



GOVERNANCE CHARTER

OF

ONE BY ONE,

THE WESTERN PENNSYLVANIA

CONTINUUM OF CARE

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GOVERNANCE CHARTER OF THE WESTERN PENNSYLVANIA CONTINUUM OF CARE

Section 1. Name

The official name of the organization, as indicated by the US Department of Housing and Urban Development (HUD) and used for all official business, is “PA-601 - Western Pennsylvania Continuum of Care (hereinafter referred to as the Western PA CoC, CoC, Continuum of Care, or Continuum). For the purposes of marketing and advertising, the CoC officially adopted the name “One by One”, with a tagline of “Ending Homelessness in Western PA”, in November 2018.

Section 2. Contact Information

The primary mailing address of the Western PA CoC will be that of the Collaborative Applicant. The current address is:

PA Department of Community & Economic Development
Center for Community & Housing Development
Attn: Western PA Continuum of Care
Commonwealth Keystone Building
400 North Street, 4th Floor
Harrisburg, PA 17120-0225

The primary email address of the Western PA CoC is westernpacoc@gmail.com.

Section 3. Vision, Mission and Guiding Principles

Vision: Homelessness is rare, brief, and a one-time occurrence in our community.

Mission: Our mission is to end homelessness through a socially just, coordinated, community-based process of identifying needs and building an open, integrated, and inclusive system of housing and services that addresses those needs.

In order to fulfill our vision and mission, the following principles will guide the work of the Western PA CoC:

- We believe that:
 - Ending homelessness is possible.
 - Housing is essential to ending homelessness.
 - Everyone deserves a home.
 - Homelessness should not define those who experience it.

- Homelessness is often a consequence of systems of oppression and require an ongoing and sustained commitment to understanding how structural and intersectional oppression and structural privilege contribute to and sustain experiences of homelessness.
- The Western PA CoC is not a “charity”. We are here to serve, not save.
- We will:
 - Create and support an inclusive and affirming environment and culture.
 - Use data to support decision-making and enhance effectiveness across all 20 counties.
 - Be strategic in how we use our resources.
 - Focus on building partnerships that will make our system sustainable, with enough resources to provide housing and services to those experiencing homelessness according to their individual needs.
 - Work together as a cohesive system in order to reach our goal. “The whole is greater than the sum of its parts.”
 - Engage with the wider community.
 - Recognize and respect the experience, expertise and insights of the people we serve and our colleagues.
 - Understand that all people could have trauma that we’re not aware of and recognize that the experience of homelessness is often a traumatic experience, regardless of quality of/extent of resources.
 - Use respectful language that validates individuals’ lived experience.

Section 4. Purpose

Per HUD Regulation 24 CFR Part 578, and to fulfill the stated mission, the purpose of the CoC is to:

- Promote a community-wide commitment to the goal of ending homelessness;
- Promote access to funding for rapid re-housing of homeless individuals and families;
- Promote access to and effective use of mainstream programs; and
- Optimize self-sufficiency among individuals and families experiencing homelessness.

Section 5. History and Structure

In 1997, Pennsylvania initiated the Regional Homeless Assistance process in order to increase capacity and resources in applying for federal funding to address homelessness throughout Pennsylvania’s rural counties, known as the “balance of the state”.

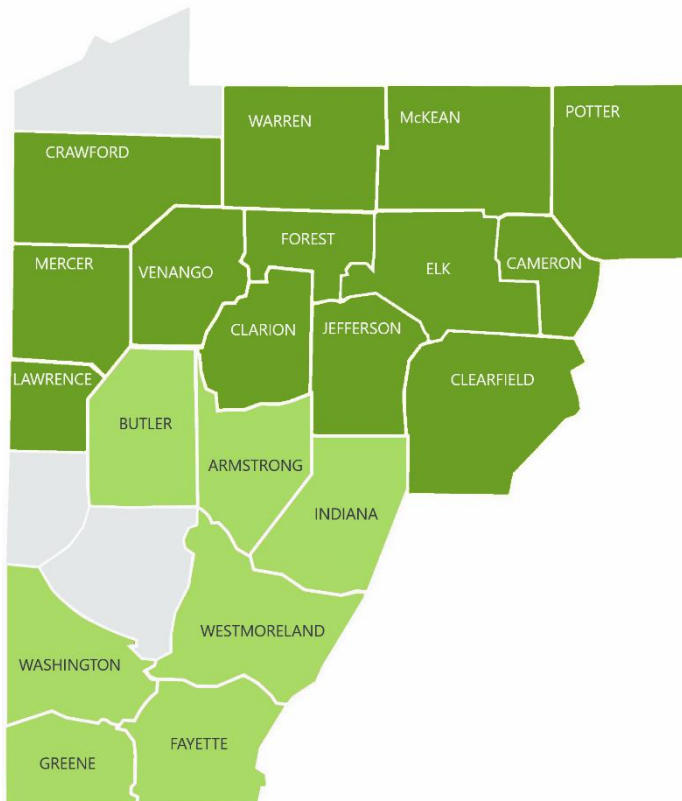
In Western PA, this process began with the formation of two separate regional CoCs—Northwest PA and Southwest PA. Each region established a regional housing committee with representatives of local entities involved in housing and homeless services. In 2013, the Northwest PA and Southwest PA CoCs began a process to formally merge, which was approved by HUD in February 2015.

