



# 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.

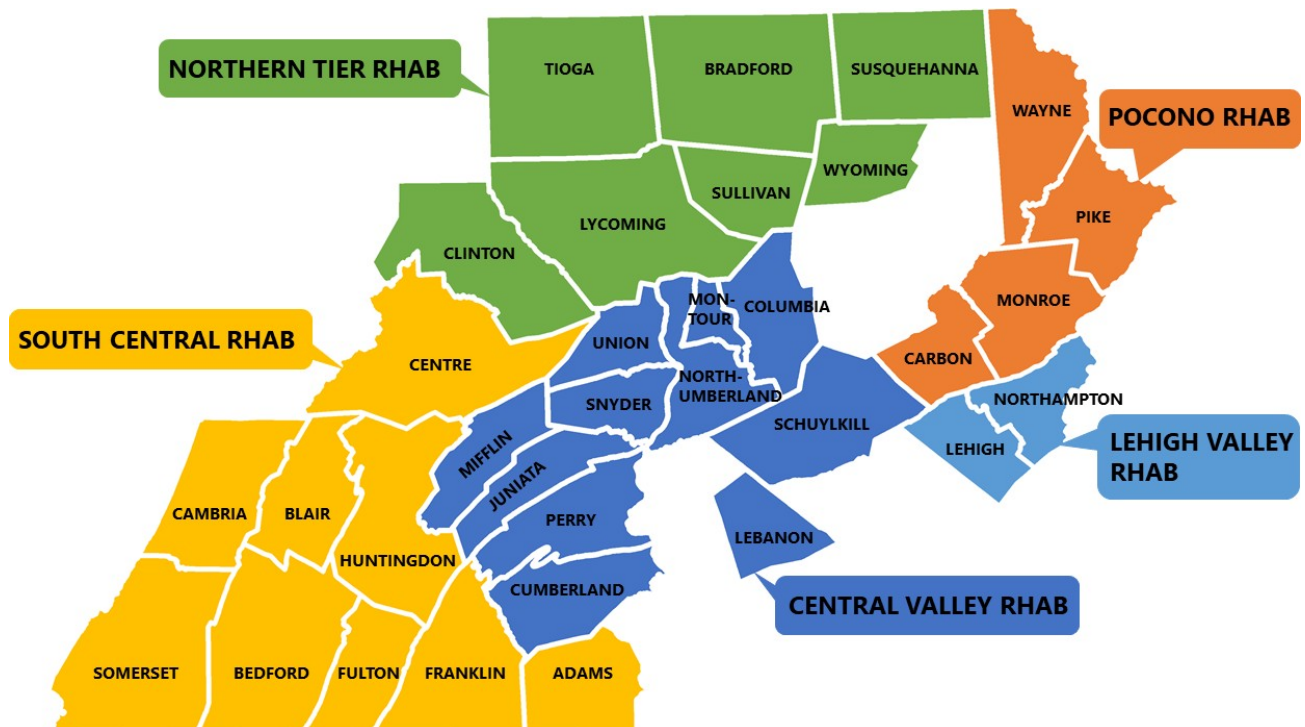
### ***B. Governance of HMIS***

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, 2<sup>nd</sup> 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.
- 2<sup>nd</sup> Vice-President: The 2<sup>nd</sup> 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. 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.

**c. 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.

**d. 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.

**e. 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.

**f. Diversity Equity and Inclusion Committee**

The Diversity, Equity, and Inclusion (DEI) Committee will lead the CoC's efforts to address inequality and advance equity through ongoing evaluation of the homeless assistance system's program models (outreach, emergency shelter, transitional housing, joint transitional-housing, rapid re-housing, and permanent supportive housing) and processes (access, assessment, and referral to housing programs) to ensure access to the system and system outcomes are equitable. The Committee will make recommendations to improve the system on an ongoing basis.

***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.

| <b>Date</b> | <b>Version #</b> | <b>Comments/ Change log</b>   |
|-------------|------------------|---|
| 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.   |
|             |                  |   |

## **Appendix A**

### **Conflict of Interest Policy and Disclosure Statement**

#### **SECTION 1– PURPOSE**

The Eastern Pennsylvania Continuum of Care (Eastern PA CoC) is an organization involved in the planning and oversight of various government and privately funded programs geared to aiding the homeless population. Federal, State and Local Governments, as well as members of the public at large, view operations of the Eastern PA CoC as a public trust. Consequently, there exists between the Eastern PA CoC and its board, officers, contracted consultants, membership and the public, a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and membership have the responsibility of administering the affairs of the Eastern PA CoC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Eastern PA CoC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Eastern PA CoC or knowledge gained there for their personal or professional benefit. The interests of the organization must be the first priority in all decisions and actions.

