

**Chicago Continuum of Care
Governance Charter**

Revised on October 28, 2020

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ARTICLE 1: Continuum of Care Mission, Purpose Values, Goals and Responsibilities

SECTION 1: Mission

The **Chicago Continuum of Care (CoC)** is a membership-based organization whose mission is to prevent and end homelessness in our city. We achieve this by fostering shared responsibility, collaborative planning, and aligning the stakeholders and resources essential to implementing the strategic priorities of Chicago's plan to prevent and end homelessness.

SECTION 2: Purpose

The **U.S. Department of Housing and Urban Development (HUD)** charges communities that receive funds under the Homeless Continuum of Care Program of the **Homeless Emergency Assistance and Rapid Transition to Housing Act (HEARTH Act)** with specific responsibilities. This **Governance Charter (Charter)** document summarizes the responsibilities and authorities for operation and governance of the Chicago CoC under the HEARTH Act or any successor legislation.

SECTION 3: Key Stakeholders and Terms and Definitions

The Continuum of Care program: The HUD Continuum of Care program is designed to promote communitywide commitment to the goal of ending homelessness; provide funding for efforts organizations to quickly rehouse homeless individuals and families; promote access to and effect utilization of mainstream programs by homeless individuals and families; and optimize self-sufficiency among individuals and families. The Continuum of Care program is the principal focus of this Charter.

CoC Board (Board): The Board is the governance body of the CoC under the terms of this Charter.

Collaborative Applicant: The Collaborative Applicant is the eligible applicant designated by the CoC to collect and submit all the required CoC application information for all projects selected for CoC funding and apply for planning funds on behalf of the CoC. The Collaborative Applicant is also responsible for developing procedures to implement the policies established by the CoC Board.

Homeless Management Information System (HMIS) and HMIS Lead Agency: HMIS means the information system designated by the Continuum of Care to comply with the HMIS requirements prescribed by HUD. HMIS Lead Agency means the entity designated by the CoC to operate the CoC's HMIS and to ensure the Chicago HMIS is administered in accordance with the HEARTH Act.

Coordinated Entry System (CES) and CES Lead Agency: CES is a process developed to ensure all people experiencing a housing crisis have fair and equal access and are quickly identified, assessed

for, referred and connected to housing and assistance based on their strengths and needs. The CES Lead Agency means the entity designated to oversee the CES of the CoC.

Unified Funding Agency (UFA): The UFA is an eligible applicant (Collaborative Applicant) selected by the CoC:

1. to apply for a grant for the entire CoC;
2. which has the capacity to carry out the duties of 24 CFR 578.11(b);
3. which is approved by HUD and to which HUD awards a grant.

Once recognized as the UFA, the Collaborative Applicant becomes the direct recipient for all the funding from HUD to the CoC and the UFA takes upon itself the responsibility to fulfill all commitments stated in the CoC consolidated application to HUD.

Emergency Solutions Grant (ESG) ESG Recipient, and Consolidated Plan: The HUD ESG program provides funding to engage homeless individuals and families living on the street, to help operate emergency shelters for homeless individuals and families, to rapidly rehouse homeless individuals and families, and prevent families and individuals from becoming homeless. **The ESG recipient** means the governmental agency responsible for administering ESG funding. The City of Chicago is required to develop a five-year **Consolidated Plan** that identifies community development priorities and multi-year goals through an assessment of affordable housing and economic development needs, an analysis of housing and economic market conditions, and available resources. ESG funds are allocated to specific activities through the Consolidated Plan and the related Annual Action Plans.

Lived Experience Commission (LEC): The LEC is a coalition of individuals who are receiving or have received services from Chicago's homeless system, people who were formerly homeless or people at risk of becoming homeless. This commission was formed to ensure an organized voice for those with lived experience of homelessness.

Service Providers Commission (SPC): The SPC is a coalition of organizations providing homeless services and advocacy in Chicago. The SPC was formed to ensure an organized voice for homeless service providers.

Youth Action Board (YAB): The YAB is a group of youth ages 16-24 who are experiencing or have experienced homelessness or housing instability. The YAB was formed to ensure that youth are guiding how Chicago works to prevent and end youth homelessness.

Strategic Implementation Plan: The CoC's strategic implementation plan refers to the collective documents that detail and direct the CoC's strategies and actions to achieve its mission to prevent and end homelessness in Chicago. Such documents include but are not limited to this Charter, CoC's original Plan to End Homelessness, Chicago's Plan 2.0, the CoC's Implementation Structure (or

Action Agenda), the working plans of the various lines of action, and any other document that serves this purpose.

System Lead Project Managers: System Lead Project Managers are those representatives from the Collaborative Applicant, ESG Recipient or other stakeholders designated to oversee the strategic implementation plan and the communication of the related activities to the CoC Board and membership at-large. The Board will approve the System Lead Project Managers annually or whenever a change is needed.

