC website.

At a minimum, standards include:

- Policies and procedures for evaluating individuals' and families' eligibility for assistance under the CoC Program;
- Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid re-housing assistance;
- Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
- Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid re-housing assistance;
- Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance;
- If the Continuum is designated by HUD as a High Performing Community (HPC), polices will be develop that meet the standards for high-performing communities, as described in the Emergency Solutions Grants program rule at 24 CFR part 576.400(e)(vi) through(e)(ix).

In addition, the Continuum operates under this charter and through Policies, Procedures and Standards, and amendments thereof, which have been developed in consultation with the Continuum membership, HMIS Lead, and Collaborative Applicant, and approved by the Board. Such policies, procedures and standards are incorporated into this charter by reference, including:

- Operating Procedures as outlined at 24 CFR part 578.7(a)(3);
- Code of Conduct, Conflict of Interest and Recusal Process Policy. The Board must comply with the conflict of interest requirements at 24 CFR part 578.95(b);
- HMIS Policies and Standard Operating Procedures, HMIS Privacy Policy, HMIS Privacy Plan, HMIS Security Plan, and HMIS Data Quality Plan;
- Operating Procedures for the Coordinated Entry System; and
- Technical Assistance to Grantees and Subrecipients.

K. Publish Applications and Plans

The Continuum makes available all policies, procedures and materials of the Continuum on the CoC website and/or through electronic distribution. The CoC also publishes the HUD CoC application submitted by the Continuum on the website in accordance with the NOFA specifications.

L. Provide information needed for Consolidated Plan(s) within the Continuum's geographic area

The Continuum coordinates with local jurisdictions through DCED to supply information needed for Consolidated Plans at the local and state level. Coordination includes providing Point-in-Time and Housing Inventory Chart data and ensuring local homelessness information is communicated and addressed in the Consolidated Plan updates.

Section 5. Continuum Governance

A. Governance of Continuum

The Eastern PA CoC will assume and carry out its duties of governance as detailed by federal and state mandates and guidelines. In implementing these duties, the CoC will generally rely on standards, policies and procedures, and ongoing amendments thereof, which have been developed in consultation with the Continuum membership, and the Collaborative Applicant, and subsequently ratified by the Board.

The Continuum will name a Collaborative Applicant. The Collaborative Applicant will be designated by the CoC Governing Board for a term of three years. There is no limit to the number of terms that can be served by the Collaborative Applicant.

By statute, the responsibilities of the Collaborative Applicant include:

- Submit the Consolidated Application to HUD in response to a CoC Program NOFA;
- Applies for CoC planning funds on behalf of the CoC
- Participates in the development of, and revisions to the governance charter with the CoC

The Eastern PA CoC will enter into a Memorandum of Understanding (MOU) with a designated Collaborative Applicant. The MOU will expand upon the above listed responsibilities of the Collaborative Applicant. In

addition, the MOU will also describe the process for terminating the relationship between the CoC and the named Collaborative Applicant, including both a voluntarily or involuntarily relinquishing of the position.

