

Proposed Changes in the 2023 Western PA CoC Governance Charter

- Pg 5 Section 5 History and Structure
 - Moved the description of Regional Housing Committees from the Committees section of the Charter (previously on pgs 22-23) to this section instead. The Regional Housing Committees are not consider subcommittees of the CoC so they should not be included in that section.

- Pg 6-7 Section 7 B1. Board Composition
 - We changed the size of the Board from a minimum of 23 voting members to a maximum of 20 voting members (based on a recommendation from the lawyer working with us on our 501c3 filing). We removed a majority of the specific categories for board members. We maintained reserved seats for 2 YAB members and 2 people who are homeless or formerly homeless. Also reserved seats for Collaborative Applicant rep and HMIS Lead rep. If these are the same organization, they have only one vote.
 - **REMOVED-** “If, after three months of advertising for a representative of a category listed above to fill a designated open board seat, a representative is found to be unavailable, that seat will be converted to an additional at-large position and advertised to the full CoC as such. If this occurs, when the converted position is once again vacated, the Board will again attempt to recruit for the original category.- we would never convert the formerly homeless or at large positions to an at large.”
 - **REMOVED-** “comprised of an equal number of representatives from the Northwest and Southwest regions. This will be accomplished through targeted recruitment and member selection.”
 - REVISED STATEMENT- To the extent possible, Board members will be representative of the various categories HUD suggests should be involved with the CoC. Also to the extent possible, the Board will be representative of the diverse geography within its region, including representatives from the Northwest and the Southwest region.
 - ADDED THE PHRASE DIVERSE PERSPECTIVES- Qualification, diverse perspectives and commitment of potential board members is considered of most importance, with the category and/or region they represent being of secondary consideration.
 - **REMOVED** THE PHRASE AT-LARGE MEMBER AND APPLIED THIS DEFINITION AND REASONING TO ANY BOARD MEMBER WHO SERVED MULTIPLE COUNTIES- “If a Board member serves more than one county in the CoC’s geographic area, the member will be assigned a designation of NW or SW based either on the percentage of counties served in each of those regions or the percentage of population served in each of those regions.”

- Pg 7-8 Section 7 B3. Officers
 - We changed the names and responsibilities (listed below) of 4 of the 5 officers. We will no longer have Co-Chairs and Co-Secretaries. We will have Chair, Vice

Chair, Secretary and Treasurer instead. The Immediate Past Member will remain the same.

a. Chair

The Chair is responsible for scheduling meetings of the Governing Board, ensuring that the Governing Board meets regularly or as needed, setting the agenda for the meetings, and presiding over meetings. The Chair shall sign such instruments that may require a signature and shall perform such other duties as the Governing Board may designate.

b. Vice Chair

The Vice Chair is prepared at all times to assume the role of the Chair, if necessary. The Vice Chair may serve in the Chair's place for board activities, including signing such instruments as may require a signature if the Board Chair is unavailable. The Chair may delegate special assignments to the Vice Chair.

c. Secretary

The Secretary, or their designee, shall provide a meeting agenda and relevant materials prior to meetings and keep accurate minutes that record the acts and proceedings of all meetings of the Governing Board, including documenting all actions taken without a meeting, as described below. Such records will include the names of those in attendance. The Secretary, or their designee, shall give all notices required by law and by these regulations. The Secretary shall have general charge of Governing Board records and shall keep or cause to be kept all such records on the CoC's web page. The Secretary shall sign such instruments as may require a Secretary's signature, shall perform such other duties as the Governing Board may designate, and shall preside over CoC meetings in the case of the absence of both the Chair and the Vice Chair.

d. Treasurer

The Treasurer serves as the financial officer of the Board. The Treasurer monitors the finances of the CoC, while directing the preparation of financial reports for the board. The Treasurer works with other board officers, as well as other key stakeholders, to develop financial plans and prepare the organization's budget. The Treasurer reviews the annual audit and tax forms, as applicable, and presents the financial material to the board.

e. Immediate Past Member (changed the definition slightly to reflect the changes made to the officer terms)

The Immediate Past Member position is filled by the Executive Committee Member who has most recently fulfilled the term limit for officers. This position is held until another officer reaches their term limit and they accept the position of Immediate Past Member.