SECTION 4: Values

The Chicago Continuum of Care carries out its Mission through a set of Core Values that guide its governance:

- **Clear and logical** governance processes, structures, and lines of accountability.
- **Transparent** decision making that makes the greatest possible use of data.
- **Open, accessible, inclusive** Continuum of Care that includes all stakeholders and allies needed to achieve the goals of the strategic implementation plan.
- **Compliance** with federal requirements for Continuums of Care.
- **Communication** between all members, committees, and bodies that make up the Continuum of Care.
- **Flexibility** to respond to emerging ideas and challenges through humanistic data-driven decision making.
- **Diversity and equity** in its programs and funding.
- **Housing First** and other evidence-based practices.

SECTION 5: Goals

The Goals of the Chicago Continuum of Care include:

- Providing funding for efforts by nonprofit and faith-based providers, and state and local governments to prevent and reduce homelessness.
- Quickly rehousing homeless individuals and families.
- Minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness.
- Ensuring that homelessness is brief, infrequent, and non-recurring.

- Promoting access to and effective utilization of mainstream programs and resources by homeless individuals and families.
- Optimizing autonomy among individuals and families experiencing homelessness.
- Increasing the stakeholder base to advocate for solutions to end homelessness.

The CoC's Goals are achieved by programs by a dedicated group of stakeholders that includes but is not limited to people with lived homeless experience, nonprofit homeless assistance providers and employment providers, domestic violence and sexual assault providers, faith-based organizations, funders, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, substance use treatment providers, hospitals, universities, affordable housing developers, law enforcement, organizations that serve veterans, small non-profit and faith-based providers that do not receive HUD ESG or CoC funding, and individual community members.

SECTION 6: Core Responsibilities

The CoC's work is guided and assessed through the execution of Core Responsibilities, derived from community feedback, the strategic implementation plan and the HEARTH Act. These responsibilities include:

- Establishing project and system performance standards and monitoring outcomes for all CoC and ESG funded projects.
- Developing, implementing, and monitoring the function and impact of a coordinated access and assessment system, in consultation with the ESG recipient.
- Establishing written standards for client eligibility, assessment, prioritization for assistance, and type/extent of assistance for all ESG- and CoC-funded projects in coordination with the ESG recipient.
- Implementing, monitoring, and supporting a robust HMIS that operates in compliance with HUD requirements and applicable federal, state, and local laws.
- Designing, operating, and following a collaborative plan for preparing the annual application for HUD's COC program funding, which covers the selection and prioritization of projects for inclusion in that application.
- Planning efforts that include:
 - Implementation of housing and service strategies set forth in the strategic implementation plan.
 - Annual or biennial point-in-time counts of sheltered and unsheltered homeless

persons.

- An annual gap analysis of the homelessness-related needs and services in Chicago.
 - Participation in the development of the City of Chicago's Consolidated Plan.
 - Consulting with the ESG recipient regarding the use of ESG program funds and reporting on and evaluating the performance of projects operated by ESG recipients and subrecipients
- Alignment with other systems impacted by homelessness and housing instability.
 - Resource and fund development for the CoC through various methods, including policy and advocacy work.

SECTION 7: Diversity and Equity

The CoC recognizes that due to societal and institutional inequities that people of color are disproportionately affected by homelessness and poverty.

The CoC believes that there should be no decisions about us, without us. We are committed to ensuring decisions, resources, and participation are not only diverse, including race, gender identity or expression, sexual orientation, religion, ethnicity, age, neurodiversity, disability status, housing status, citizenship, but are also implemented equitably to the people and areas that are disproportionately affected by homelessness and poverty.

ARTICLE 2: Continuum of Care Membership

SECTION 1: Membership Participation and Structure

The CoC is made stronger through the participation of broad and diverse Members. Membership in the CoC is open to any individual or organization that embraces the mission, values, and goals of the CoC.

The Chicago CoC recognizes that many stakeholders are invested in addressing homelessness in our city. However, the CoC believes that the most important stakeholders are people with lived homeless experience and those at risk of homelessness. Because their participation is essential to the CoC governance and management, they are considered Members and afforded all of the benefits of CoC membership whether or not they pay dues.

Members must complete an established membership registration process to be considered a Member.

SECTION 2: Membership Authority, Benefits and Expectations

Much of the work of the CoC will be carried out by the CoC Board, committees, and other groups as detailed later in this Charter with input from Members. However, Members will have direct responsibility and authority over the following matters:

- Members will vote directly to approve the governance framework set forth in this Charter and any subsequent changes or additions to the Charter;
- Every three (3) years following an amendment, revision, or restatement of this Charter, the Members will review, update, and ratify changes to the Governance Charter;
- Members will vote annually to approve a slate of directors to available board positions; and
- Members will approve the Lead Agencies as detailed in Article 9.