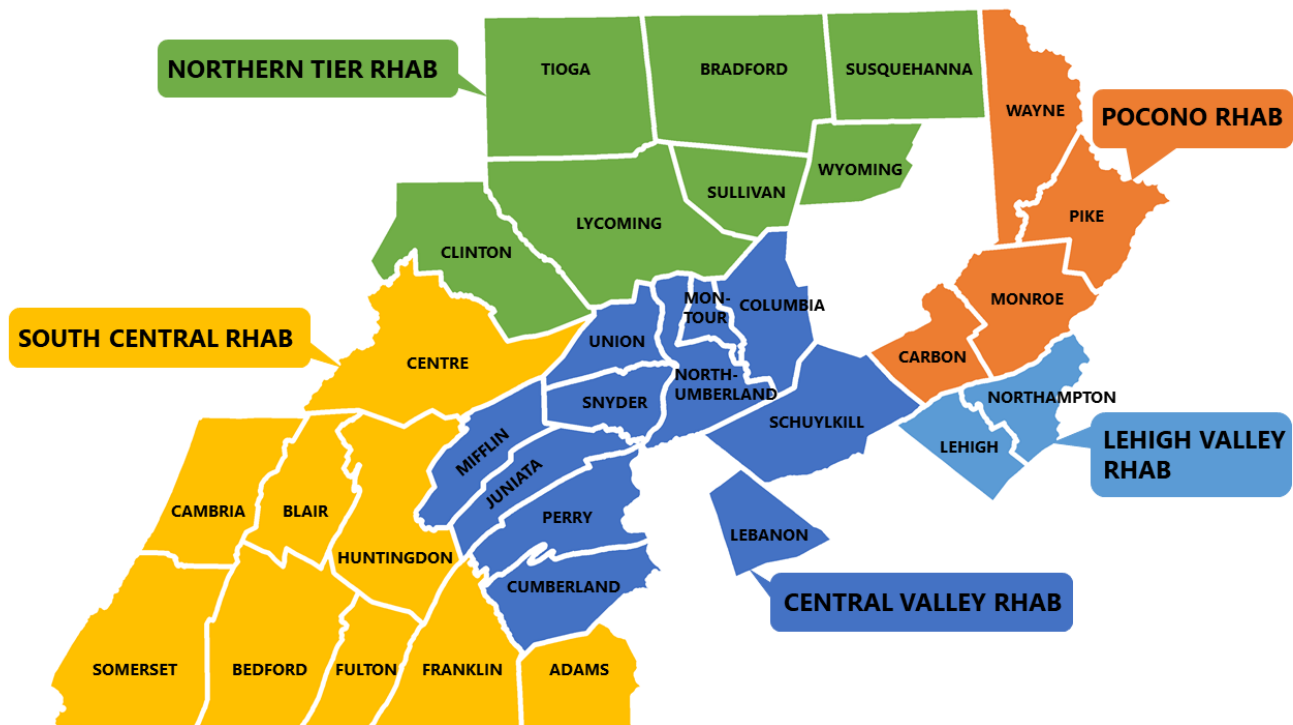
B. Governance of HMIS

The HMIS Lead Agency creates HMIS policies and procedures for the Eastern PA CoC. The HMIS Governance Charter, HMIS Privacy and Security Plan, HMIS Data Quality and Functionality Plan are available on the CoC Website. The Eastern PA CoC reserves the right to institute additional policies and procedures, if necessary. Any additional policies and procedures will be recommended by the Data Management Outcomes Committee and submitted for approval by the Board. Revisions to the HMIS Charter will not require amendments to the CoC Governance Charter.

The HMIS Lead Agency will be designated by the CoC Governing Board for a term of three years. There is no limit to the number of terms that can be served by the HMIS Lead Agency.

The Eastern PA CoC will enter into a MOU with a designated HMIS Lead Agency. This MOU will include the designation of HMIS responsibilities between the CoC and the HMIS Lead Agency. In addition, the MOU will also describe the process for terminating the relationship between the CoC and the named HMIS Lead Agency, including both a voluntarily or involuntarily relinquishing of the position.

Section 6. Operational Area and Regional Homeless Advisory Boards



The operational area of the Eastern PA CoC is comprised of 33 counties organized into five geographically dispersed Regional Homeless Advisory Boards (RHABs). The five RHABs and the respective counties served by each RHAB are as follows:

- South Central (SC-RHAB) - Adams, Bedford, Blair, Cambria, Centre, Franklin, Fulton, Huntingdon, Somerset

- Lehigh (LV-RHAB) - Lehigh, Northampton
- Central Valley (CV-RHAB) - Columbia, Cumberland, Juniata, Lebanon, Mifflin, Montour, Northumberland, Perry, Schuylkill, Snyder, Union
- Northern Tier (NT-RHAB) - Bradford, Clinton, Lycoming, Sullivan, Susquehanna, Tioga, Wyoming
- Pocono (P-RHAB) - Carbon, Monroe, Pike, Wayne

