

# SANTA CLARA COUNTY CONTINUUM OF CARE GOVERNANCE CHARTER

## PURPOSE OF THE COC

The Santa Clara County Continuum of Care, herein referred to as the “CoC”, has been formed to carry out the responsibilities required under HUD regulations, set forth at 24 C.F.R. § 578 – Continuum of Care Program, in Santa Clara County. The CoC is comprised of a broad group of stakeholders dedicated to ending and preventing homelessness in Santa Clara County.

## COC MEMBERSHIP

CoC membership represents local organizations and projects serving the homelessness subpopulations within Santa Clara County, including nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans and homeless and formerly homeless individuals.

Membership will also include representation of homeless subpopulations including persons who abuse substances, persons with HIV/AIDS, veterans, chronically homeless, families with children, unaccompanied youth, persons who are seriously mentally ill, and victims of domestic violence, dating violence, sexual assault, and stalking.

All agencies and individuals attending CoC meetings, registrants on the CoC listserv, and others requesting to become members shall be deemed members of the CoC. Members will be encouraged to participate in CoC activities through participation in CoC Committees and advisory work groups.

## RESPONSIBILITIES OF THE COC

The CoC is responsible for ensuring community-wide implementation of efforts to end homelessness and ensuring programmatic and systemic effectiveness of the local continuum of care program.

Specific responsibilities of the COC as a whole, as opposed to the COC Board, are the following:

### **Implementation and Effectiveness**

- Identifying and communicating current and emerging needs related to affordable housing and homelessness to the CoC Board

- Identifying, supporting, and advocating for program and systemic changes to improve services and outcomes for homeless and at-risk populations
- Assessing progress on strategic priorities, and informing the strategic planning process and CoC policies
- Helping to engage, inform, and educate the broader community about effective solutions for ending and preventing homelessness

**CoC Administration**

- Recommending individuals with the knowledge and skills necessary to support, advise, or provide technical assistance to the Collaborative Applicant (the entity that coordinates the CoC Notice of Funding Availability (NOFA) application and undertakes other CoC administrative duties), HMIS Lead (the entity that implements the HMIS for the CoC), and CoC or CoC Board committees to ensure the efficient and effective operations of the CoC
- Nominating members for the CoC Board
- Recommending the Collaborative Applicant (for Board selection)
- Reviewing and approving this governance charter annually and the board selection processes at least once every 5 years

**FORMATION AND PURPOSE OF THE COC BOARD**

The CoC shall establish a Board to act on behalf of the CoC. Its key purposes are to be the driving force behind systems change to end and prevent homelessness and to provide the resources to support system change.

The CoC Board will be informed by committees and workgroups and supported by the Collaborative Applicant.

**COC BOARD RESPONSIBILITIES**

The CoC Board is responsible for the following:

**Strategic Direction**

- Setting strategic priorities regarding affordable housing and homelessness, providing oversight and strategic direction for CoC activities (including fiscal oversight and programmatic activities), and providing resources to support strategic priorities, to make long-term systemic changes, and to implement an effective system of care
- Substantially engaging the private sector in increasing affordable housing and ending homelessness
- Promoting visibility of the CoC in the community and educating elected officials, agency heads, and community leaders regarding policies and actions to promote CoC objectives

**Systemic Performance**

- Ensuring that the CoC is effective in ending and preventing homelessness, meets HUD requirements, and maximizes local, State, Federal and private resources

- Monitoring CoC systemic performance through the Collaborative Applicant
- Ensuring the system of care is providing housing and supportive services in a manner consistent with best practices and the CoC's strategic priorities
- Establishing priorities that align with local and federal policies for recommending projects for HUD CoC Program homeless assistance funding
- Responding to the HUD Continuum of Care Program Notice of Funding Availability (NOFA) by reviewing and approving the CoC's process and approving the final submission of applications