Membership benefits include:

- Invitation to all-CoC meetings (as defined in Section 4)
- CoC orientation
- Voting rights on issues set forth in this Article 2
- Eligibility for board service
- Access to training and technical assistance opportunities
- Access to CoC information via special member portals
- Opportunities to network with people doing similar work or interests
- Other benefits as determined by the CoC from time to time

Membership expectations include:

- Attendance at all-CoC meetings
- Participation in advocacy initiatives
- Paying annual dues if applicable
- Commitment to working together to advance the mission and purpose of the CoC and achieve the goals of the strategic implementation plan.
- Understanding and following all guidelines, policies and procedures set forth by the CoC

SECTION 3: Membership Dues

The CoC has an established dues structure that includes general dues for all Members, which will be a nominal fee that will not limit access to participation. A subcommittee of the Board Affairs Committee, the Membership Subcommittee, (see Article 4 Section 8) will develop recommendations for additional dues or fees for approval by the Board of Directors. In the proposed dues structure, the Membership Subcommittee will include a process for requesting waivers for financial hardship for

individual and organizational Members. As noted in Section 1, because meaningful participation of persons with lived experience of homelessness is essential to the CoC governance and management, they are considered Members and are afforded all of the benefits of CoC membership whether or not they pay dues.

SECTION 4: CoC Member Voting Rights and Meetings

All Members will be allowed to vote on CoC matters as detailed in this Article 2, Section 2. Voting will be conducted at CoC meetings to which all Members will be invited, referred to as “all-CoC meetings”. All-CoC meetings will be held at least two times per year.

To be eligible to vote at all-CoC meetings, Members must have completed the membership registration and be current with dues (including an approved waiver) no less than 3 days prior to the all-CoC meeting. While registration for membership will be accepted in person at all-CoC meetings, voting will be limited to Members who registered prior to the 3-day deadline.

Organization Members are entitled to only one (1) vote per organization, and such vote will be made by its individual voting designee. All Individual Members who are considered freestanding individuals are entitled to one (1) vote. A freestanding individual is a Member who is not employed by an Organization Member, with the following exception: all members of the LEC are considered freestanding individuals even if employed by an Organization Member.

Quorum for all-CoC meetings shall be a majority of the CoC Members who have registered for the meeting and are Members eligible to vote as described above.

SECTION 5: Outreach to New Members

The Membership Subcommittee is charged with annual outreach to people with lived homeless or at risk of homelessness experience as well as all entities named in the Goals section (Article 1 Section 5) of this Charter. All members are also encouraged to recruit new members.

Outreach activities will include community meetings, press releases, emails to CoC listservs, social media, and announcements on the CoC website. New members may also join the CoC at the all-CoC meetings.

ARTICLE 3: Continuum of Care Governance Structure

SECTION 1: CoC Board of Directors

The Chicago Continuum of Care shall be governed by a Board of Directors, which will provide

oversight and accountability for all Chicago CoC responsibilities.

SECTION 2: Board Responsibilities

Except for those responsibilities assigned to the Chicago CoC Members in Article 2 Section 2, the Board will act on behalf of the Chicago CoC to fulfill the regulatory duties of a continuum of care as set forth in [24 CFR § 578](#), or as otherwise articulated by HUD. The Board will be responsible for approval and implementation of all CoC policies and procedures and the strategic implementation plan.

SECTION 3: Board Composition

The Board will consist of an odd number of directors totaling no fewer than 19 and no more than 23. Each Board member must have the fiscal and program authority of the organization they represent or represent system-wide perspective based on the CoC commission from which they are elected. The Board will include and not be limited to the following:

- Four (4) SPC members
- Four (4) LEC members
- Mayor's Office representative
- ESG Recipient representative
- Chicago Housing Authority (CHA) representative
- One to two (1-2) private foundation representatives
- Business leader representative
- Faith-based organization representative
- Youth Action Board representative
- Four to Eight (4-8) At-large representatives from the Public/City, State and Federal Government/Academic/Health Care and other similar institutional organization representatives (e.g., Veterans Administration, DCFS, IHDA, CPS, Workforce Investment Board, University, etc.)

Alternates:

The SPC as a group shall have two (2) Alternates for times when a regular Board Member cannot attend. The LEC as a group may designate any number of Alternates to ensure full representation at all Board meetings. The YAB may designate one (1) Alternate. Such alternates shall be slated by the Board Affairs Committee following the same procedures as detailed under this Article, Section 5. Alternates are expected to attend Board meetings and participate on committees.

