

Approved on _____ by the membership of the Nashville- Davidson County Homelessness Continuum of Care. It supersedes any and all previously adopted Charters.

**NASHVILLE-DAVIDSON COUNTY HOMELESSNESS
CONTINUUM OF CARE CHARTER**

This Nashville-Davidson County Homelessness Continuum of Care Charter must be reviewed and updated at least annually (HUD requires an update of the written process for selecting a board every 5 years). Revision dates will be posted on the last page.

Section I. Mission & Purpose

A. Mission

The mission of the Nashville-Davidson County Homelessness Continuum of Care (also referred to as CoC in this document) is to create a collaborative, inclusive, community-based/inspired process and approach to planning and managing effective homeless assistance resources and programs (by which Federal, State and local funding resources will be actualized to adequately fund all homeless assistance needs) to end homelessness in our community, consistent with 24 C.F.R. Part 578.

As a system we are housing focused, person centered, data driven, and committed to the effective use of resources.

B. Purpose

The Nashville-Davidson County Homelessness Continuum of Care consists of community partners (membership, CoC Planning Council, a Collaborative Applicant and the Homelessness Management Information System (HMIS) Lead) dedicated to ending homelessness in Nashville. This Charter sets out the composition, roles, responsibilities, and committee structure of the Nashville-Davidson County Continuum of Care (CoC), whose jurisdiction includes Nashville and Davidson County.

Section II. Membership

A. Composition

The membership of Nashville-Davidson County's Homelessness Continuum of Care, which was then comprised of 32 agencies and three (3) individuals, signed the Charter on May 18, 2017. Since then other individuals and organizations have been added to the CoC's membership.

Other interested parties may qualify for membership in the CoC by submitting an application for membership to the CoC Membership Committee. The CoC Membership Committee will establish a membership certification process and the Collaborative Applicant will maintain all membership records.

The CoC strives to have a broad array of membership which includes, but is not limited to, the following:

- Persons with current and past lived experience of homelessness and/or at-risk of homelessness
- Interested and concerned members of the community
- Providers of the full array of services to persons who are /at risk of homelessness

- Representative (Lived / Providers) of Homelessness High Risk Populations (Youth, Family, Veterans)
- Housing Developers
- Public Housing Authority (Local and State)
- Mainstream Benefit /Social Services Providers
- Healthcare Providers
- Behavioral Healthcare Providers
- Educators / Metropolitan Public Schools
- Faith Community
- Funders/Foundations/Development Specialists
- Business Community / Financial Institutions
- Employment Agencies and Potential Employers
- Public Policy Experts / Advocates
- Researchers
- Judicial System

B. Roles and Responsibilities

The membership is responsible for adopting, maintaining, and updating this Charter and any additional by-laws that will govern the operations of the CoC. Additionally, Membership will elect CoC representative to the CoC Planning Council in accordance with the procedures and provisions established in Section II.C. and Section III., Collaborative Applicant in accordance with the procedures and provisions established in Section V, and HMIS Lead in accordance with procedures and provisions established in Section VI.

The Membership will meet at least semiannually and publish their agenda and minutes on a website accessible to the public. All meetings of the Nashville-Davidson County Continuum of Care shall be open to the public, in compliance with state and federal regulation/laws.

C. Representation and Voting

1. Organizations: Each organization shall have at least one representative who attends meetings. Each agency/organization/unit of government shall have one vote, to be cast by the authorized representative of that agency. In the absence of the authorized representative, one designee may be appointed in writing. To maintain voting privileges, organizational members must attend 50% of the membership meetings throughout the course of the year. Each organization is encouraged to have at least one representative participate on at least one CoC committee.

2. Individuals: Any person not formally associated with an organization. Persons who are homeless or have experienced homelessness are essential to ensure the effectiveness of CoC efforts to end homelessness. Each individual shall have one vote. To maintain voting privileges, individual members must attend 50% of the membership meetings. In order to fairly distribute the work of the Nashville CoC, all individual members are encouraged to actively participate on one working committee.

3. Absentee Voting: Votes may occur through a proxy with written, electronic, or pre-selected representation.

Section III. CoC Planning Council

A. Background and Introduction:

Homelessness has long been recognized as an issue of significant community concern in Metro Nashville-Davidson County. Throughout the years efforts have been made by individual citizens, the community, homeless social services agencies, and the government to address these concerns. The **Nashville-Davidson County Continuum of Care**, adhering to evolving national guidance of the U.S. Department of Housing and Urban Development, has operated as a homelessness planning body since 1994, establishing an official Governance Board in 2011. In 2005, Metro Government advanced their previous efforts to address homelessness through the creation, by ordinance, of the **Metropolitan Homelessness Commission**. In 2009, Congress enacted the HEARTH Act which codified into law the CoC planning process to assist homeless persons by providing greater coordination in responding to their needs.