Due to its expansive size, the CoC has maintained its regional structure with some functions of the CoC carried out by the NW Housing Coalition and the SW RHAB.

Each regional housing committee maintains its own unique structure and operations but do share common responsibilities.

- Providing input for the prioritization of the region’s needs, including recommendations to the CoC Board for CoC funding and to state and local government ESG recipients for allocating ESG funds;
- Assisting with identifying additional resources available for homeless households, as well as gaps in supports and services; and
- Functioning as an intermediary with the Local Housing Options Teams (LHOTs) and local housing coalitions to bring local issues to the forefront of the full CoC.

Section 6. Geographic Area



The Western PA Continuum of Care is defined as a rural CoC. The geographic area of the CoC includes the following 20 counties, by region:

Northwest Region: Crawford, Warren, McKean, Potter, Mercer, Venango, Forest, Elk, Cameron, Lawrence, Clarion, Jefferson, and Clearfield counties

Southwest Region: Butler, Armstrong, Indiana, Washington, Westmoreland, Greene and Fayette counties

Section 7. Continuum Governance

The Western 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.

A. Collaborative Applicant

The Continuum selects a Collaborative Applicant to function as a legal entity on behalf of the CoC. The Collaborative Applicant is the eligible applicant designated by the Continuum of Care to collect and submit the CoC Registration, CoC Consolidated Application (which includes the CoC Application and CoC Priority Listing), and apply for CoC planning funds on behalf of the CoC during the CoC Program Competition.

The Collaborative Applicant is designated for a term of three years by the CoC Governing Board through a supermajority vote (a supermajority vote is defined as 75% or more of the total eligible voting members of the Board voting in favor of a particular motion). There is no limit to the number of terms that can be served by the Collaborative Applicant.

The Western PA CoC enters into a Memorandum of Understanding (MOU) with the designated Collaborative Applicant. The MOU expands upon the above listed responsibilities of the Collaborative Applicant. In addition, the MOU also describes the process for terminating the relationship between the CoC and the named Collaborative Applicant, including both a voluntarily or involuntarily relinquishing of the position. The MOU is to be reviewed at least annually, with a new MOU created at the beginning of each three-year term and approved by the Board.

B. Governing Board

The Western PA CoC Governing Board is charged with fulfilling the mission of the CoC, as well as functioning as the designated primary decision-making group to meet the duties and responsibilities of the CoC. The Governing Board may assign duties to other entities, including through the creation of committees and/or workgroups.

1. Board Composition

The Governing Board is comprised of no more than 20 voting members that live, work, and/or serve the counties in the CoC's geographic area. Two seats on the Board will be reserved for individuals who are currently or formerly experiencing homelessness.

In addition, the Board will reserve two seats for members from the Youth Action Board (YAB), who will be selected and appointed to the Governance Board by the YAB. At least one of these members must be under the age of 24. The Board will also have a voting member from each agency fulfilling the roles of Collaborative Applicant and HMIS Lead (if the CA and HMIS Lead are the same agency, they will have only one voting seat on the Board). The YAB, CA, and HMIS Lead representatives are appointed positions and therefore do not adhere to the selection process and term limits detailed below.

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 (NW) and the Southwest (SW) region. 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.

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.

A concerted effort will also be made to recruit members to the Board who meet the definition of non-conflicted (meaning they do not receive CoC or ESG funding or have not worked for an organization within one year that received CoC or ESG funding). To the extent possible, there will also be an equal number of non-conflicted Board members from the Northwest and Southwest regions.