### CoC Oversight

- Serving as the decision-making body for the CoC
- Setting policy and meeting agenda(s) for the CoC and the CoC Board
- Overseeing the CoC and its Committees and make decisions based on their work
- Selecting, monitoring, overseeing, and evaluating the Collaborative Applicant
- Selecting, monitoring, overseeing, and evaluating the HMIS Lead
- Reviewing and approving the annual work plan for the CoC, its Committees, the Collaborative Applicant, and the HMIS Lead

## FORMATION AND ROLE OF THE EXECUTIVE COMMITTEE

The CoC Board shall establish an Executive Committee to:

- Act on behalf of the CoC Board in the interim between CoC Board meetings
- Ensure execution of strategic direction and operational decisions of the CoC Board
- Engage in monthly communication with and monitoring of the CoC contractors, including the HMIS Lead, and the Collaborative Applicant.
- Direct the Collaborative Applicant to engage counsel when needed to advise on legal, regulatory, and compliance issues

## MEMBERSHIP OF THE COC BOARD

At the time of adoption of the Governance Charter, the CoC Board will be composed of four ex-officio members and three CoC member organization representatives. At all times the membership of the CoC Board shall be representative of CoC organizations and of projects serving homeless subpopulations, and shall include at least one homeless or formerly homeless individual and a representative of at least one Emergency Solutions Grant (ESG) recipient agency located in Santa Clara County.

The CoC Board, is comprised of a minimum of seven (7) and a maximum of twelve (12) individuals in the following categories:

- **Four Ex-Officio** members comprised representatives employed by the following organizations: County of Santa Clara, City of San José, Santa Clara County Housing Authority, and Destination: Home. The Ex-Officio positions shall be standing positions.

- **At-Large Members:** A minimum of three (3) and a maximum of eight (8) individuals selected to represent key community and CoC constituencies. Terms for Directors will be two years, but may be renewed. The at-large members must include:
  - At least three people with lived experience of homelessness
  - At least one youth or young adult with lived experience of homelessness (24 and under)
  - At least two more representatives of service providing organizations from the CoC.

**Executive Committee:** The Executive Committee will be comprised of three Ex-Officio members to include representatives of the County of Santa Clara, the City of San José, and Destination: Home, and two at-large member selected by the CoC Board, at least one of whom has lived experience of homelessness and at least one representative of a service providing organization of the CoC.

Regarding service on the CoC Board, Board members shall represent the CoC mission and not solely their organization’s interests.

## COC BOARD SELECTION, APPOINTMENT AND REMOVAL

**At-Large Members:** At-Large members will be nominated by the CoC Membership or Ex-Officio members and appointed by the seated CoC Board. Appointments will be made based on an individual’s commitment to the purposes of the CoC as well as personal and professional qualifications including interest and leadership knowledge and the individual’s roles as a representative of the CoC organizations and of projects serving homeless subpopulations. All nominations of at-large members will rotate between Ex-Officio and CoC membership nomination processes.

**CoC Membership Nomination:** Vacancies will be filled as through the following process.

- The CoC membership will nominate and propose one to three potential Board members to fill each open CoC Member position on the Board
- The seated CoC Board will select from among the proposed individuals.
- Factors in selection of CoC members to the Board include the individual’s commitment to the purposes of the Board as well as personal and professional qualifications including interest, leadership knowledge, and depth of connection to the CoC membership and the broader community responding to homelessness, locally, regionally, and as relevant, nationally.

**Ex-Officio Membership Nomination:** Vacancies will be filled through the following process.

- Ex-Officio members will propose one to three potential Board members to fill each open position.
- The seated CoC Board will select from among the proposed individuals.
- Factors in selection of at-large members to the Board include the individual’s commitment to the purposes of the Board as well as personal and professional qualifications including interest, leadership knowledge, and depth of connection to the CoC membership and the

broader community responding to homelessness, locally, regionally, and as relevant, nationally.

**Co-Chairs:** Two members of the Executive Committee shall be elected to annual terms as Co-Chairs of the Board by a vote of the CoC Board, which may be renewed.

**Removal:** Board members may be removed by 2/3 votes of the members of the seated CoC Board, not including the vote of the member who is the subject of the removal proceedings. Absent compelling circumstances, a member shall be removed in the event they do not attend at least one half of the CoC Board meetings annually.