It is the responsibility of the RHABs to operationalize the policies adopted by the CoC, working within the community to address and end homelessness locally. The responsibilities of the RHAB include:

- Conduct a minimum of four meetings per year, with additional meetings if needed
- Engage local stakeholders, and identify local leadership, ensuring representation from sectors required by HUD
- Elect representatives for the CoC Board and volunteers for CoC committees
- Provide input on the design and implementation of a plan to address homelessness (CoC Plan)
- Provide input for the prioritization of region's needs, including recommendations to CoC Board for CoC and ESG funding
- Inform analysis of unmet needs and gaps in services and housing
- Conduct/coordinate the unsheltered Point-in-Time counts
- Identify additional resources available for homeless households
- Identify and share best practices
- Provide outreach to and mentoring opportunities for service providers
- Maintain a Resource Matrix
- Maintain membership list that includes attendance at RHAB Meetings
- Publish meeting notices and minutes online
- Encourage HMIS participation and provide assistance

Section 7. Membership

A. *Composition*

The Continuum of Care has two classes of members. Primary Members are a representative from organizations receiving Continuum of Care and Emergency Solutions Grant (ESG) funding. Primary members must attend at least one CoC-wide meeting per calendar year.

Associate Members are all members in good standing from the five RHABS. Associate membership shall be representative of: governmental, public or private entities involved in providing support services or housing; faith-based organizations; the business community; educational institutions; health care organizations; and other individuals and organizations that possess skills, interest or resources which will aid the organization in fulfilling its mission. Additionally, participants from members or representatives of the target populations being served by support services and housing agencies will be identified.

Primary membership and associate membership are mutually exclusive.

B. Voting Privileges

Each primary member shall be entitled to one vote. Primary members shall have equal voting rights except as may be provided elsewhere in this charter.

C. Registration

Membership rolls are maintained by the CoC, through the Collaborative Applicant. New members may join at any time throughout the year by submitting a registration application to the CoC. The CoC will make a public invitation for new members to join annually.

D. Fees and Annual Dues

The CoC reserves the right to establish nominal membership fees and annual dues for the continued funding of the Pennsylvania Eastern Continuum of Care Collaborative. The Board of Directors is granted authority to establish and change the fee schedule as deemed necessary. Any fee schedule established for the Eastern PA CoC shall include the provision for a hardship waiver, such that membership in the organization is not closed to economically disadvantaged individuals or groups. Once established, any future changes to the fee schedule shall not be considered an amendment to this charter.

E. Termination

The Board reserves the right to terminate or reinstate a member upon a majority vote of the Board. In the event of termination, the Board shall prepare a statement outlining the cause for terminations and deliver it to the member. The member will have 30 days to submit a corrective action plan prior to the Board's vote to terminate.

Section 8. Directors and Officers

A. Responsibilities of the Board of Directors

The affairs of the Eastern PA CoC shall be managed by or under the direction of its Board of Directors. The Board shall establish funding priorities for CoC Program and ESG Programs through fair, objective, and transparent processes.

B. Board Composition

The Eastern PA CoC will have no less than thirteen (13) and no more than (18) Directors, collectively known as the Board of Directors. The Board will act on behalf of the CoC. Each of the five RHABS shall appoint two (2) members to serve on the Board of the Eastern PA CoC. The remaining eight (8) Board members shall consist of: one (1) representative appointed by the Collaborative Applicant; (1) representative from DHS; one (5) homeless or formerly homeless individual (one from each RHAB) and one (1) at large member. The homeless or formerly homeless individual(s) and the at large member are elected by majority vote of the Board. To the extent possible, Board composition will be representative of the organizations comprising the Continuum.

The Board selection process will be reviewed, updated, and approved by the Continuum at least once every five years. Last review of this process occurred on November 28, 2017.