Delegates:

Board members who do not represent the SPC, LEC, and YAB may designate a delegate who can

substitute for the regular Director at Board and also serve on Board Committees. Delegates can participate fully in all Board and Committee meetings but will not have voting powers at Board meetings. Delegates must be an employee or member of the constituency represented by the Director and must be approved by the Board Affairs Committee, ideally at the start of the new Board year but at a minimum in advance of the Board meeting that requires the delegate's attendance. Delegates may not perform the duties of any officer. Delegates will count towards a meeting quorum.

CEO of the Collaborative Applicant:

The CEO of the Collaborative Applicant will be a nonvoting member of the Board. The Collaborative Applicant seat will not count towards a meeting quorum.

Responsibility to the Constituency

To the extent that Directors represent an entity or constituency, they are responsible for relaying information back to that constituency about what is discussed at Board meetings unless that would violate someone's confidentiality, and should serve as conduits to relay the concerns and opinions of members of their constituency back to the Board.

Board Member Duties:

Board members will be expected to attend all Board meetings, participate in at least one Board Committee, and be actively involved in bringing the resources of its constituency to the homelessness system, unless prohibited by an existing conflict of interest, financial or otherwise.

SECTION 4: Board of Directors Terms

Except for the Mayor's Office, the ESG Recipient, and the CHA, all Directors will serve staggered terms of three years so that approximately one-third of Directors will transition off the Board or go through the nomination process each year. A director may serve no more than two consecutive terms or until a successor is elected, , and then must wait one year before accepting nomination to the Board again. A director who serves more than half a term shall be considered to have served one term.

The Mayor's Office, the ESG Recipient, and the CHA are considered permanent seats and therefore the Directors representing these constituencies will remain on the Board as long as they continue to represent the constituency.

A term of a Board member is designated to that particular seat and is not designated for the individual who holds the seat. Therefore, in cases when a vacancy occurs on the Board, a new Board

member shall be selected or elected based on the vacated constituency seat and the new Board member will then complete the term held by the vacating member/constituency.

SECTION 5: Nomination and Approval of Board of Directors Slate

Each year, the Board Affairs Committee will oversee nominations for open Board positions. Nominations from LEC, SPC and YAB, including alternates, will come from their respective commissions. Nominations for representatives of the Mayor's Office, DFSS, and CHA will come from the appropriate leadership in those organizations. For all other Board positions, the Board Affairs committee will solicit nominations from the individuals and organizations within the CoC membership. Delegates will be nominated by the Director representing the constituency.

The Board Affairs Committee will prepare for Membership approval a slate of candidates for the Board. The Committee will prepare brief bios that outline employment, board affiliations, and qualifications for presentation to the Board and CoC Membership.

Balanced and Representative Board

The Board Affairs Committee's primary goal in the nominating process is to ensure a balanced and representative Board based on the membership guidelines detailed in this Article 3.

To ensure a Board of balanced stakeholder groups, no more than one member or staff of a particular organization shall serve on the Board of Directors at the same time. Organizations with separate affiliate organizations will be held to the same requirement and shall not have more than one member of the board or staff of any affiliate within their structure. These rules do not apply to LEC or YAB members.

Approval of Board of Directors Slate

Approval of the Board of Director slate will take place during the last scheduled all-CoC meeting of the calendar year by a majority vote of all Members present.

SECTION 6: Resignation and Removal

Unless otherwise provided by written agreement, any Director may resign at any time by giving written notice to the Chair. In addition, Directors may be removed by a majority vote of the Board for repeated absence, misconduct, failure to participate, or violation of conflict of interest policies.

SECTION 7: Vacancies

When a Director resigns, is removed from the Board or cannot serve the full term for any reason,

the Board Affairs Committee will accept nominations from the CoC Membership or the stakeholder group represented by the vacant seat in accordance with the nominating provisions of Section 5 of this Article. The CoC membership does not have to approve the slate to fill a mid-term vacancy. The Board will elect the new Director from the slate of nominations presented. If applicable, the Alternate or Delegate for the constituency group or organization represented by the vacant seat may fill the seat until the Board officially fills the seat for the unexpired term.

ARTICLE 4: Executive Committee, Other Board Committees and Officers

SECTION 1: Formation

The Board will establish four standing committees to carry out its responsibilities:

- Executive Committee
- Finance Committee
- Board Affairs Committee
- System Operations and Performance Committee (SOPC).

In addition, the Board may approve the formation of ad hoc committees with specific responsibilities. Except as otherwise noted, all Charter provisions governing the accountability, transparency, and general responsibilities of committees apply to ad hoc committees.

Unless otherwise noted, the representatives of the Collaborative Applicant will provide support and technical assistance to the Committees.

SECTION 2: Committee Membership

All Board members (or their Delegates) and Alternates will be expected to participate in at least one standing committee. The Board Affairs Committee will follow the composition guidelines enumerated below to establish slates and select committee members from the Board and wider CoC membership for the Finance, Board Affairs and the SOPC Committees. The Board Affairs Committee will solicit nominations of members from all constituencies, using broadly disseminated communications. The Board will determine guidelines for ad hoc committee membership, which will be established upon the approval of such group.

