

The Governance Charter Committee and the Governance Committee of the CoC unanimously recommended this Charter document for approval on 4/12/17 by a joint-vote of both committees.

NASHVILLE-DAVIDSON COUNTY CONTINUUM OF CARE GOVERNANCE CHARTER

This Nashville-Davidson County 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.

Mission & Purpose

- A. **Mission** – The mission of the Nashville-Davidson County Continuum of Care 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.

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

B. **Purpose**

The Continuum of Care of Nashville-Davidson County (CoC), consists of community partners 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.

The CoC consists of the membership, CoC Governance Board, a Collaborative Applicant and the Homelessness Management Information System (HMIS) Lead for the Nashville-Davidson County CoC. This Governance Charter outlines the leadership structure for the CoC, designated as the “CoC Governance Board,” which decides upon the policies and procedures for the CoC, including annual determination of who will serve as Collaborative Applicant and HMIS Lead. The CoC is ultimately responsible for collaborating with other community partners to develop and implement a community-wide plan to end homelessness.

Membership

The membership of Nashville-Davidson County’s Continuum of Care was established when _____ agencies and _____ individuals signed this organizational Charter on _____.

Other interested parties may qualify for membership in the CoC by submitting an application for membership to the CoC Membership Committee.

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

- Veterans Administration

- Organizations that serve homeless and formerly homeless veterans
- Members of the business/private sector
- CoC-funded transitional housing agencies
- Homeless/formerly homeless individuals
- Agencies that serve survivors of human trafficking
- CoC-funded shelter providers
- Private funding agencies/foundations
- CoC-funded permanent housing agencies
- Metro Nashville Public Schools
- Metropolitan Development and Housing Agency
- Health care providers
- Universities/colleges
- Members of the faith community
- Law enforcement
- Davidson County Sherriff's Office
- Victim service providers
- Unaccompanied youth
- Youth homeless organizations
- Youth advocates
- Street outreach teams
- Persons with HIV/AIDS
- Recovery housing providers/substance abuse service organizations
- Local government staff/officials
- EMT/Crisis Response Teams
- Mental health agencies
- Nashville Coalition for the Homeless
- Affordable housing developers
- Organizations that serve homeless, formerly homeless, and at-risk of becoming homeless individuals and families
- Financial institutions
- Attorneys
- Metro Public Defenders Office
- Other constituencies not limited to this list

The membership is responsible for adopting, maintaining, and updating this Charter and any additional by-laws that will govern the operations of the CoC. 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.

Representation and Voting

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.

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.

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

Governance Board

A. Selection of Governance Board members

The Board is elected by the membership. The Board will be representative of the membership of the CoC and will include: representatives of organizations providing housing or services for persons experiencing homelessness; at least two homeless or formerly homeless individuals; and members from the public and private sectors. Nominations will be presented, as requested to the CoC membership by the Nominating Committee (which consists of representatives from a minimum of 3 separate agencies, organizations or businesses, as well as concerned individuals). Members shall elect the officers at the Annual Meeting of the CoC to be held in June of each year. The Nominating Committee will present its recommended slate to the CoC at the annual meeting. Members of the CoC membership may submit recommendations to the Nominating Committee for consideration and nominations may be made from the general membership. The terms for these positions begin at the annual meeting.

Vacancies on the Governance Board occur by the expiration of the normal term, resignation, death, or removal by the CoC or by failure to attend required meetings. Vacancies shall be filled by nomination from the general membership of the CoC in the same manner as original appointments. Such appointment shall be for the remainder of the unexpired term and the member shall then be eligible for reelection to a full term on the Governance Board.

B. Members

The Governance Board shall be comprised of no fewer than eleven (11) and not more than twenty-five (25) persons representing constituencies that mirror the Nashville community and reflect guidance provided in the HEARTH Act. All Governance Board members are expected to serve on at least one CoC committee.

C. Roles and responsibilities

The purpose of the Nashville CoC Governance Board is to ensure orderly operations of the Nashville CoC. The Governance Board shall have the power to act on behalf of, and in the best interest of, the Nashville CoC. The Governance Board shall conduct the business of the Nashville CoC. It shall determine the general policies and guide the affairs of the Nashville CoC as well as set meeting agendas and timelines for regularly occurring activities of the Nashville CoC,

including but not limited to funding processes, needs assessments, and the annual point-in-time homeless count.

The Governance Board 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 Governance Board. The Governance Board shall keep regular minutes of its proceedings and report such proceedings at the next regularly scheduled meeting of the Nashville CoC.

The Governance Board will have the power and authority to act on behalf of the Nashville 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.

D. Terms

Governance Board Members shall serve terms of three years, staggered initially as the group begins operating, beginning with the regularly occurring Nashville CoC meeting in June. All members shall hold office until their successors have been duly elected and qualified. An individual may serve up to two consecutive terms in any one position on the Governance Board. After serving 2 consecutive terms, he or she must allow at least one year to elapse before running again for the Governance Board. If a Board member must resign for good cause prior to serving the full 3-year term, he/she may run again the following year, if interested. Elections will be held each year in a staggered manner according to the terms set herein, so that at no point will all seats be up for reelection.