C. Board Officers

The Board shall have five (5) officers: President, Vice-President, 2nd Vice-President, Secretary, and Treasurer. Board officers shall be elected by a simple majority of the Board Members and shall represent each of the five RHABs. Officers shall serve two-year terms per position, commencing July 1 of each year, and may not exceed two consecutive terms in that position. However, a Board member can move into another officer position after serving two consecutive terms. After serving two consecutive terms, a Board member may hold a previously held position at a future date.

- President: The President will preside at all organization meetings and shall be the chief executive officer of the CoC. The President shall be an ex-officio member of all committees.
- Vice-President: The Vice-President will preside at all CoC meetings in the absence of the President.
- 2nd Vice-President: The 2nd Vice-President will preside at all CoC meetings in the absence of the President and the Vice-President.
- Secretary: The Secretary will be responsible for coordinating with the Collaborative Applicant to ensure the notification of meetings, minutes of meetings and correspondence of the CoC.
- Treasurer: The Treasurer will be responsible for the financial oversight of the CoC, including invoicing for annual membership fees. The Treasurer shall provide monthly financial reports to the Board at least two weeks prior to each Board Meeting. The Treasurer will also be responsible for working with Collaborative Applicant on the reporting of the CoC Planning Grant and educating the full membership about the needs of the CoC to be addressed through the Planning Grant.

D. Terms of Office

Board members will serve staggered three (3) year terms. Members may serve up to three (3) terms consecutively. However, if no other nominations are received then the individual can be re-elected if interested.

All Board members terms shall run for a full three-year period. If a person is elected mid-term they shall be considered interim.

The Collaborative Applicant representative shall be designated annually by the Chief Official of the Collaborative Applicant.

E. Appointment and Election of Members

In May of each year the respective RHABs shall provide the Membership Committee with the names of candidates selected by the RHAB to fulfill the upcoming openings on the Board. The Chief Official of the Collaborative Applicant will also provide the Membership Committee the designated Board member for the Collaborative Applicant in May of each year. In addition, in May of any year in which the At Large or Homeless members' terms are to expire, the Membership Committee shall present a slate of candidates for the respective upcoming vacant positions. The At Large and Homeless positions shall be elected at a regularly scheduled meeting of Board of Directors during June of the same year and take office on the first day of the month immediately following their election.

F. Board Members Match Responsibilities

Board members are required to provide annual in-kind match towards the CoC Planning Grant. Documentation requirements and time-lines will be set by the CoC's Collaborative Applicant.

G. Resignation

A Board member may resign at any time by submitting a letter of resignation to the Board of Directors.

H. Vacancies

Vacancies in an At Large or Homeless position on the Board shall be filled within sixty (60) days by election of the Board of Directors. Vacancies in a RHAB position on the Board shall be filled by the respective RHAB within sixty (60) days. A vacancy of the Collaborative Applicant representative shall be filled within thirty (30) days through appointment by the Collaborative Applicant.

Should either a RHAB or the Collaborative Applicant fail to fill a vacant position within the required period, then the vacancy shall revert to an At Large member for the balance of the former member's term. The newly created at large position shall be filled by vote of the Board. Upon expiration of this At Large member's term, the respective RHAB or Collaborative Applicant shall have the opportunity to appoint a replacement member.

I. Removal of Officers and Directors

Any member of the Board of Directors may be removed from office, with or without cause, by a two-thirds majority of the remaining Board of Directors. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all Board of Directors members and to all general members of the Eastern PA Continuum of Care, stating that the proposed removal is the purpose of the meeting. The person recommended for removal shall have the opportunity to speak on his/her behalf prior to a vote of the Board of Directors. The Board of Directors may deliberate without the person recommended for removal present, prior to the vote of the Board of Directors. The recommendation of the Board of Directors for removal shall be considered final, unless within 30 days of the Board's vote, a two-thirds majority of the general membership votes to overturn the Board's

action.

J. Conflict of Interest

Any potential conflict of interest must be disclosed by the Board Member. No member of the Board of Directors shall vote upon or participate in the discussion of any matter which shall have a direct financial bearing on the organization that the member represents. This includes all decisions with respect to funding, awarding contracts and implementing corrective actions. Board members, RHAB Officers and CoC staff shall also be governed by the Eastern PA Continuum of Care Conflict of Interest Policy and Disclosure Statement which is available on the CoC Website.