Committees will fill a vacancy internally maintaining specifications in this Charter. If they cannot generate a name internally, then they should seek assistance from Board Affairs Committee. The Board Affairs Committee will act as oversight.

All committee members, including those who are not members of the Board, will be allowed to

participate in the decision making process of the committee and will be allowed to vote.

SECTION 3: The Executive Committee

The Executive Committee is responsible for:

- Setting and timely dissemination of the agenda for CoC Board meetings, including regular updates on the work of Committees.
- Setting and timely dissemination of the agenda for the all-CoC member meetings.
- Providing Board leadership in ensuring clear and effective lines of communications between the Board and CoC members and stakeholders.
- Providing Board leadership in ensuring that CoC planning and implementation is consistent with requirements articulated by HUD in 24 CFR Part 578 and other directives, with applicable federal, state, and local laws, and with the direction of strategic implementation plan.
- Overseeing the activities of the CoC's Implementation Structure (See Article 6).
- Reviewing appeals and grievances of CoC members in accordance with Article 12.

The Executive Committee will be responsible for setting and upholding process decisions to determine which issues go to the Board for official vote, and for determining when the need for action is sufficiently urgent as to require either an unscheduled meeting, or a vote by the Board on a matter which was not included on the publicly disseminated meeting agenda, or action by the Board without a meeting. In the interest of transparency, the rationale for such decisions should be communicated to the CoC membership and stakeholders along with the outcome of such actions.

The Board will elect at the first Board meeting of a new term an Executive Committee from a slate developed by the Board Affairs Committee in accordance with the following guidelines:

The Executive Committee will consist of at least five board members representing the diversity of the Board:

- 1 seat: ESG Recipient
- 1 seat: Lived Experience Commission
- 1 seat: Service Providers Commission
- 2 seats consisting of representation from other all other constituencies of the Board

In addition to these five members, the Executive Committee shall have additional seats for each chair of the following Board Committees:

- Finance Committee
- Board Affairs
- SOPC

System Lead Project Managers will participate in the Executive Committee as non-voting members and provide technical assistance.

SECTION 4: The Officers

From the elected Executive Committee group, the Board will elect a Chair, Vice-Chair, Secretary, and Treasurer. The Chair position will be held by a different stakeholder group each year according with the following rotation: ESG Recipient, Other Stakeholder, Person with Lived Experience, and Service Provider. The Vice-Chair will be selected such that the Vice-Chair is the representative of the stakeholder group next in the rotation.

Chair and Vice Chair

The Chair is responsible for scheduling meetings of the CoC and Board, ensuring that the Board meets regularly or as needed, and for setting the agenda for these meetings in collaboration with the Executive Committee. The Chair governs and leads the Board of Directors. In the absence of the Chair, the Vice Chair assumes the duties of the Chair. These responsibilities will be performed with the support of the Collaborative Applicant or other designated party. The Board Chair shall serve as the Chair of the Executive Committee.

Secretary

The Secretary will keep accurate records of the acts and proceedings of all meetings of the Board or designate another person to do so at each meeting, including documenting all actions taken without a meeting. Such records will include the names of those in attendance. The Secretary will be responsible for the timely posting and dissemination of all meeting summaries, minutes, announcements, and notices. These responsibilities will be performed with the support of the Collaborative Applicant or other designated party. The Secretary will chair Board meetings in the case of the absence of the Chair and Vice Chair.

Treasurer

The Treasurer will keep the Board informed of key financial events, trends, concerns, and assessment of fiscal health in addition to completing any required financial reporting forms in a timely fashion and making these forms available to the Board. These responsibilities will be performed with the support of the Collaborative Applicant or other designated party. The Treasurer will also serve as the Chair of the Finance Committee of the Board.

SECTION 5: Election and Term of Officers

Each officer will be elected by a majority vote of the Board at any meeting at which a quorum is present.

Each officer will hold office for up to two years or until their successors have been elected and qualified. No person may hold more than one office.

SECTION 6: Resignation of Officers

Any officer may resign at any time by giving written notice to the Chair. Any such resignations will take effect at the time specified within the written notice or if the time is not specified therein upon its acceptance by the Chair. In the event the Chair resigns, the Chair will hand their resignation to the Vice Chair.

SECTION 7: Officer Vacancies

In the case of an officer vacancy, the Board Affairs will nominate a replacement candidate for the remainder of the term based on the selection criteria detailed in this Article 4. The officer will be elected by a vote of the majority of the Board at any meeting at which a quorum is present.