The Board will make a concerted effort to ensure that the two regions comprising the CoC (Northwest and Southwest) are represented within the Executive Committee. As such, it is the goal of the Board for the Chair and Vice Chair each to represent one of the CoC's regions (NW and SW) and the Secretary and Treasurer each represent one of the CoC's regions (NW and SW).

- Pg 8-9 Section 7 B4. Selection of Board Members
 - ADDED JULY TO REFLECT HOW WE ARE ACTUALLY OPERATING- “Each January and July, the Governance Committee of the Board will review the current board member roster to identify board members with terms ending in April and October (respectively).”
 - ADDED THE MEMBERSHIP COMMITTEE TO THE PROCEDURE. THE MEMBERSHIP COMMITTEE WAS CREATED THIS YEAR AND SOME OF THE DUTIES THAT WERE FORMERLY HANDLED BY THE GOVERNANCE COMMITTEE ARE NOW HANDLED BY THEM.- “If a current board member indicates he/she is not interested in serving another term or if he/she has served two (2) consecutive full terms, the Governance Committee will provide this information to the Membership Committee. The Governance Committee will also inform the Membership Committee of any open seats due to previous resignations. The Membership Committee is then responsible for advertising extensively when there are open board position(s) and following the established process for applications, interviews and selection.
 - REMOVED ALL REFERENCES TO SPECIFIC CATEGORIES FOR BOARD MEMBERS BECAUSE WE ALREADY REMOVED THAT CRITERIA.
 - CHANGED THIS LANGUAGE TO REFLECT THE PROCEDURE WITH NO BOARD CATEGORIES- “A board member who has already served two (2) consecutive full terms is permitted to apply for open Board positions and will be subject to the same review process as all other applicants.”
 - CHANGED THIS TO INCLUDE THE MEMBERSHIP COMMITTEE OF THE GROUP RESPONSIBLE FOR THIS STEP AND ALSO TO ADD THE FALL BOARD- “The Membership Committee will select one nominee to fulfill each of the open board seats. The slate of nominees will be presented to the CoC Board for approval. This occurs at the April and October Board meetings. If approved by the Board through a majority vote, the selected nominees first term on the Board will begin at that time.”
 - REMOVED THE STEP OF PRESENTING APPROVED BOARD MEMBERS TO THE FULL CoC FOR A VOTE- “to present to the full CoC for vote during the spring meeting. The floor will be open for additional nominations before the vote takes place at the full CoC meeting.”

- **REMOVED THE FOLLOWING STEP IN THE PROCESS-** “Appointed positions on the Board, which include the Collaborative Applicant, the HMIS Lead, and the YAB representatives, are not presented to the full CoC for vote. These appointees are reviewed by the Governance Committee for any conflicts and then presented to the Board for approval, at which time their term begins and they become an official voting member of the Board.”

- **REMOVED THIS SECTION BECAUSE THERE WILL NO LONGER BE PARTIAL TERMS. IF A SEAT IS VACATED BEFORE THE END OF THE PERSON’S TERM, THAT SEAT WILL BE FILLED DURING THE NEXT ROUND OF RECRUITMENT AND SELECTION (BEGINS IN JANUARY/JULY) AND WILL BE HANDLED LIKE ANY OTHER NEW BOARD MEMBER-** “If a seat is vacated before the end of a term, the Membership Committee on behalf of the Board, will advertise for the open position and will follow the established selection process. The Membership Committee will then present a nominee for the open position to the Board for a vote. If the Board, by way of a majority vote, accepts the nominee for the open position, the successful nominee will then fill the open position on an interim basis. The interim Board member will then be presented at the next full CoC meeting for an official vote. Upon approval, the interim Board member will have full voting rights as a member of the Board and will finish the term of the person that vacated that role before them.”

- Pg 9-10 Section 7 B5. Board Member Terms
 - REMOVED ALL REFERENCES TO SPECIFIC CATEGORIES FOR BOARD MEMBERS BECAUSE WE ALREADY REMOVED THAT CRITERIA

- Pg 10 Section 7 B6. Eligibility and Selection of Board Officers
 - **CHANGED THIS SECTION TO BE REFLECTIVE OF THE NEW ONE YEAR TERMS WE ARE RECOMMENDED FOR THE BOARD OFFICERS-** “When a term is ending for a current officer of the board, or if an officer resigns before the end of his/her term, the Governance Committee will inform the full Board of this via email, indicating which region that officer seat represents, and let them know that nominations for the position will be accepted during the next Board meeting. Current officers who have not exceeded four (4) one-year terms are eligible to self-nominate for the seat if they choose.