2. Advisory Seats

In addition to the voting positions identified above, Governing Board members may designate non-voting representatives to attend and participate in meetings to provide advice and expertise on particular issues.

3. Officers

There are five (5) officer positions within the Governing Board, all with voting rights, which include a Chair, Vice Chair, Secretary, Treasurer and Immediate Past Member.

These officers constitute the Executive Committee. The responsibilities of each position are as follows:

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

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. This position, which carries the same voting rights and privileges as all other Executive Committee Members, adds continuity to the committee and the board operations, and provides guidance and a historical perspective of board of directors' activities.

If the current Immediate Past Member's Board term is ending and there is no other Executive Committee member eligible to fulfill that role, that person's board term will be automatically extended until such time as another Executive Board Member becomes eligible to fulfill the role 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).

4. Selection of Board Members

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). The Governance Committee will also determine if these board members are eligible to serve an additional term and, if so, if they have fulfilled their duties as a board member during their current term, thus warranting them being asked to serve an additional term.

If a board member is eligible to serve an additional term and the Governance Committee agrees that an additional term should be offered, a representative of that committee will reach out to the board member to determine his/her interest in fulfilling another term. If the current board member chooses to serve another term, the CoC Board does not have to vote on this position.

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.

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.

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.

The established selection process is not followed for appointed positions on the Board, which include the Collaborative Applicant, the HMIS Lead, and the Youth Action Board representatives.

5. Board Member Terms

When the CoC was created, an initial Board was elected, with members chosen to serve one, two or three-year terms for the purpose of maintaining staggered member terms ongoing.

A board member may serve two (2) consecutive full terms (defined as three years) without his/her position being open for applications, providing that the Governance Committee agrees that he/she has fulfilled the duties and expectations set forth for a board member during his/her first term and he/she agrees to serve an additional term. Board members who initially serve a partial term will remain eligible to serve two (2) consecutive full terms on the Board. This includes those serving less than a three-year term on the initial CoC Board and anyone who completes a partial term for a vacant seat on the CoC Board.

A board member's term will automatically end if they no longer meet the eligibility criteria of living, working and/or representing a county(ies) within the CoC's geographic area.

6. Eligibility and Selection of 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 a vote will be taken if a quorum is present. If a quorum is not present at the meeting, an email vote will be taken following the meeting.

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.

7. Board Officer 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. No person may hold more than one (1) office at a time.

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 a member is willing to do so and voted in by the Board members.

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.

8. Resignations

Any board member or officer may resign at any time by giving written notice to a member of the Executive Committee. Any such resignations shall take effect at the time specified within the written notice or, if the time is not specified, then it shall take effect upon acceptance of the resignation by the Governing Board.

9. Active Participation

Active participation within the CoC is expected of all board members. Active participation is defined as attending (either in person or via conference call) at least 75% of regularly scheduled board meetings for the calendar year. Absences beyond 25% can possibly be considered excused if the board member provides the Executive Committee with a legitimate excuse prior to the meeting. No more than 50% of meetings can be missed and considered excused. It is also an expectation that board members will attend the full CoC meetings, which are held at least twice a year. In addition, all board members are required to participate in at least one CoC Committee.

10. Removal

Voting members of the board who miss more than 25% of regularly scheduled meetings for the calendar year, or those who have been identified as not fulfilling other board member responsibilities (as detailed above), will be reviewed by the Executive Committee and a decision as to whether the person should be removed from their position on the Board will be made on a case by case basis.

Board members can also be removed from their position if their actions/inactions indicate a clear disregard for the guiding principles of the Western PA CoC, as set forth in Section 3 of this document.

If a member is asked to vacate their board position, the vacant seat will then be filled through the process described above.

11. Meetings

The Governing Board will meet at least quarterly. If possible, conference call or other virtual options will be made available. As stated above, it is an expectation that all voting board members will attend the regularly scheduled meetings and could be removed from their role if they do not.

It is often necessary to hold conference calls between regularly scheduled board meetings in order to conduct official business pertaining to the CoC. It is expected that all board members will make every effort possible to participate in these calls, whether scheduled in advance or on an emergency basis. 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 or the CoC Staff to inform them of his/her vote within twenty-four hours of the call taking place.

12. Quorum

A number equal to a majority of those serving as voting members of the Governing Board shall constitute a quorum for the transaction of business.