SECTION 8: Finance, Board Affairs and System Operations and Performance Committees

The Finance, Board Affairs and System Operations and Performance Committee compositions will be as follows:

- Have a minimum of three Board members (including alternates and delegates) and must include one LEC and one SPC member.
- The Finance Committee's Chair shall be the Treasurer of the Board. The Chairs of the Board Affairs Committee and the SOPC must be Board members and will be elected by the committees. The elected committee Chairs will be members of the Executive Committee.
- May include at-large CoC members who are not Board members.
- Will be supported by a representative(s) of the Collaborative Applicant who will participate as a non-voting member and provide technical assistance.

The Finance Committee is responsible for:

- the Annual CoC budget.
- CoC Financial Policies.
- Review and approve requests to disburse funds from the CoC checking account.
- Other CoC financial matters that may arise as assigned by the Board.

The Board Affairs Committee is responsible for:

- CoC Membership through the establishment of a Membership Subcommittee (detailed

below).

- Board and Board Committee nominations.
- Board orientation.
- Reviewing the Charter and proposing draft amendments.
- Reviewing options for structural changes when needed, including but not limited to Robert's Rules of Order, meeting structure, conflict of interest policies, that will then be voted upon by the Board.

The Membership Subcommittee will be chaired by a member of the Board Affairs Committee and may include CoC members who are not members of the Board Affairs Committee. The Membership Subcommittee is responsible:

- Reviewing the membership registration guidelines.
- Oversight of membership outreach.
- Reviewing membership benefits and expectations.
- Reviewing membership dues and making recommendations for changes to the dues structure.
- Granting hardship waivers of membership dues.

The Systems Operation and Performance Committee is responsible for:

- Oversight of the Collaborative Applicant through the establishment of a Collaborative Applicant Subcommittee (detailed below).
- Drafting and submitting for approval by the Board of Lead Agency Memorandums of Understanding (Collaborative Applicant, HMIS, Coordinated Entry System).
- Annual administrative evaluation of Lead Agencies.
- The System Data Dashboard.
- Reviewing system performance measures and performance.

The Collaborative Applicant Subcommittee will be chaired by a member of the SOPC and may include CoC members who are not members of the SOPC. The Collaborative Applicant Subcommittee is responsible for:

- Development and execution of the Collaborative Applicant MOU.
- Annual administrative evaluation of the Collaborative Applicant.
- Oversee a competitive process as specified in the Collaborative Applicant MOU, if necessary.

ARTICLE 5: Board of Directors Rules of Governance

SECTION 1: Board and Committee Meeting Quorum and Voting

A number equal to a majority of the Board or Committee will constitute a quorum for the transaction of business decisions at any meeting. Delegates count towards a meeting quorum. Board and Committee meetings may be conducted by teleconference or videoconference.

At all meetings, every effort should be made for business items to be decided by arriving at a consensus of the Board or Committee. Votes will be by voice or ballot at the will of the majority of the voting members in attendance at a meeting with a quorum represented. Each representative seat will have one vote. No Director or Committee member shall vote on any item that presents a real or perceived conflict of interest (See Article 11).

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the CoC in all cases to which they are applicable and in which they are not inconsistent with this Charter and any special rules of order the CoC may adopt. A non-voting parliamentarian will support all Board meetings, if needed.

If a Director or Committee member calls for a Roll Call vote under **Robert's Rules of Order Newly Revised**, individual votes can be recorded in the meeting minutes and the Board Secretary or Committee Chair will be responsible for ensuring accurate documentation of those votes.

SECTION 2: Meeting Frequency

The Board will meet no less frequently than four (4) times per year at such times and places as the Board will determine, and the twelve-month calendar of regularly scheduled meetings will be set and approved during the first meeting of each year. The Executive Committee may call a special meeting of the Board provided it meets all notice and quorum requirements.

Committee leadership will determine the frequency of committee meetings with the approval of committee members.

In keeping with the values enumerated in Article 1 Section 4, the Board and its Committees shall take all reasonable and practical steps to keep CoC Members and stakeholders informed about their activities.

A calendar of scheduled Board and Committee meetings will be posted on the CoC website. Meetings will be held in accessible and convenient locations. While in-person attendance is

generally encouraged for all meetings, some meetings may need to occur using remote access technology. In-person meetings should also include a remote access option. The CoC will develop separate protocols and instructions outside of this Charter for the use of remote access technology.

SECTION 3: Meeting Agendas, Motions, Motion Amendments, and Minutes

The Board will disseminate agendas, materials and any known motions proposed for a vote seven (7) days in advance of scheduled meetings. Board members will use their best efforts to propose to the Executive Committee in writing any desired changes to the agendas or motions. The Board will disseminate draft minutes of the meeting within seven (7) days of the completion of such meeting. Disseminate means emailing to members of the Board and/or Committee, posting on the CoC website and notifying the CoC membership.