#### **SECTION 2 –PERSONS CONCERNED**

This statement is directed not only to directors and officers, but to all Eastern PA CoC members who can influence the actions of the Eastern PA CoC and the CoC's contracted consultants. For example, this would include all who make procurement or funding decisions, leaders of committees and workgroups associated with the Eastern PA CoC, all persons who might be described as "management personnel" and anyone who has proprietary information concerning the Eastern PA CoC.

#### **SECTION 3- AREAS IN WHICH CONFLICT MAY ARISE**

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to the Eastern PA CoC;
2. Competing or affinity organizations;
3. Donors and others supporting the Eastern PA CoC;
4. Agencies, organizations and associations which affect the operations of the Eastern PA CoC; and/or,
5. Family members, friends or other employees.

## **SECTION 4 - NATURE OF CONFLICTING INTEREST**

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through the following:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the Eastern PA CoC;
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the Eastern PA CoC;
3. Receiving remuneration for services with respect to individual transactions involving the Eastern PA CoC;
4. Using Eastern PA CoC's time, personnel, equipment, supplies, or goodwill for other than approved activities, programs, and purposes;
5. Receiving personal gifts or loans from third parties dealing or competing with the Eastern PA CoC. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

## **SECTION 5 - INTERPRETATION OF THIS STATEMENT OF POLICY**

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the Eastern PA CoC.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

## **SECTION 6 - RECUSAL**

Eastern PA CoC board members and persons acting on behalf of the CoC must remove themselves from the decision-making or evaluation process when a personal or

organizational conflict exists. CoC board members and members of other CoC committees must recuse themselves during the decision-making or evaluation process and abstain from any voting related matters subject to the conflict.

## **SECTION 7- DUTY TO DISCLOSE POTENTIAL CONFLICT OF INTEREST**

To avoid apparent conflicts of interest, CoC board members and members of other CoC committees shall disclose any real or potential conflicts of interest or the appearance of such conflicts. Upon acceptance of a position on the Eastern PA CoC Board or any committee, including subcommittees or workgroups, members must submit a full written disclosure of their interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and updated annually.

In addition, upon determination that there is a potential conflict of interest in an agenda or discussion item for a meeting, the board member or committee member should notify a Co-Chair of the board or committee in writing prior to the meeting, that a potential conflict exists and what the conflict is, when at all possible. Potential conflicts, or conflicts, disclosed at or before a board or committee meeting will be recorded in the meeting minutes.

The person must disclose the information before participating in the discussion and decision-making or evaluation process, including appointment to any committee/subcommittee/workgroup having influence over such decisions. This policy applies to both personal and organizational conflicts.

After disclosure of potential conflicts of interest and all material facts, and after any discussion with the individual with the potential conflict, the individual shall leave the board or committee meeting while the determination of a conflict of interest is discussed and determined by a majority vote of the board/committee/subcommittee/workgroup present at the meeting. The decision of the board or committee on these matters will rest in their sole discretion, and their concern must be the welfare of the Eastern CoC and the advancement of its purpose.

## Conflict of Interest Disclosure Statement

### Personal Data

Name: \_\_\_\_\_

Current Employer/Business Affiliation, if applicable: \_\_\_\_\_

Position, if applicable: \_\_\_\_\_

### Other Business Activities

Please disclose any other employment, business, or financial interest which you or a member of your immediate family may have as an officer, director, trustee, partner, employee, or agent which might give a rise to a possible conflict of interest with the PA Eastern CoC.

### Charitable or Civic Involvement

Please disclose all official positions which you or any member of your immediate family may have as a director, trustee, or officer of any charitable, civic, or community organization as well as any unofficial roles such as significant donor, volunteer, advocate, or advisor which might give rise to a possible conflict of interest with the PA Eastern CoC.

*Reminder: If at any time there is a matter under consideration that may constitute a direct or indirect conflict of interest not listed on this form, it is your obligation to disclose the facts to the board or committee.*

I do hereby affirm that I have received and read the policy and I will adhere to the principles and practices set forth.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date