 - The floor for nominations will then be closed and, if a quorum is present, and a vote will be taken. If a quorum is not present at the meeting, an email vote will be taken following the meeting.**

 - **ADDED THIS SECTION TO DEFINE HOW THE BOARD WILL ATTEMPT TO HAVE REPRESENTATION BY BOTH REGIONS ON THE EXECUTIVE COMMITTEE. ALSO ESTABLISHES THE PROCESS FOR FILLING AN OPEN SEAT IF NOBODY FROM THE IDENTIFIED REGION IS**

INTERESTED IN FILLING THE SEAT. THIS IS IMPORTANT SO THAT OFFICER POSITIONS DO NOT REMAIN OPEN FOR A LONG TIME.- “The Board will make a concerted effort to ensure that the two regions comprising the CoC (Northwest and Southwest) are represented within the Executive Committee. As such, it is the goal of the Board for the Chair and Vice Chair each to represent one of the CoC’s regions (NW and SW) and the Secretary and Treasurer each represent one of the CoC’s regions (NW and SW). If, however, an officer position is vacant and the floor for nominations has been opened for nominees from the specified region during two (2) consecutive Board meetings, the Board can decide by majority vote to expand the eligibility for the vacant officer position to board members from the other region or at-large members. The Immediate Past Member position can be filled by a representative of either region.”

- Pg 10-11 Section 7 B7. Board Officer Terms
 - **INCLUDED THE NEW OFFICER NAMES AND CHANGED BOARD OFFICER TERMS TO ONE YEAR WITH A MAXIMUM OF 4 TERMS.**- “Each officer will hold office for a term of one (1) year. Nominations and voting for Board Officers will take place every year. Officers may serve up to four (4) consecutive full terms on the Executive Committee if voted in by the Board membership, with the exception of the Immediate Past Member (described in Section 7 B3). Officers who have served 4 consecutive full terms must take two years off before serving on the Executive Committee again.”
 - **ESTABLISHES FLEXIBILITY FOR THE BOARD TO ALLOW MEMBERS WHO HAVE RECENTLY SERVED AS AN OFFICER TO SERVE AGAIN WITHOUT TAKING 2 YEARS OFF. THE BOARD DOES NOT HAVE TO DO THIS, BUT HAS THE FLEXIBILITY TO DO SO IF THEY FEEL THE POSITION NEEDS TO BE WITHOUT WAITING ANY LONGER.**- “If an officer position is open for more than two (2) board meetings where the floor has been opened for nominations, the Board can decide by majority vote to allow a Board Member who has served the maximum number of terms on the Executive Committee and has not met the requirement of being off the committee for two (2) years to serve an additional year if such as member is willing to do so.”
 - **ELIMINATED PARTIAL TERMS FOR OFFICERS-** “If an Executive Board member seat is vacated before his/her term is done, the Board will go through the nomination and voting process and the person selected will begin their first term at that time.”

- Pg 11 Section 7 B10. Active Participation
 - **REMOVED** (this is detail about procedure that doesn’t need to be included in the Charter) **Each January all Board members will be asked to review the participation chart for the year prior to verify their participation in meetings from the previous year.**

- Pg 11-12 Section 7 B12. Meetings
 - If a voting member of the board is not able to participate in a conference call where a vote will be taken, it is his/her responsibility to contact a member of the Executive Committee **REMOVED the Collaborative Applicant, or the CoC Consultant and replaced with CoC Staff** or the CoC Staff to inform them of his/her vote within twenty-four hours of the call taking place.

- Pg 12 Section 7 B14. Voting

ADDED YAB MEMBERS TO THE EXCEPTION- Each representative will have one vote, unless there is more than one representative from the same organization. In this case, each organization would be limited to one vote. The exception to this rule is for the position of YAB Members or individuals currently or formally experiencing homelessness. These individuals may be from the same organization as another voting member and still maintain their right to vote.