Section 9. Meetings

A. General Meetings

Due to the nature of the Continuum geography, it is not feasible to have frequent in person meetings of the full membership. However, Eastern PA Continuum of Care Collaborative will hold at least two meetings of the full membership annually, such meetings to be scheduled no more frequently than four months apart. These meetings will be open to the public and will be announced at least two weeks in advance by an e-mail to the Full Membership and notification placed on the Continuum website. The meeting agenda will be published with the meeting announcement. Purposes of the meetings will include: informing the full membership on progress in implementing planned strategies and evaluating performance, training, disseminating other information, and obtaining comments on issues and directions and/or planning. The Eastern PA CoC may conduct any business at a regular meeting, whether or not such business is on the agenda. Meetings will be chaired by the President of the Board, or the Vice President if the President must be absent.

Eastern PA CoC members may participate in any meeting through the use of a conference telephone or similar communications equipment. Electronic participation by a CoC member constitutes personal presence at any general membership meeting.

Any member of the general public may speak on any item which is on the agenda at any general meeting. Comments by members of the public on an item on the agenda will only be allowed by the meeting chair during consideration of the item.

Special meetings of the Eastern PA CoC general membership may be called by the Board Chair or by the general membership. The person(s) calling the meeting shall state the purpose(s) for which the meeting is to be called. Business at any special meeting is limited to the purpose(s) for which the meeting is called and no other business of any nature may be conducted.

B. Board of Directors Meetings

The Board of Directors shall meet at least six times per year, and general meetings shall count as Board of Directors meetings. The Board of Directors shall determine the place for each meeting. The Board of Directors may conduct any business at a Board of Directors meeting, whether or not such business is on the agenda, except for the removal of officers or members of the Board of Directors. The Secretary, or their designee, shall post notice on the Eastern PA CoC website of all Board of Directors Meetings in advance of the meeting date.

Members of the Board may participate in any meeting through the use of a conference telephone or similar communications equipment. This electronic participation constitutes personal presence at the meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous in person vote of the Directors. Written consent includes electronic written communication such as email.

Minutes of the meeting will be taken and major decisions of the Board shall be communicated to the full membership of the Eastern PA CoC. All meetings are open to the public.

Special meetings of the Eastern PA Board of Directors may be called by the Board Chair or by one-third of the members of the Board of Directors. The person(s) calling the meeting shall state the purpose(s) for which the meeting is to be called. Business at any special meeting is limited to the purpose(s) for which the meeting is called and no other business of any nature may be conducted.

C. Quorum for the Meeting of the Board of Directors

To conduct business at a Board of Directors meeting, a quorum shall be defined as a simple majority of the Board members, subject to the provision that at least one Board member from each of the five RHABs be present. In the absence of both Board members from any RHAB, a quorum is defined as the presence of two-thirds of the Board of Directors.

D. Executive Session

The Board of Directors may meet in executive session to discuss confidential or sensitive matters. The Board shall report all decisions made at such meetings to the membership, but shall not be required to report the discussions or factors leading to its decision.

E. Minutes

Minutes of all meetings of the Board of Directors and General Meetings shall be prepared and provided in electronic format to Board members and posted on the Continuum's website. Draft of the Minutes will be sent to the Executive Committee for review within one-week of the meeting and sent to the full Board within two-weeks. The Board will vote for approval of the minutes at the next Board Meeting.

F. Parliamentary Procedure

The latest revised edition of Robert's Rules of Order shall prevail at all meetings except where contrary to this charter or any standing rule.

Section 10. Committees

Any person may be recruited to serve on any committee by the Board of Directors, or by the committee chair or committee members. Committee membership may be drawn from the community at large, not only from the general membership of the Eastern PA CoC. Each committee shall appoint its own Chair and may as necessary divide into subcommittees, task forces or focus groups. The Chairperson must be a member of the Eastern CoC. Committees will meet periodically to fulfill their tasks. Reports of committee work will be made to the Board of

Directors as needed.