Committees will post meeting dates to the CoC website and disseminate agendas and motions proposed for vote three (3) days in advance of scheduled meetings. The Committees will disseminate draft minutes of the meeting within seven (7) days of the completion of the meeting. Minutes for the Executive, Finance, Board Affairs, and SOPC Committees will be included in the Board package for review.

SECTION 4: Open Meeting

Attendance at meetings of the Board and Committee meetings will be open to any interested person to observe.

SECTION 5: Notice of Meeting

The calendar of scheduled meetings of the Board and Committee meetings will be posted on the CoC website. Special meetings may be called in situations when the Board must vote on decisions that need to be made off the regular meeting schedule. When such a meeting is called, the Board will post the meeting notice on the CoC website and send out meeting notice to the full CoC email list at least ten (10) business days in advance. Special meetings for committees may be scheduled as agreed upon by the majority of the committee members.

SECTION 6: Action without Meeting

The Board or Committee may take an action without a meeting, provided:

- The action is within its authority,
- at least three-business day notice to the Board or Committee members is provided via CoC communication mechanisms outlined in this Charter,

- it is approved via email or conference call or letter when email is unavailable,
- it is approved by a 2/3 majority of all then-seated Board or Committee members who are entitled to vote on the matter and meet quorum requirements,
- the Board or Committee gives an explanation of the urgency of acting without a meeting.

SECTION 7: Meeting Attendance

Directors will be expected to attend regularly scheduled and special meetings as part of their service; however, in the event of unavoidable absence Directors may request an Alternate or Delegate, (as defined in Article 3, Section 3), to attend meetings in the Director’s stead. Alternates will also be expected to attend all Board meetings.

Committee members will be expected to attend scheduled meetings.

As stated in the Article 3 Section 6, Board members may be removed by a majority vote of the Board due to repeated absence. Likewise, a Committee member may be removed by a majority vote of the Committee for repeated absence.

ARTICLE 6: Strategic Implementation Plan and CoC Implementation Structure

The actions of the CoC will be governed by a strategic implementation plan developed by key stakeholders and approved by the Board. This plan stands on the key pillars of:

- Improving efficiency by creating a work structure that aligns with the actions needed to end homelessness
- Fostering collaboration and communication within the CoC by working together toward clearly established goals and benchmarks
- Being responsive to the people in our system
- Bringing more resources into our system, and
- Ultimately preventing and ending homelessness.

The working structure to achieve these goals is referred to as the CoC Implementation Structure (and previously known as the Action Agenda).

The work of the CoC Implementation Structure is organized into various lines of action, each with an infrastructure of working groups. These lines of action and working groups are coordinated by the System Lead Project Managers in consultation with the Executive

Committee. Each line of action will have its own work plans and reporting procedures, which will be monitored by the System Lead Project Managers. The System Lead Project Managers will regularly review the progress of the lines of action with the Executive Committee. The Executive Committee will determine what activities of the CoC Implementation Structure need to be brought to the Board for discussion or decision making.

In the spirit of transparency, the key elements and communications of the strategic implementation plan and the CoC Implementation Structure will be accessible to the public through the CoC website under the following guidelines:

- Working groups hold meetings at a pace necessary to actively drive the work plan. The time and place of the meeting will be published on the CoC website calendar three days (3) in advance of the meeting. While working groups typically have regular members, these meetings are open to the community.
- A high-level draft summary of all significant decisions and deliberations of such meetings will be prepared within seven (7) business days of the meeting and published on the CoC website.
- Monthly action alerts will be distributed to the community and published on the CoC website. The action alerts are a summary of the key activities undertaken by the lines of action during the period and include links to more comprehensive communications, if applicable.
- Work plans or work plan summaries will be published on the CoC website.

ARTICLE 7: Advisory Boards

If necessary, due to longer-term, consistent oversight or other system implementation requirements, the Board of Directors may form one or more specific Advisory Boards. Such Advisory Boards will provide subject matter expertise and advisory council and will have no official governing authority.

ARTICLE 8: Commissions

As stated in Article 1, Section 3, the Chicago CoC includes the LEC and SPC commissions. These commissions are comprised of like stakeholders organized around common goals of ending homelessness in Chicago. These commissions and their authorized constituency groups play a vital role in the work of the CoC, including the development of leaders for the Board and Committees and ensuring communication between stakeholders and other CoC structures. CoC members who represent commissions on the Board or Committees are responsible for sharing information from

those bodies with the commissions. Through their representation on the Board and Committees, commissions may use those structures to advance issues and recommendations to the full CoC.

Each commission noted in the Charter has a charter or established policy and procedure documents that can be found on the CoC website.