13. Voting

At all meetings, business items may be decided by arriving at a consensus. If a vote is necessary, it will first be determined if a quorum is present. Then all votes shall be by voice or ballot at the will of the majority of the members serving on the Governing Board (except for matters of a financial nature, which will require a supermajority vote). If a vote is necessary but a quorum is not present at the meeting, the vote will occur via email or conference call following the meeting.

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. No member may vote on any item which presents a conflict of interest, as described in the attached Conflict of Interest Policy (Appendix A).

14. Supermajority Votes

A supermajority vote, which is defined as 75% or more of the total eligible voting members of the Board voting in favor of a particular motion, will be required for some decisions of the Governing Board. This includes:

- All matters of a financial nature, with exception of direct funding allocations which are handled by the Funding Committee, including decisions about the expenditure of funds, pro rata, amendments to the Governance Charter or other documents that may affect the way financial decisions are handled, etc.;
- Approval of the Collaborative Applicant; and
- Approval of the HMIS Lead Agency.

15. Action without a Meeting

Any action that may be taken at any meeting of the Governing Board may be taken without a meeting if the action is approved in writing (e.g. email, letter) by a majority (or supermajority if a financial matter) of the Governing Board membership.

16. Work Groups and Committees

The Governing Board may establish work groups or committees as it deems necessary. Board members are required to actively participate on work groups and/or committees.

16. Conflicts of Interest

A voting member having a conflict of interest or a conflict of responsibility on any matter shall refrain from voting on such matter. Members of the Governing Board will sign a Conflict of Interest Policy annually, as will members of the Funding Committee, and others identified as carrying out key functions of the Board. This Policy is included as Appendix A.

C. Governance Charter

In consultation with the CoC Collaborative Applicant and the HMIS Lead Agency, the CoC Board develops, follows, and updates annually a governance charter, which formally documents the CoC's operating procedures and decision-making processes, including how responsibilities are assigned within the CoC and the expectations associated with how work will be conducted. The Charter also includes a Conflict of Interest Policy and recusal process for the Governing Board, its chair(s), members of the Funding Committee, and others identified as carrying out key functions of the Board.

The Board, and/or its designees, will also develop and follow additional policies and procedures as needed to guide the work of the CoC. The Governance Charter and all referenced policies and procedures will be reviewed and updated no less than annually. By a vote of the Governing Board, any proposed changes will be posted on the CoC's website for review and comment by the CoC membership at least 21 days in advance of the full CoC meeting where the vote to adopt the revised charter will occur.

Section 8. CoC Membership

A. Composition

While the CoC aims to have members that represent the stakeholder categories identified in the Continuum of Care Program Interim Final Rule, HUD Regulation 24 CFR Part 578, and listed below, the importance of participation within the CoC from a broad range of stakeholders is recognized and therefore encouraged and sought. Membership of the CoC is free and open to any stakeholder of the twenty-county region. Both organizations and individuals not affiliated with an organization but with a vested interest in the mission of the CoC can become members of the Continuum. Membership is required of organizations receiving Continuum of Care and/or ESG funding.

*Stakeholder categories (including but not limited to):

- nonprofit homeless assistance providers;
- victim service providers;
- faith-based organizations;
- government agencies;
- businesses;
- advocates;
- public housing agencies;

- school districts;
- social service providers;
- mental health agencies;
- hospitals;
- universities;
- affordable housing developers;
- law enforcement;
- organizations that serve veterans;
- individuals currently or formerly experiencing homelessness.

B. Member Solicitation and Registration

The CoC will solicit membership from relevant organizations **and other stakeholders** not currently participating in the CoC at least annually. Information about membership will also be available on the CoC's website. In order to be considered a member of the CoC, the organization/individual person must complete the online member registration form available on the CoC's website (pennsylvaniacoc.org).

Registered members of the CoC will receive an email annually asking them to review and update their registration information, including contacts.

C. CoC Member Voting

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**. Active members are those organizations and individuals who have completed the online member registration form and attend a minimum of one full CoC meeting per year. The online member registration form must be completed at least two days in advance of a full CoC meeting in order for that organization or individual to be allowed to vote on matters during the CoC meeting.

Any organization, business or governmental entity may allow an unlimited number of representatives to attend and participate in meetings of the CoC; however, for matters decided through voting among members of the full CoC, each organization shall be limited to one vote.

When a vote of the full CoC is required, it will be included on the CoC Meeting Agenda that is posted on the CoC website within one week of the meeting. During the full CoC meeting, the vote will be taken and a simple majority of the total number of members in attendance will determine the result of the vote.