The CoC shall review and update the CoC Board selection process at least once every 5 years.

## DECISION MAKING & QUORUM

For matters not delegated to the Executive Committee or the Collaborative Applicant, the CoC Board will operate on a consensus decision-making model. If consensus cannot be achieved, a decision will be made by a majority vote of those attending the meeting in which a quorum was initially present. Quorum is defined as a majority of the members of the Board.

## COC BOARD AND EXECUTIVE COMMITTEE MEETINGS

Regular meetings of the CoC Board shall be held at least 4 times per year. Executive Committee members meet bi-monthly with at least five meetings per year.

Special meetings of the CoC Board may be called by 1) any Executive Committee member and 2) upon written request by a majority of the CoC Board members. CoC Board members will be given notice via email at least five (5) working days prior to a special meeting.

A quorum must be present before calling a meeting to order for the purpose of conducting CoC Board business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of board members.

## COMMITTEES

Committees and advisory work groups may be appointed by the Executive Committee to assist the Collaborative Applicant and inform the CoC Board. They may be tasked with preparing periodic reports or presentations to the Board and otherwise carrying out CoC activities. CoC members will be encouraged to participate in committees and work groups.

The committees and work groups shall be dissolved upon the completion of their task.

## YOUTH ACTION BOARD

The Youth Action Board (YAB) is an independent entity representative of youth and young adults under the age of 26 with lived expertise of homelessness and/or housing instability. Membership and decision-making for the YAB is defined by the YAB's Governance Charter. The Coordinated Community Plan (CCP) for the Youth Homelessness Demonstration Program (YHDP) must be approved by the YAB prior to submission to HUD. All amendments to the CCP must be approved by the YAB. The YAB, in collaboration with the CoC Board, leads the creation and selection, evaluation, and implementation of YHDP projects.

## YAB RESPONSIBILITIES

The YAB is responsible for the following:

### YHDP Strategic Direction

- Setting strategic priorities regarding affordable housing and homelessness for Youth and Young Adults to make long-term systemic changes, and to implement an effective system of care.
- Partnering with the CoC to develop and approve the Coordinated Community Plan.
- Promoting visibility of YHDP in the community.

### System Performance

- Ensuring that the CoC is effective in ending and preventing homelessness for youth and young adults, meets HUD requirements, and maximizes local, State, Federal and private resources
- Ensuring the system of care is providing housing and supportive services to youth and young adults in a manner consistent with best practices and the strategic priorities in the Coordinated Community Plan.
- Establishing priorities that align with local and federal policies for recommending projects for YHDP funding

### YHDP Project Oversight

- Partnering with the CoC to develop and approve the YHDP project review, selection, and monitoring process.

## CONFLICT OF INTEREST AND CODE OF CONDUCT

Each CoC Board and YAB member, employee, agent, and consultant is expected to uphold certain standards of performance and good conduct and to avoid real or apparent conflicts of interest. In order to prevent a conflict of interest, a CoC Board or YAB member, employee, agent, or consultant of the CoC Board or YAB may not:

- Participate in or influence discussions or decisions concerning the selection or award of a grant or other financial benefit to an organization that the CoC Board or YAB member, employee, officer, agent, or consultant has a financial or other interest in or represents
- Solicit and/or accept gifts or gratuities from anyone benefitting from HUD funding for their personal benefit in excess of minimal value
- Engage in any behavior demonstrating an actual conflict of interest and shall use reasonable efforts to avoid giving the appearance of any such conflict

Individuals with a conflict of interest will inform the CoC Board and/or YAB of the conflict and excuse themselves from the meeting or deliberations during such discussions. The CoC Board chairperson will also track which CoC Board members have conflicts of interest and assist to ensure such members do not participate in discussions or decisions in which the members have a conflict. Each CoC Board and YAB member must sign a personal conflicts of interest policy to demonstrate that the individual is aware of and agrees to abide by this policy. Any failure to adhere to the policy may result in disciplinary action. Disciplinary action may include but is not limited to:

- Oral warning
- Written warning
- Suspension
- Termination

In addition to disciplinary action, civil and/or criminal penalties may be sought.