A. Standing Committees

a. Executive Committee

The Executive Committee is composed of the Officers of the Board and the Collaborative Applicant. The Board President serves as the Chair of the Executive Committee. The Executive Committee meets on an as-needed basis. The duties of the Executive Committee include:

- Recommending and prioritizing agenda topics for both the regular board and full CoC meetings.
- Assessing reported issues of non-compliance against CoC-funded organizations and recommending action.
- Assessing reports of conflict of interest and recommending action.
- Resolving board member conflicts.

The Executive Committee has the power to act on behalf of the Board when the Board is not in session; however, actions taken by the Executive Committee are subject to ratification by the Board at its next regular meeting. Additionally, the Executive Committee shall recommend members of the CoC to serve on the Board or Committees. Such action shall be taken whenever a vacancy remains unfilled.

Additionally, the Executive Committee, in coordination with the RHABs, is tasked with engaging, collaborating, and developing partnerships with other people, agencies, and systems needed to implement and sustain the goals of the CoC.

b. Data Management Outcomes Committee

The Data Management Outcomes Committee shall have an appointed chair: the HMIS Lead. This committee is responsible for conducting and coordinating research into the characteristics and needs of homeless, or at risk of homelessness individuals and families. It will review the availability of housing and services, conduct gaps analyses, provide data to the CoC, and make recommendations to the CoC to encourage potential areas of change/improvement. In this capacity, it oversees all data collection and use of data within the CoC. This includes, but is not limited to: ensuring compliance with HMIS regulations and compliance with the CoC's HMIS Governance Charter, and recommending changes to the Board, as necessary.

The CoC is responsible for ensuring progress in meeting HUD's performance goals. The Data Management Outcomes Committee will maintain a system for tracking CoC-wide outcomes, project performance, and tracking progress towards meeting HUD goals. This includes the HUD goals included in the Continuum of Care application. The Data Management Outcomes Committee is also responsible to coordinate and follow-up on the tasks of the Eastern PA CoC Monitoring Plan.

As necessary, the Data Management Outcomes Committee, will provide requested data to other committees, such as the Funding Committee in preparation for the annual application to HUD. This committee is responsible for planning, decision making, recommending policies, evaluation and facilitation for the continued implementation and success of the HMIS, as well reviewing and updating the HMIS Charter, as necessary.

c. Funding Committee

The Funding Committee is structured with two representatives from each RHAB, a representative from the Collaborative Applicant and a Chair-Person from the Board. The representatives from each RHAB include a

member from a CoC-funded agency and a member from an agency that does not receive CoC-funding. The Funding Committee, in collaboration with the Collaborative Applicant, is responsible for coordinating the annual project selection process, which includes the ranking of existing and new projects scoring. In this capacity, it reviews all documents from the previous funding round; sets a schedule and time line for the current funding round; develops and edits forms for new project and renewal evaluations; develops ranking criteria; collaborates with the Data Management Outcomes Committee, as necessary; and provides ranking reports to the CoC.

In addition, in order to increase CoC-wide performance, ensure the strategic use of HUD funds and develop new resources, this Committee will also be charged with developing the CoC's reallocation strategy for recommendation to the Board. This includes setting policy to make any funding cuts or allocate new resources, based on the NOFA for the Continuum of Care.

This Committee will also be charged with researching and, if appropriate, recommending other funding sources that present opportunities consistent with the CoC's objectives.

d. Governance and Policy Committee

The Governance and Policy Committee shall present a slate of candidates to fill at large Board positions as described in Section 8. This committee shall also be charged with recruiting and retaining a wide range of organizations into the general membership of the Eastern PA CoC. From the RHAB membership, the Committee will identify and recruit At-Large Members and Board Members who are currently or formerly homeless. The Committee will also be responsible to track terms of service for the Board members.