D. Meetings

The full CoC membership will meet no less than twice annually. Meetings will be open to the public. The agenda for full CoC meetings will be posted to the CoC's website

(pennsylvaniacoc.org) at least one week prior to each meeting. The agenda will include any issues requiring a full CoC vote during the meeting. Only issues announced ahead of time in the agenda will be voted on during the meeting. **Meetings will be chaired by the Governing Board Chair.**

Section 9. Responsibilities of the Continuum of Care

In support of the mission and pursuant to HUD Regulation 24 CFR Part 578, the CoC is responsible for fulfilling four major duties. These duties include the:

- A. Operation of the Continuum of Care;
- B. Designation and Operation of a Homeless Management Information System;
- C. Development of a Continuum of Care Plan; and
- D. Preparation of an Application for Funding.

Specific responsibilities include:

A. Operation of the Continuum of Care:

1. The CoC Board designates a Collaborative Applicant to act on behalf of the CoC. This designation must be approved by a supermajority vote (75% majority) of the CoC Board.
2. The full membership of the CoC convenes for meetings, with published agendas, at least bi-annually. These meetings are conducted by the CoC Board.
3. The CoC Board makes an invitation publicly available for new members to join the CoC at least annually.
4. The process for the selection of board members to act on behalf of the CoC is included in the Governance Charter and is adopted by the full CoC. This process is reviewed annually and updated and approved by the larger CoC membership at least once every five (5) years.
5. The CoC Board appoints committees or workgroups as needed. The roles of these Committees will be further described within this document.
6. In consultation with the CoC Collaborative Applicant and the HMIS Lead Agency, the CoC Board develops, follows, and updates annually a Governance Charter, which formally documents the CoC's operating procedures and decision-making processes, including how responsibilities are assigned within the CoC and the expectations associated with how work will be conducted. The Charter also includes a conflict of interest policy and recusal process for the Governing Board, its chair(s), members of the Funding Committee, and others identified as carrying out key functions of the Board. The Governance Charter is adopted by the full CoC and updated no less than annually.

7. The CoC establishes and consistently follows written standards for providing CoC assistance. At a minimum, these written standards must include:
 - a. Policies and procedures for evaluating individuals and families eligibility for CoC assistance;
 - b. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance, rapid re-housing assistance, or permanent supportive housing assistance;
 - c. Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid re-housing assistance; and
 - d. In the instance that the CoC is designated as a high-performing community, policies and procedures for determining and prioritizing which eligible individuals and families will receive homelessness prevention assistance.

8. The CoC establishes and consistently follows written standards for providing ESG assistance. At a minimum, these written standards must include:
 - a. Policies and procedures for evaluating individuals' and families' eligibility for assistance under the Emergency Solutions Grant (ESG);
 - b. Policies and procedures for coordination among emergency shelter providers, essential service providers, homelessness prevention and rapid re-housing assistance providers, other homeless assistance providers, and mainstream service and housing provider;
 - c. Standards for determining how long a particular program participant will be provided with rental assistance and whether and how the amount of that assistance will be adjusted over time; and
 - d. Standards for determining the type, amount, and duration of housing stabilization and/or relocation services to provide a program participant, including the limits, if any, on the homelessness prevention or rapid re-housing assistance that each program participant may receive, such as the maximum amount of assistance, maximum number of months the program participant receives assistance; or the maximum number of times the program participant may receive assistance.

9. The CoC establishes and operates a coordinated entry system. The coordinated entry system provides an initial, comprehensive assessment of the needs of individuals and families for housing and services. The system includes policies and procedures for addressing the needs of individuals and families who are fleeing, or attempting to flee, domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from non-victim service providers. The system is easily accessible, well-advertised, and utilizes a standardized assessment tool across the CoC. In addition, the system complies with any requirements established by HUD by Notice.

B. Designation and Operation of a Homeless Management Information System (HMIS):

1. The CoC Board designates an HMIS Lead Agency to manage the CoC's HMIS and apply for HMIS funding on behalf of the CoC. This designation must be approved by a supermajority vote (75% majority) of the CoC Board.
2. CoC Board will ensure HMIS operates as per the MOU with the HMIS Lead Agency.