Over the past 13 years these two entities have been operating independently and in many ways redundantly to address and end homelessness in our community. In July 2017, in order to create a high functioning Continuum of Care, the members of the Metropolitan Homelessness Commission and the Governance Board formed a joint workgroup to unify the homeless governance structure in Nashville-Davidson County, to reduce duplication, strengthen Nashville's community based planning efforts and most effectively garner and manage resources to end homelessness. Their work is reflected in parts of this Charter revision, as well as in a City Ordinance to create a single governance structure within the CoC to be called the Nashville-Davidson County Homelessness Continuum of Care Planning Council.

To maintain the relationship with Metropolitan Government of Nashville and Davidson County for optimal Planning Council functioning, the Metro Homeless Impact Division will provide staff and resources to assist the CoC/ Planning Council carry out the CoC's mission.

B. Composition of Planning Council

With the enactment of the Charter Revision on _____, the CoC Governance Board will become the **Nashville Davidson County Homelessness CoC Planning Council**, referred to as Planning Council for the remainder of this document.

The newly created Planning Council will be seated for its first meeting after the enactment of the Charter Revision. It will be comprised of the current members of the CoC Planning Council (formerly CoC "Governance Board") and Metro-Davidson County Homelessness Commission. It will create a transition plan of staggered terms and normal attrition to achieve the optimal composition by the end of year two of its operational year (July 1 to June 30).

The Planning Council will be comprised of 25 members:

- 14 elected by the CoC Membership,
- 8 appointed by the mayor, and
- 3 Metro Council members.

The Planning Council will have no less than 5 members (elected or appointed) who will have current/past lived experience of being "At-Risk of Homelessness" and/or "Homeless".

Composition of the Planning Council will reflect constituencies that mirror the Nashville Community and reflect the guidance provided in the Hearth Act.

C. Selection of Planning Council Members

There will be a separate process for selection of Planning Council members from the CoC, Mayoral Appointment, and Metro Council.

- 1. CoC Representatives:** The CoC Nomination Committee is charged to develop and implement an on-going process of identification, recruitment, and vetting of potential governance candidates in an effort to maintain a current pool of candidates for anticipated/unanticipated vacancies. CoC Planning Council members will be elected from a slate of candidates prepared by the Nomination Committee and nominations made from the floor by a voting member of the CoC in good standing. Normal Planning Council terms will coincide with the CoC's operational year, so the election will occur in the month prior. Terms will be staggered so that at no point will all seats be up for re-election.

Vacancies occurring as a result of normal term, resignation, death, or removal for cause will be filled by a similar process. Such elected members shall serve the remainder of the original term and be eligible for re-election to a full term.

- 2. Mayoral Appointments:** Mayoral appointments to the Planning Council will be made by the Metro Mayor who has the discretion to make an independent informed choice and/or access candidates identified through the CoC's Nomination Committee process. Normal Planning Council terms for Mayoral Appointments will coincide with the CoC's operational year, so the appointment will occur in the month prior.

Vacancies occurring as a result of normal term, resignation, death, or removal for cause will be filled by a similar process. Such elected members shall serve the remainder of the original term and be eligible for re-appointment to a full term.

- 3. Metro Council Representatives:** Metro Council Representative appointments to the Planning Council will be made by the city's Vice Mayor from the pool of the following Metro Council positions: Vice Mayor, At-Large, 1st Term, and 2nd Term. Normal Planning Council terms for Council Appointments will coincide with the CoC's operational year, so the appointment will occur in the month prior.

Vacancies occurring as a result of expiration of normal term, council term, resignation, death, or removal for cause will be filled by a similar process. Such elected members shall serve the remainder of the original term.

D. Roles and Responsibilities

The purpose of the Planning Council is to ensure orderly operations of the CoC. The Planning Council shall have the power to act on behalf of, and in the best interest of, the CoC. The Planning Council shall conduct the business of the CoC. It shall determine the general policies and guide the affairs of the CoC as well as set meeting agendas and timelines for regularly occurring activities of the CoC, including but not limited to funding processes, needs assessments, and the annual point-in-time homeless count.