The Governance and Policy Committee is responsible for keeping this charter and any related appendices and/or policies and procedures up to date. At a minimum, this means conducting an annual review of the CoC's Governance Charter, appendices, and all related policies and procedures and recommending changes to the Board of Directors for approval. The Governance and Policy Committee is also responsible for working with the Collaborative Applicant, HMIS Lead Agency, and other relevant organizations to develop and revise MOUs for approval by the board.

e. Veterans Committee

The Veteran Committee works within into the Eastern PA CoC to support the United States Interagency Council on Homelessness, the Department of Housing and Urban Development, and the Department of Veterans Affairs, who have adopted specific criterion and benchmarks to guide communities as they take action to help those with military service achieve permanent housing. VLEC uses a volunteer and committee nomination process to select members of the Core Leadership team. The VLEC Core Leadership team meets at least monthly for community strategic planning and to develop the agenda for VLEC Committee Meetings. The Core Leadership participates in the Eastern PA CoC board meetings to report on the work of the Committee. The full Veterans Leadership Engagement Committee meets on a regular basis, frequency established and changed as needed, to conduct (1) community planning, (2) management of the PA-HMIS integrated veterans' byname master list, and (3) detailed case conferencing in a manner that fosters the connection of permanent housing for veterans. Recurring meetings are conducted regularly via webinar and telephonic conferences. However, strategic meetings and occasional events will be scheduled in person.

f. Coordinated Entry Committee

The Eastern PA CoC Coordinated Entry Committee is comprised by representatives from each RHAB,

Coordinated Entry operators, the Collaborative Applicant, and the CoC Consultant. The Committee is responsible for CES planning, budgeting, policies and procedures, selection of operational partners, training, evaluation and oversight. The Committee solicits input from service providers, funders, community partners and consumers to ensure its recommendations and decisions are inclusive of diverse voices. The CE Committee submits all CES policies to the CoC Governing Board for final approval.

B. Ad Hoc Committees

In addition to the above listed Standing Committees, the Board of Directors may from time to time appoint and approve the appointment of Ad Hoc Committees as needed. The Board of Directors shall determine the responsibilities, selection and terms of such committees and the Board President shall appoint the Chair for any Ad Hoc committees that are formed.

Section 11. Funding Allocations

Funding allocations are made equitably across the CoC where there are unmet needs, following the process outlined in the Funding Policy.

Section 12. Liability of Members

No member of the Eastern PA CoC and no member of the Governing Board shall be personally liable, solely because of membership in the Eastern PA CoC, for any debts, obligations, or liabilities of the Eastern PA CoC.

Section 13. Merger or Dissolution

Merger with another CoC, county or geographic area may be affected by a 2/3 majority vote of the board. Changes to the CoC composition or geographic area must be presented to the board in writing at least 90 days before the effective date of the change. Any RHAB, county or geographic area leaving the CoC recognizes that it will no longer receive funding through the CoC.

Section 14. Governance Charter

A. Adoption

This Charter was adopted by the Eastern PA CoC on 5/22/14.

This Charter and all referenced policies and procedures, in consultation with the Collaborative Applicant and the HMIS Lead, will be reviewed and updated by the Governance and Policy Committee as needed, and no less than annually. Any proposed changes will be provided to the full Eastern PA CoC membership for comments at least 21 days in advance. By a vote of the majority of the Board of Directors, proposed modifications to this charter and its appendices will be approved and distributed to the membership.

Updates to the HMIS Governance Charter will be the responsibility of the HMIS Lead Agency as specified in the HMIS governance charter.

B. Charter Version History

The current version of this document is available on the CoC's website. Previous versions of the Charter are held by the Collaborative Applicant.