## COC MEETINGS

The CoC Board will hold meetings of the full Santa Clara County CoC membership at least semi-annually. The CoC Board or its designee will announce the date, time and location of these meetings at least one month in advance and will publish the meeting agenda at least one week before the date of the meeting. Meeting agendas will be posted online at [www.santaclaracountycoc.org](http://www.santaclaracountycoc.org) for review prior to the meeting.

## RECRUITMENT

The CoC will publish and appropriately disseminate an open invitation at least annually for those within the Santa Clara County CoC area to join as new CoC members and will document all recruitment efforts.

## AMENDMENT AND REVIEW

The CoC will review, update, and approve its governance charter at least annually. Amendment of the charter requires a majority vote at a regularly scheduled meeting of the CoC, provided that notice of the scheduled vote on the charter amendment was provided at least one month prior to that CoC meeting.

## DELEGATION OF DUTIES AND RESPONSIBILITIES

The CoC designated the County of Santa Clara's Office of Supportive Housing to serve as its Collaborative Applicant and HMIS Lead to carry out the following duties and responsibilities, provided that the CoC shall ultimately retain responsibility for all duties and responsibilities.

### **COLLABORATIVE APPLICANT**

The Collaborative Applicant is responsible for the following duties (either by completing the duty or contracting to complete it) and will call committees to support the following work:

#### **CoC Administration**

- Administering the CoC
- Maintaining a list of all CoC members
- Holding meetings of the full CoC membership, with published agendas, at least semi-annually
- Coordinating committee meetings
- Maintaining a CoC Policies and Procedures document to supplement this charter
- Publishing and appropriately disseminating an open invitation at least annually for those within the CoC area to join as new CoC members, and documenting recruitment efforts
- Recordkeeping to show all CoC requirements are met

#### **CoC Program Application**

- Coordinating a collaborative process for the development of the CoC's application to HUD for CoC Program funding for homeless assistance
- Collecting and combining the required application information from all applicants

#### **Performance Monitoring**

- Maintain CoC Performance Monitoring/Benchmark documents, which describe in more detail roles and responsibilities
- Establishing performance targets appropriate for population and program type
- Consulting with state and local government ESG recipients regarding ESG fund allocation
- Monitoring performance and evaluating outcomes of CoC and ESG recipients and sub-recipients
- Monitoring CoC systemic performance and outcomes
- Ensuring the system and programs are meeting target benchmarks. If benchmarks are not met, take action or recommend actions to be taken by the CoC Board, the CoC, providers and/or the community at large to improve outcomes

#### **Coordinated Assessment**

- In consultation with recipients of ESG funds within the CoC, creating and operating a coordinated assessment system that provides comprehensive assessment of needs.
- Establishing and operating written standards for providing CoC assistance

#### **CoC Planning**

- Planning for and conducting, at least biennially, a point-in-time count of homeless persons within Santa Clara County that meets HUD requirements
- Conducting an annual gap analysis of the homeless needs and services in Santa Clara County
- Providing information required to complete the Consolidated Plans, in accordance with 24 CFR parts 91 and 578.27, within Santa Clara County

### **HMIS LEAD**

The HMIS Lead is responsible for HMIS implementation (either by completing the duty or contracting to complete it), which includes the following duties:

- Implementing HMIS, including designating a single HMIS
- Reviewing, revising, and approving the HMIS governance agreement, which identifies HMIS roles and responsibilities
- Reviewing, revising, and approving the privacy plan for the HMIS
- Reviewing, revising, and approving the security plan for the HMIS
- Reviewing, revising, and approving the data quality plan for the HMIS
- Reviewing, revising, and approving the HMIS policies and procedures
- Ensuring consistent participation of recipients and sub-recipients in the HMIS
- Ensuring HMIS administration is compliant with HUD requirements