The Planning Council is responsible for regular and systematic data-driven evaluation and monitoring of current grantees as well as overall CoC performance. A majority of voting members must participate in the decision-making process for the transaction of business and for the acts of the Board to be considered valid.

Conference calls or the use of other telecommunications equipment are acceptable means for communication regarding the business of the Planning Council. The Planning Council shall keep regular minutes of its proceedings and report such proceedings at the next regularly scheduled meeting of the CoC.

The Planning Council will have the power and authority to act on behalf of the CoC and will meet a minimum of 6 times per year or as called by the Chair or membership at-large as provided for in this Charter.

E. Terms

Planning Council Members shall serve terms of three years beginning with the first meeting of the CoC / Planning Council's operating year in July. All members shall hold office until their successors have been duly elected and seated. An individual may serve up to two consecutive terms on the Planning Council. After serving two (2) consecutive terms, he or she must allow at least one year to elapse before becoming eligible for nomination to the Planning Council. If a Planning Council member must resign for good cause prior to serving the full three (3)-year term, he/she may become eligible for nomination again in the following year, if interested.

F. Resignation

Any Planning Council member, except the Chair, may resign by tendering a written notice to the Chair. The Chair may resign by tendering written notice to the Planning Council.

G. Removal:

Any officer may be removed by the Planning Council from the officer position whenever, in the judgment of the Council, the best interest of the organization will be served thereby. A vote to remove an officer must occur during a regularly scheduled Planning Council meeting and requires a two-thirds (2/3) vote of the Planning Council to remove an officer from her/his position.

An elected Planning Council Member may only be removed from the Planning Council by a two-thirds majority vote of the voting members of the CoC during a regularly scheduled meeting. The request for consideration for removal may originate from the Planning Council and/or membership.

An appointed Planning Council Member may be only recommended for removal by the mayor or vice mayor (as indicated by appointment) from the Planning Council by a two-thirds majority vote of the voting members of the CoC during a regularly scheduled meeting. The request for consideration for recommendation of removal may originate from the Planning Council and/or membership.

H. Meetings, Quorum and Voting

It is expected that a regular and publicized schedule of Planning Council meetings be kept.

1. **Attendance:** All Planning Council members are required to attend no less than 75% of regular Planning Council Meetings.
2. **Quorum:** The presence of 51% of the seated Planning Council members shall constitute a quorum at any regularly scheduled meeting. The act of a quorum of the qualified members present, or of those who have voted by timely written or electronic submission, shall be the act of the full committee membership except as may be otherwise specifically provided by statute or this Charter.
3. **Special meetings:** Special meetings not on the regular schedule require a 67% member attendance for the purpose of voting or handling any official business of the Planning Council. Special meetings may be called by the Planning Council chair with a minimum of one week prior notice in writing, fax, mail, or e-mail. Special meeting notices must detail the issue requiring an exceptional gathering of the Planning Council as well as any potential vote that may occur at the meeting.

I. Officers of Planning Council

The Planning Council shall have three officers to conduct business, comprised of a Chairperson, a Vice Chairperson, and a Secretary. Officers shall be elected by the full membership of the Planning Council and serve up to three one-year terms. To avoid the appearance of any conflict when issues are voted upon, the officers of the Planning Council (Chair, Vice-Chair and Secretary) should not represent the same type of constituencies.

1. Planning Council Chairperson

Duties include, but are not limited to:

- a) Call meetings and preside at Planning Council meetings;
- b) Make, with the advice and consent of the Planning Council, appointments of all committee chairs deemed necessary for the operation of the CoC;
- c) Serve as a member ex-officio of all committees;
- d) Provide reports to the CoC as needed;
- e) Execute all papers, documents, and instruments ordered to be executed by the CoC;
- f) This office has a one year term, and has voting privileges restricted to tiebreaking.

2. Planning Council Vice Chairperson:

Duties include but are not limited to:

- a) Preside at CoC Planning Council scheduled meetings in the absence of the Chair;
- b) Perform all other such duties usually pertaining to the office of the Chair as determined by the Planning Council;
- c) Serve as primary liaison to CoC committee chairs.

3. Planning Council Secretary

Duties include but are not limited to:

- a) Record minutes and attendance at all meetings of the CoC membership and the Planning Council and ensure that the original is archived;

- b) Maintain membership rolls and provide regular reports of members' status to the Planning Council and the Nashville-Davidson County CoC.