Date	Version #	Comments/ Change log
05/22/2014	2.01	Initial ratified charter based on draft version 1.11 - version history section added, no other changes
10/19/2015	2.02	Updates made to Charter Section – 8 – Subsection C – Approved by Board 10/19/15
12/21/15	2.02	Updates made to Charter Section 8 – Subsection B – Approved by Board 12/21/15 (17 directors, one homeless/formerly homeless from each RHAB)
10/17/16	2.02	Updates made to Charter Section 8 – Subsection B – Seat Added for DHS representative on BOD.
2/16/18	3	Updates made throughout the Document. Additional revisions still needed to ensure an adequate structure is in place to implement the CoC's Strategic Plan and Monitoring Plan. Unresolved issues still remaining are noted with comments throughout the document.
12/12/19	4	All earlier unresolved issues have been addressed and the document appropriately updated to reflect current practice.

**Eastern Pennsylvania Continuum of Care
Conflict of Interest Policy and
Annual Statement
For Officers, Directors, and
Committee Members with Governing Board Delegated Authority**

Section 1. PURPOSE

1. The purpose of this Conflict of Interest Policy (hereafter referred to as “Policy” or “the Policy”) is to protect the Eastern Pennsylvania Continuum of Care (hereafter referred to as “CoC”) interests when it is contemplating decisions, transactions, or contract arrangements that might benefit the private interests of an officer or director; or might result in a possible excess benefit transaction.
2. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This Policy is designed to foster public confidence in the integrity and transparency of the CoC.
4. This Policy ensures that the CoC maintains the highest fidelity when exercising its fiduciary duty.

Section 2. DEFINITIONS

1. **Interested Person:** Any officer, director, or committee member with governing board delegated authority, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the CoC has a transaction or arrangement; or,
 - b. A compensation arrangement with CoC or with any entity or individual with which the CoC has a transaction or arrangement; or,
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CoC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial (exceeding \$50.00 in value).

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

Section 3. PROCEDURES

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the conflict of interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. **Recusal of Self:** Any director may recuse themselves at any time from involvement in any decision or discussion in which the director believes they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. **Determining Whether a Conflict of Interest Exists:** After disclosure of the conflict of interest and all material facts; and, after any discussion with the interested person, the interested person shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
4. **Procedures for Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or Executive Committee shall determine whether CoC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the CoC, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board or Executive Committee shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF PROCEEDINGS

The minutes of the Board and all committees with governing board delegated authority shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest, in fact, existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. COMPENSATION

1. A voting member of the Board who receives compensation, directly or indirectly, from CoC for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CoC for services is precluded from voting on matters pertaining to that member's compensation.
3. A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from CoC, either individually or collectively, is not precluded from providing information to any committee regarding compensation.

Section 6. ANNUAL STATEMENTS

1. Each officer, director, and member of a committee with governing board delegated authority shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy,
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the person shall disclose such changes and revise the annual disclosure form.
4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Section 7. PERIODIC REVIEWS

To ensure CoC operates in a fair and transparent manner, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to CoC Governance Charter and written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Section 8: Use of Outside Advisors

When conducting the periodic reviews as provided for in Section 7, CoC may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the CoC of its responsibility for ensuring periodic reviews are conducted.

**Eastern Pennsylvania Continuum of Care
Conflict of Interest Policy
ANNUAL STATEMENT**

1. NAME: _____

2. POSITION: ___ Board Officer Office Held: _____

 ___ Board Member

 ___ Committee Member with Governing Board Delegated Authority

 List Committee: _____

3. AFFIRMATION: By signature below, I affirm the following:

- a. I have received a copy of the Eastern Pennsylvania Continuum of Care Conflict of Interest Policy.
- b. I have read the Policy, been offered an opportunity to ask questions about the Policy, and thoroughly understand the Policy.
- c. Agree to comply with the terms of the Policy.

4. DISCLOSURE:

_____ I am NOT an Interested Person and DO NOT have a Financial Interest.

_____ I am an Interested Person and have or may have a Financial Interest.
(PLEASE ATTACH A COMPLETE DESCRIPTION FOR REVIEW)

_____ I am aware of another Interested Person that may have a Financial Interest that has not been disclosed.
(PLEASE ATTACH A COMPLETE DESCRIPTION FOR REVIEW)

SIGNATURE

DATE

Reviewed and Accepted:

SIGNATURE

DATE