C. Development of a Continuum of Care Plan:

1. The CoC, through the work of the Board and the committees/workgroups, coordinates the implementation of a housing and service system within its geographic area that meets the needs of the homeless population, including individuals, unaccompanied youth, and families. At a minimum, such a system encompasses the following:
 - a. Outreach, engagement, and assessment;
 - b. Shelter, housing, and supportive services; and
 - c. Prevention strategies.
2. The CoC plans for and conducts an annual Point-In-Time (PIT) count of homeless persons within the geographic area. The Collaborative Applicant of the CoC is responsible for coordinating the PIT each year. The annual count adheres to the following requirements:
 - a. Homeless persons who are living in a place not designed or ordinarily used as a regular sleeping accommodation for humans must be counted as unsheltered homeless persons.
 - b. Persons living in emergency shelters, safe havens and transitional housing projects must be counted as sheltered homeless persons.
 - c. Each county that is part of the CoC is expected to participate in the unsheltered count and conduct their count on the CoC designated date, which will occur within HUD's mandated timeframe (on a date during the last ten days of January). In addition to the CoC required count, any county may elect to conduct a PIT count during another time of the year. However, it is the CoC's request that the county share the results of their count with the CoC Board.
 - d. Other requirements established by HUD by Notice.
3. The CoC, through the efforts of the Board, conducts an annual gaps analysis of the homeless needs and services available within the geographic area and establishes funding priorities based on this information.
4. The CoC, through the efforts of the Collaborative Applicant, provides information required to complete the Consolidated Plan(s) within the CoC's geographic area.

5. The CoC, through the efforts of the Collaborative Applicant, consults with state and local government ESG recipients for allocating ESG funds and reporting on and evaluating the performance of ESG recipients and sub-recipients.

D. Preparation of an Application for Funding:

1. The CoC Board, in collaboration with the Funding Committee, will design, operate, and follow a collaborative process for the development of applications. The Funding Committee will then approve the submission of applications, including ranking project applications when required, in response to a NOFA published by HUD.
2. 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.
3. The Collaborative Applicant applies for CoC Planning Grant funds, with input and approval from the CoC Board.
4. The Collaborative Applicant submits the full CoC application to HUD on behalf of the CoC.

Section 10. Committees

Much of the work done by the Continuum of Care for the purpose of fulfilling the stated mission is conducted by committees working on behalf of the CoC. There are two types of committees functioning within the CoC including Standing Committees and Ad-Hoc Committees. Standing Committees are those that are considered permanent and meet on an ongoing, regular basis. Ad-Hoc Committees are formed to complete a specific task/objective and meet temporarily until the task/objective is completed, at which time the committee is dissolved.

For a newly created committee, the Board will select, by way of a majority vote, a chair/co-chairs for the committee. The chair/co-chair of a committee may be any member of the CoC. If the chair/co-chair is not a member of the Governance Board, then a member of the committee who is also a member of the Governance Board should be selected to serve as the Board Liaison to the committee. The role of the Board Liaison is to share updates regarding the activities of the subcommittee with the Board and also to provide important information regarding CoC operations/updates from the Board with the committee. For an existing committee, the committee members will nominate a chair/co-chair and present that nomination to the Board for a final vote.

Committees may choose to create subcommittees/workgroups for the purpose of fulfilling their identified duties on an as-needed basis and at the direction of the committee chair(s). The list of duties included with each committee description below may be revised over time

based on the current needs of the CoC. Revisions to the identified duties can be done through written agreement between the Board and the committee on an as needed basis.

A. Standing Committees

1. Executive Committee

This committee directly serves a function of the Governance Board and therefore membership of this committee is limited to members of the Governance Board.

The Executive Committee is composed of the officers of the Board, which include the Chair, Co-Chair, Secretary, Treasurer, and the Immediate Past Member. 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.

The duties of the Executive Committee include:

- Calling full CoC and CoC Board meetings;
- Recommending and prioritizing agenda topics for both the full CoC and CoC Board meetings;
- Acting as liaison to the Collaborative Applicant;
- Responding to requests for letters of support/recommendation from CoC stakeholders;
- Assessing reported issues of non-compliance against CoC-funded organizations, including those related to Coordinated Entry, and recommending action;
- Assessing reports of conflict of interest and recommending action;
- Resolving board member conflicts and issues related to fulfillment of board member responsibilities;
- Reviewing board member attendance and participation annually and providing recommendations to the Governance Committee in regards to board members' eligibility to serve additional terms;
- Ensuring an annual agenda of board work is developed in line with the CoC's strategic objectives; and
- Overseeing the implementation of the annual agenda board work.

2. Funding Committee

Due to the regulatory requirement that this committee be comprised of representatives that do not receive CoC funding (established in 24 CFR Part 578), the Funding Committee is comprised of a combination of non-conflicted Board members (those who do not receive CoC or ESG funding) and other non-conflicted individuals appointed by the Board through a formal vote.