J. Planning Council Advisors

The Planning Council will identify and employ the use of key community advisors for its decision making process as indicated by issue and/or need. The invitation for participation will come from the Planning Council Chair at the request / recommendation of the Planning Council. The mayor will make available two designated employees of departments of metropolitan government that frequently interact with individuals at risk of and/or experiencing homelessness for such requests.

I. Planning Council Supports

Administrative support will be provided to the Planning Council and the CoC Standing and Ad Hoc committees by the staff of the Collaborative Applicant and HMIS Lead as required by the US Department of Housing and Urban Development, as well as by staff of the Homeless Impact Division of Metro Social Services.

J. Conflicts of Interest

1. **Financial Benefit to Members:** No financial benefit (earnings) of the CoC may inure to any members, founders, or contributors. Members receive no compensation as a condition of their membership in the CoC.

A conflict of interest is a breach of an obligation that has the effect or intention of advancing one's own interest in a way detrimental to the organization. Potential conflicts of interest must be disclosed.

2. **Code of Conduct, Conflicts of Interest, and Recusal Process:** CoC Planning Council members must exercise care when acting on behalf of the CoC. These individuals must complete the work they have agreed to undertake in a timely manner. In addition, they must attend Planning Council meetings and be prepared to discuss matters presented for their deliberation. Absence without notice or explanation for 20% of Planning Council meetings within a calendar year or repeated failure to complete work assignments will be grounds for removal from the Planning Council. Repeated failure to participate thoughtfully and respectfully in discussions or persistent disruptive or obstructive conduct during meetings will be grounds for removal.

CoC Planning Council members must abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of the CoC and its processes. Failure to honor these rules will be grounds for removal from the Planning Council and any of its committees.

1. Members may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:
 - a. Any organization that they or a member of their immediate family represents;
or
 - b. Any organization from which they or a member of their immediate family derives income or anything of value.

2. Whenever CoC Planning Council members or any of their immediate family members have a financial interest or any other personal interest in a matter coming before the Board or one of its committees, they must:

- a. Fully disclose the nature of the interest; and
- b. Withdraw from discussing, lobbying, and voting on the matter.

At the beginning of every Planning Council meeting, the Chair must ask if there are any conflicts of interest or potential conflicts of interest that need to be disclosed before the business included in the meeting's agenda is discussed. The Chair will ask committee members to disclose any potential or actual conflicts of interest.

Any matter in which CoC Planning Council members have an actual or potential conflict of interest will be decided only by a vote of disinterested individuals. The minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' actual or potential conflicts of interest and their recusal from participation in the decision.

CoC Board members must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclosing any conflicts of interest they face or are likely to face in fulfilling their duties as Board members.

Section IV. Committees

The Planning Council may establish standing and ad hoc committees as needed. Unless otherwise specified, all Standing Committee members shall be appointed for a term of one year. Committee members do not have to be members of the Planning Council ~~Board~~. The Planning Council ~~Board~~ shall specify the duties of the specific committees. Active service on at least one committee is an expectation of membership in the Nashville CoC. Members may volunteer for specific committees or be appointed by the Chair.

1. Standing Committees

The Standing Committees of the CoC are:

- A. **Nominating Committee:** To recruit and select qualified, willing members of the CoC to serve as Planning Council members and present the slate to the membership as requested, filling the gaps in the Executive Committee as needed through the process described above.
- B. **Executive Committee:** Made up of the Officers of the CoC Planning Council.
- C. **HMIS Oversight Committee:** Shall approve policy guidance for the Nashville CoC on issues related to the implementation and use of the Homeless Management Information System (HMIS). The Committee also ensures that HMIS users adhere to the established policies or requirements.
- D. **Performance Evaluation Committee:** Conducts local Performance Evaluation obligations, which include reviewing funding proposals and making prioritized funding recommendations to the Nashville CoC. These recommendations should be based on community homeless service needs. Recommendations for potential committee members may be solicited from the CoC general membership, Planning Council members, and other related bodies in the city. However, the final

determination of appointments must assure that members are best suited to fairly, thoroughly and strategically review and rank community projects to garner sufficient funding. The activities of the Performance Evaluation Committee are supervised and directed by the Planning Council Executive Committee. The Performance Evaluation Committee members are nominated based on the following guidelines:

- May not be currently employed by or affiliated with agencies that currently receive Continuum of Care funding or intend to apply for CoC funding,
 - Ability to use unbiased approach to review and rank local projects, and use a scoring tool that is customized to carry out this scoring activity,
 - Experience reviewing proposals competing for federal funding.
- E. **Membership Committee:** Accept membership applications for the CoC and oversee membership policies and practices. Also lead efforts to recruit, retain, and motivate diverse membership participation in the CoC.
- F. **Data Committee:** Improve agency and community-wide data quality, analyze data to inform CoC system design, and measure progress on community goals and plans to end homelessness.
- G. **Coordinated Entry Committee:** Ensures community-wide CES policies and procedures are in place and are aligned with HUD requirements.
- H. **Appeals Committee:** If an applicant organization feels that a decision made by the CoC Planning Council regarding the ranking, rejection, or funding level of their project was prejudicial, or unsubstantiated by project performance, the applying agency may file an appeal to be considered by a 3-member Appeals Committee. The appeal must be based on one of the following:
- Agency did not receive information made available to other agencies;
 - Allegation of bias, fraud, or misuse of federal funds on the part of the CoC Planning Council and/or the CoC Project Evaluation Committee;
 - Allegation that CoC Planning Council and/or the CoC Project Evaluation Committee did not receive accurate information for proper scoring; and/or
 - Violation of federal guidelines.
- I. **Governance Charter Committee:** Review this Governance Charter and makes any recommendations for change at least annually.
2. **Ad Hoc Committees:** The Planning Council may create Ad Hoc Committees as needed for the operation of the CoC. Members will be appointed by the CoC Governance Chair in consultation with Planning Council members. Each Ad Hoc committee is expected to be time-limited and focused on the accomplishment of the task for which it is appointed. Each committee shall have no power to act except such as is specifically conferred by the Planning Council. Upon completion of the task, the committee shall stand discharged.
3. **Committee Activities:** Business conducted within established committees will follow the same rules established herein for the overall CoC activities.

4. **Committee Authority:** The Planning Council must approve all recommendations of the Standing and Ad Hoc Committees before action may be taken. No standing committee has the authority to act on behalf of the CoC beyond duties described in this Charter.

Section V. Collaborative Applicant

The CoC will designate a Collaborative Applicant annually. This will be done by a full membership vote of the CoC. The Collaborative Applicant is responsible for facilitating the community response to the annual Continuum of Care (CoC) Notice of Funding Availability (NOFA) issued by the U.S. Department of Housing and Urban Development (HUD) and providing all other operational, staffing, and administrative support for the CoC. This includes developing written standards for the CoC; managing communications, general oversight, and monitoring of CoC programs; and coordinating planning activities, including identifying gaps and needs and ensuring plans are created to meet those identified needs. Finally, the Collaborative Applicant is responsible for communicating agreed performance metrics to homeless provider agencies and tracking progress.

Section VI. HMIS Lead

The CoC will designate a lead agency to manage the Homeless Management Information System (HMIS). This will be done by a full membership vote of the CoC. The HMIS Lead will manage operations and provide HMIS project administration functions, including staffing and managing budget and grant requirements. The HMIS Lead will work with the HMIS Oversight Committee, which will include representation from the CoC, to update and maintain policies and procedures for the designated HMIS database. The HMIS Oversight Committee will also act as an approval/advisory body that supports and enhances the overall mission of the Nashville-Davidson County, Tennessee HMIS Project by advising HMIS project staff on policies, procedures, and HMIS related items.

Section VII. General Provisions

1. **Operating Year:** The operating year of the Nashville-Davidson County CoC shall be from July 1 through June 30.
2. **Parliamentary Authority:** The rules contained in the current edition of *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically covered by this Charter.
3. **Dissolution of the Nashville-Davidson County Continuum of Care:** In the event the Nashville-Davidson County CoC is dissolved and the group owns any assets in excess of those needed to discharge fully its obligations, such assets shall be distributed exclusively to independent non-profit human service organizations devoted to the health, welfare, and well-being of citizens of Nashville.

Section VII. Adoption and Amendment of By-Laws & Governance Charter

This Governance Charter may be amended at a regular or special meeting of the CoC membership by a majority affirmative vote of the total membership. Members must be present to vote. Proposals for amendments must be in written form stating the specific provision to be amended, rationale for the amendment, and proposed composition of the amendment. Such proposals must be submitted to the Governance Charter Committee for consideration and approval at least four weeks prior to the regular meeting of the CoC. The Committee must distribute the proposal to the members of the Nashville-Davidson County CoC at least two (2) weeks prior to presentation and vote.

CoC full membership voted unanimously to approve the Governance Charter as amended – May 18, 2017

CoC full membership voted to approve Version 2 of this Governance Charter as amended -