- **Section 7 B16. Proxies**

REMOVED THE ABILITY FOR A BOARD MEMBER TO ASSIGN A PROXY VOTE. THIS IS BASED ON THE RECOMMENDATION OF THE LAWYER WORKING WITH US ON OUR 501C3 FILING- “A voting member may identify another voting member to act as their proxy in their absence. This is only allowable if a Proxy Form (available on the CoC website) is completed and submitted to one of the co-chairs of the Governing Board before the meeting and if the person acting as the proxy is present for the vote.”

- Pg 13 Section 8 A.- Composition
 - **REMOVED BASED ON THE RECOMMENDATION FROM THE LAWYER WORKING WITH US ON OUR 501C3 FILING-** “The Western PA Continuum of Care is a membership organization”,

- Pg 14 Section 8 B. Member Solicitation and Registration

ADDED “AND OTHER STAKEHOLDERS’- The CoC will solicit membership from relevant organizations and other stakeholders

- Pg 14 Section 8 C. CoC Member Voting

ADDED “INCLUDING THE ANNUAL APPROVAL OF THE GOVERNANCE CHARTER” – “Only active members of the CoC will be considered voting members and have the right to vote on CoC matters, including the annual approval of the Governance Charter.”

- Pg 16 Section 8 D. Meetings

Meetings will be chaired by the Governing Board Chair (**REMOVED- CoC Co-Chairs, CHANGED TO- Governing Board Chair**).

- Pg 18 Section 9 D3. Preparation of an Application for Funding
ADDED TO REFLECT ACTUAL PRACTICE- “Funding priorities are established by the Funding Committee based on gaps analysis data and informed by feedback from the Board and the regional housing committees.”
- Pg 19 Section 10 A1. Executive Committee
CHANGED TO REFLECT NEW OFFICER NAMES- “The Executive Committee is composed of the officers of the Board, which include the Chair, Co-Chair, Secretary, Treasurer, and the Immediate Past Member”
- Pg 20 Section 10 A2
ADDED ROLE TO THE FUNDING COMMITTEE TO REFLECT ACTUAL PRACTICE- “Establishing funding priorities based on gaps analysis data and informed by feedback from the Board and the regional housing committees.”
- Pg 20 Section 10 A3
REMOVED FROM GOVERNANCE COMMITTEE AND MOVED TO MEMBERSHIP COMMITTEE-
 - Identifying key stakeholders to participate as members of the full CoC and the CoC Board;
 - Ensuring that all required roles of the Governing Board are fulfilled and conducting an application process when there are vacancies;
 - Presenting nominations to the full Board for vacant positions;
 - Developing and implementing an orientation process for new board members;
- Pg 20-21 Section 10 A4
ADDED MEMBERSHIP COMMITTEE WITH DESCRIPTION
- Pg 21 Section 10 A5. Coordinated Entry Committee
REMOVED THE FOLLOWING DETAILS FROM THE DESCRIPTION OF THE COORDINATED ENTRY COMMITTEE. THIS COMMITTEE IS IN THE PROCESS OF CHANGING AND THE ROLES AND RESPONSIBILITIES MIGHT CHANGE AS WELL. THESE CHANGES WILL BE REFLECTED IN THE NEXT REVISION OF THE CHARTER.- “and is comprised of two (2) voting members from each County. Others are welcome to participate in meetings as non-voting members.

The duties of the Coordinated Entry Committee include:

- Overseeing the operation of the CE system and modifying the process as needed;
- Overseeing the work of the Coordinated Entry Lead Agency and providing input to the Board as needed;

- Reviewing and prioritizing identified system issues and deciding on next steps to resolve issues based on priority of importance;
 - Discussing and voting on changes to the policies and procedures that should be recommended to the Board, when necessary;
 - Reviewing situations on a case-by-case basis that require policy interpretation; and
 - Reviewing situations where it appears that programs are not following the policies and procedures and making recommendations to the Executive Committee of the Board related to these matters.
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- Pg 21 Section 10 A6
ADDED CROSS-SYSTEMS COORDINATION COMMITTEE WITH DESCRIPTION
 - Pg 22 Section 10 A8
REMOVED YOUTH COMMITTEE FROM THE LIST OF PRIORITY POPULATION COMMITTEES BECAUSE IT NO LONGER EXISTS
 - Pg 22 Section 10 A10
ADDED ADVOCATES 4 CHANGE TO THE TITLE OF THE YOUTH ACTION BOARD TO REFLECT THEIR OFFICIAL NAME