A person is considered to be non-conflicted if they do not work for an organization that receives CoC or ESG funding or have not worked for an organization that receives CoC or ESG funding within one year.

Members of the Funding Committee are required to sign the Conflict of Interest form when they join the committee and annually thereafter.

The duties of the Funding Committee include:

- Establishing funding priorities based on gaps analysis data and informed by feedback from the Board and the regional housing committees.
- Coordinating the annual project selection process, which includes the ranking of existing and new projects as required by HUD;
- Establishing in advance the project ranking and tie breaking criteria in accordance with HUD guidance;
- Coordinating the selection process for other resources that become available to the CoC; and
- Ensuring the strategic use of HUD funds and other resources available to the CoC.

3. Governance Committee

This committee directly serves a function of the Governance Board and therefore membership of this committee is limited to members of the Governance Board.

The duties of the Governance Committee include:

- Reviewing and updating as needed, but no less than annually, the Governance Charter and all referenced policies and procedures;
- Developing and revising Memorandums of Understanding for services that are critical to the operations of the CoC, including, but not limited to, the Collaborative Applicant, the HMIS Lead, and the Coordinated Entry Lead Agency;
- Drafting necessary CoC policies and procedures for review and approval of the Board;
- Ensuring the Board follows the written process for the selection of board members as established in this charter;
- Ensuring the Board and CoC operations adhere to the expectations set forth in the Governance Charter;
- Assessing board effectiveness on a regular basis;
- Ensuring that a public invitation to join the CoC is distributed throughout the CoC at least annually; and
- Establishing written standards for providing both CoC and ESG assistance, in consultation with recipients of CoC and ESG funds within the geographic area and approved by the CoC Board.

4. Membership Committee

The Membership Committee can include members of the Board, members of the full CoC, and/or other stakeholders. At a minimum, the Membership Committee includes

a representative from the following Committees/groups: DEIB, Executive, Governance, Advocates 4 Change, and two (2) members of the full CoC. The duties of the Membership Committee include:

- Establishing a recruitment process that aims to diversify the experience and perspectives represented on the Governance Board and within the full CoC;
- Anonymously reviewing applications that are received for open Board positions;
- Conducting interviews of potential Board members;
- Presenting nominations to the full Board for vacant positions;
- Creating an onboarding process for new Board members; and
- Creating a Board mentor program.

5. Coordinated Entry Committee

This committee is focused on an operational element of the CoC as a whole and membership of this committee can include members of the Board, members of the full CoC, and/or other stakeholders.

The Coordinated Entry Committee functions as the advisory body of the Coordinated Entry System.

6. Cross-Systems Coordination Committee

This committee is focused on an operational element of the CoC as a whole and membership of this committee can include members of the Board, members of the full CoC, and/or other stakeholders.

The primary responsibility of this committee is to coordinate a comprehensive set of strategies that span multiple systems to build pathways that decrease recidivism and reduce systems reliance.

7. Diversity, Equity, Inclusion and Belonging Committee

The Diversity, Equity, Inclusion and Belonging (DEIB) Committee is focused on an operational element of the CoC as a whole and membership of this committee can include members of the Board, members of the full CoC, and/or other stakeholders.

The DEIB Committee will work to create systems change throughout the Western PA Continuum of Care to ensure that systems and programs are serving all individuals equitably. The Committee will facilitate change by offering continual training, reviewing systems to ensure they are equitable, creating a strategic plan to help the CoC continue to move forward and improve, and centering work around diversity, equity and inclusion.

8. System Performance Committee

This committee is focused on an operational element of the CoC as a whole and membership of this committee can include members of the Board, members of the full CoC, and/or other stakeholders.

The primary responsibility of the System Performance Committee is to monitor CoC system performance measures and recommend action for improvement when necessary.

9. Priority Population Committees

The following committees focus on ensuring the unique needs of certain priority populations within our CoC are being addressed as effectively as possible. These committees aim to identify barriers to service, system gaps, and opportunities for enhanced partnerships. Membership of these committees can include members of the Board, members of the full CoC, and/or other stakeholders.

- a. Veterans Committee- Focuses on addressing the needs of Veterans within our region
- b. Reentry Committee-Focuses on addressing the needs of people returning the community following incarceration
- c. DV Committee- Focuses on addressing the needs of people who are victims of domestic violence

10. Advocates 4 Change

Advocates 4 Change functions as the Youth Action Board (YAB) of the CoC and provides guidance to the CoC on building strategies to address youth homelessness in our region. This committee is comprised of youth who have experienced housing instability or homelessness.