Resignation and Removal: Any Governance Board member, except the Chair, may resign by tendering a written notice to the Chair. The Chair may resign by tendering written notice to the Governance Board. Any officer may be removed by the Governance Board whenever, in the judgment of the Board, the best interest of the organization will be served thereby. A 2/3 majority vote of the total membership of the Governance Board shall be required to remove a member. This action may only be taken at a regularly-scheduled meeting of the Governance Board.

E. Meetings, Quorum and Voting

It is expected that a regular and publicized schedule of Governance Board meetings be kept. All Governance Board members are required to attend no less than 80% of regular Governance Board Meetings.

Quorum: The presence of 51% of the seated Governance Board 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 Governance Charter.

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 CoC Governance Board. Special meetings may be called by the Governance Board 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 Governance Board as well as any potential vote that may occur at the meeting.

F. Officers of Governance Board

The Governance Board 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 Governance Board and serve up to two three-year terms. To avoid the appearance of any conflict when issues are voted upon, the officers of the Governance Board (Chair, Vice-Chair and Secretary) should not represent the same type of constituencies.

Governance Board Chairperson

Duties include, but are not limited to:

1. Call meetings and preside at all Governance Board meetings;
2. Make all committee appointments deemed necessary for the operation of the Nashville CoC with the advice and consent of the Governance Board;
3. Serve as a member ex-officio of all committees;
4. Provide reports to the Nashville CoC as needed;
5. Execute all papers, documents, and instruments ordered to be executed by the Nashville CoC;
6. This office has a 3 year term, and has voting privileges restricted to tiebreaking.

Governance Board Vice Chairperson:

Duties include but are not limited to:

1. Preside at CoC Governance Board scheduled meetings in the absence of the Chair;
2. Perform all other such duties usually pertaining to the office of the Chair as determined by the Governance Board;
3. Serve as primary liaison to CoC committee chairs.

Governance Board Secretary

Duties include but are not limited to:

1. Record minutes and attendance at all meetings of the Nashville CoC membership and the Governance Board and ensure that the original is archived;
2. Maintain membership rolls and provide regular reports of members' status to the Governance Board and the Nashville CoC.

G. Conflicts of Interest

Financial Benefit to Members: No financial benefit (earnings) of the Nashville 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.

Code of Conduct, Conflicts of Interest, and Recusal Process: CoC Governance Board 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 Board meetings and be prepared to discuss matters presented for their deliberation. Absence without notice or explanation for 20% of Governance Board meetings within a calendar year or repeated failure to complete work assignments will be grounds for removal from the Board. Repeated failure to participate thoughtfully and respectfully in discussions or persistent disruptive or obstructive conduct during meetings will be grounds for removal.

CoC Governance Board 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 Board 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 Governance Board 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 Board 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 Governance Board 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.

Committees

The Governance Board 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 Governance Board. The Governance 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.

Standing Committees

The Standing Committees of the CoC are:

- A. **Nominating Committee:** To recruit and select qualified, willing members of the Nashville CoC to serve as Governance Board 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 Governance Board.
- 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, Governance Board 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 Governance Board 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 Governance Board 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 Governance Board and/or the CoC Project Evaluation Committee;
 - Allegation that CoC Governance Board 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.

Ad Hoc Committees: The Governance Board 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 Governance Board 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 Governance Board. Upon completion of the task, the committee shall stand discharged.

Committee Activities: Business conducted within established committees will follow the same rules established herein for the overall Nashville CoC activities.

Committee Authority: The Governance Board 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.

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.

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.

General Provisions

Operating Year: The operating year of the Nashville-Davidson County CoC shall be from July 1 through June 30.

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.

Dissolution of the Nashville CoC: 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.

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 Nashville 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.

Drafting NOTES:

January to March Revisions & Notes:

REWRITE – GOVERNANCE CHARTER COMMITTEE (FEBRUARY TO APRIL) – 2/4/2107

REVISIONS – 2/14/17 (EC); 2/23/17 (ST); 2/26/17 (EC)

2/28/2017 (ST) 3/8/2017 (ST) 3/11/17 (EC) 3/13/17 (EC) 4/8/17 (EC) 4/12/17 (EC & AH)

Edits from Public Comment Period reviewed by Governance Charter Committee – 4/10/17. Incorporated into this DRAFT for consideration by CoC Membership.

EC reformatted full GC document and incorporated old GC document into the outline of the Houston CoC Governance Charter. 2/4/2017

TOLMIE deleted duplicated sections, rejected deletion changes in sections that should remain & still need review by Charter Subcommittee, & deleted formatting changes to clean up document. 2/28/2017

TOLMIE incorporated recommendations from March 6, 2017 Governance Charter committee meeting. 3/8/2017

EC Edited DRAFT with changes from 3/13/17 Governance Committee meeting.

DRAFT presented to full CoC membership for comment period ending April 3rd, 2017.

Approximately 11 individuals suggested edits or submitted questions before 4/3/17. Those edits were incorporated into a DRAFT in preparation for 4/10/17 Governance Committee meeting by EC.

Governance Committee reviewed that draft and made subsequent edits to the DRAFT incorporated herein.

This DRAFT to be submitted to the FULL CoC membership for a vote in May 2017.