B. Ad Hoc Committees

In addition to the above listed Standing Committees, the CoC Board may also approve the appointment of Ad Hoc Committees when deemed necessary to fulfill the mission of the CoC. The Board shall determine the responsibilities, process for selection of committee leaders and members, and terms of such committees.

Section 11. Funding Allocations

When the Western PA CoC was established in 2015 through the merger of the Northwest PA and Southwest PA CoCs, one of the points of agreement between the two groups was that the percentage of funding going to each of the regions at the time would remain the same to the extent possible into the future, thus providing a level of protection to both regions that they would not lose funding to the other region as a result of the merger. As such, the 2014 Annual Renewal Demand (ARD) for the two separate regions was used to calculate each region's percent of what would become the ARD for the Western PA CoC. The established ARD percentages based on these figures is sixty-five percent (65%) to the Southwest and thirty-five percent (35%) to the Northwest.

The ongoing commitment of the CoC Board is that every effort possible will be made to maintain the established ARD percentages. However, it is also critical that the Board, the Funding Committee, and the CoC as a whole utilize reliable data to support decisions and be responsive to changing needs within our entire geographic area by allocating resources in a way that addresses clear and present needs and gaps in services.

A. Variances in the Established ARD Percentages

It is expected that variances in the established ARD percentages will occur from year to year, based on new projects being funded and also possibly existing projects being defunded. This variance is analyzed each year and every effort possible is made to correct a variance that has occurred during the next funding cycle. This can be accomplished by allocating new or reallocated funding to the region that experienced the decrease in their established amount.

If, however, the Funding Committee develops an allocation plan during the next funding cycle that, if funded as anticipated, would not lead to the variance being corrected, the Funding Committee must include detailed data that clearly demonstrates unmet need or other supporting details in order to justify its decision to the Board and the CoC as a whole. If the allocation plan for any year would result in an expected variance of 10% or more, this information must be presented to entire CoC membership for feedback.

If there is a variance in the established ARD percentages of more than 3% for a total of three funding cycles, the Board will vote to either work in conjunction with the Funding Committee to formulate a plan to correct the variance in the next funding cycle or to permanently adjust the established ARD percentages. If the Board agrees that the ARD percentages should be permanently adjusted, they must then present this to the CoC membership for a vote.

B. Process for Allocating Program Funding

Due to the fact that many of the members of the CoC Governing Board are also recipients of CoC funds, the Funding Committee was created to function as a subcommittee of the Board and be responsible for making recommendations relating to the allocation of funding within the CoC. All members of the Funding Committee are neutral parties in the fact that they do not receive funding from the CoC (details described in the Funding Committee section above). The Funding Committee develops a recommendation for the allocation of funds which is then presented to a workgroup comprised of all non-conflicted Board Members. This workgroup is responsible for analyzing the recommendation of the Funding Committee and voting, by supermajority, to accept or reject the allocation plan.

C. Reduction of a Specific Grant

In the event that an individual grant no longer exists or for which funding must be reduced or reallocated, any remaining grant funds shall be reallocated to another project in the affected

region, unless reallocating it to the other region would correct a variance of the established ARD and supports an identified need. If, based on the eligible use of funds, there are no qualified applications in the region, the remaining grant funds shall be made available to the other region.

Section 12. Liability of Members

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

Appendix A

Conflict of Interest Policy and Disclosure Statement

SECTION 1– PURPOSE

The Western Pennsylvania Continuum of Care (Western 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 Western PA CoC as a public trust. Consequently, there exists between the Western PA CoC and its board, officers, 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 Western PA CoC honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Western 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 Western 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 Western PA CoC members who can influence the actions of the Western PA CoC. For example, this would include all who make procurement or funding decisions, including all members of the Funding Committee, all persons who might be described as "management personnel" and anyone who has proprietary information concerning the Western 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 Western PA CoC;
2. Competing or affinity organizations;
3. Donors and others supporting the Western PA CoC;
4. Agencies, organizations and associations which affect the operations of the Western 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 Western 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 Western PA CoC;
3. Receiving remuneration for services with respect to individual transactions involving the Western PA CoC;
4. Using Western 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 Western 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 Western 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

Western 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 Western 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 Western 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 Western 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 Western 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