ARTICLE 9: Selection Governance of Lead Agencies and UFA

SECTION 1: Governance

All Lead Agencies and the UFA will be governed by separate Memorandums of Understanding (MOUs) between the CoC Board and the Lead Agency or UFA. The Lead Agency MOUs will be developed by SOPC as stated in Article 4, Section 8. The MOU for the UFA is discussed in Section 3.

SECTION 2: Selection of Lead Agency

The process for Lead Agency selection is as follows:

- Each Lead agency will be subject to an MOU which will stipulate the renewal process and the circumstances that will lead to an open competition process.
- If an open competition process is triggered, the Board will determine the open competition process, based on the recommendation of the SOPC.
- The SOPC will review Lead Agency proposals and make a recommendation to the Board. The Board will make the final recommendation to be ratified by the CoC membership.
- The CoC membership will approve the final Lead Agency selection.

SECTION 3: Application for Unified Funding Status

The Collaborative Applicant may annually apply for UFA status and assume the regulatory duties of a UFA as set forth in 24 CFR § 578, or as otherwise articulated by HUD, if it meets the following conditions:

- All recipients of HUD CoC funding provide written agreement allowing the Collaborative Applicant to become the direct recipient of CoC funds.
- The Board endorses the annual application.
- The Collaborative Applicant agrees to be the UFA.

Once approved by HUD, the Collaborative Applicant and the Board will establish a separate UFA MOU governing the Collaborative Applicants' responsibilities as the UFA. The Board may delegate

the UFA MOU responsibility to an existing Committee or an ad hoc UFA Committee.

ARTICLE 10: Coordination of CoC and Emergency Solutions Grant Recipient

SECTION 1: ESG Recipient

As required by the ESG and CoC Program rules, the CoC and ESG recipient will coordinate on system planning, funding allocation, and development of the homelessness related portions of the Consolidated Plan for Chicago, and related project and system performance evaluation activities. This Article outlines coordination that has not already been specified in other sections of this Charter.

SECTION 2: City of Chicago Consolidated Plan and Annual Action Plan

The City of Chicago will work with the Collaborative Applicant and HMIS Lead Agency to collect CoC information needed to inform the City of Chicago Consolidated Plan and Action Plans.

SECTION 3: ESG Funding Allocations

The ESG recipient will present its ESG funding allocation recommendations to the Board annually for their consideration and comments. DFSS funding allocations are made in alignment with the strategic implementation plan and CoC priorities and adhere to ESG Interim Rule allocation requirements.

ARTICLE 11: Continuum of Care Conflict of Interest Policies

SECTION 1: Conflict of Interest & Recusal

It is the policy of the Chicago CoC that a conflict, or the appearance of a conflict, between the Board of Directors or any of its official committees and the organizations, which are receiving awards of grants or benefitting from other business items, shall in all cases be avoided. No member of the CoC (Board, Committee, Member, Agent, or employee of Agent or Member) shall vote or make recommendations on funding decisions concerning the award of a grant or other financial benefits that:

- Directly benefits them as an individual, or an immediate family member;
- Directly benefits any organization in which they have a direct financial interest;
- Directly benefits any organization with which they are affiliated in an official capacity;

or

- Directly benefits any organization from which they derive financial benefit, exclusive of stipends.

To that end, neither Board nor Committee members whose organizations are submitted in the HUD CoC Application and ranked for that application may vote on ranking policies. Such members may participate in the development of performance targets and the evaluation tool. Persons with lived homeless experience who receive services from an organization that may directly benefit from a funding decision may vote or make recommendations on funding decisions.

Members of the CoC will disclose potential conflicts of interest that they may have regarding any matters that come before the CoC in full session, Board of Directors or committees.

SECTION 2: Disclosure and Conflict of Interest Form

As soon as they become aware of any actual or potential conflict of interest, whether at the beginning of a meeting or, during the course of a meeting of the full CoC, the Board, or any committee, CoC members, Board members, and committee members must disclose such actual or potential conflicts of interest regarding any business included in the meeting's agenda.

If any person who is a Board or committee member is aware that the CoC is about to enter into any business transaction directly or indirectly with such person, any member of such person's family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary, trustee or employee, such person shall:

- Immediately inform the Chair
- Aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the CoC; and
- Not be entitled to vote on the decision to enter into such transaction.

Each calendar year, CoC Board Directors and Committee members must sign a conflict of interest form affirming that they have reviewed the conflict of interest policy and disclose any conflicts of interest that they face or are likely to face in fulfillment of their duties as Directors or Committee members.

SECTION 3: Abstention from Decision-Making

Any matter in which CoC members, directors, or committee members have an actual or potential conflict of interest will be decided only by a vote of members with no actual or potential conflict of interest. To the matter of general policies of the CoC, even when such votes have impact on the general distribution of resources, it will be sufficient in the discussion and voting that the members of the CoC disclose their relationships. In those cases, it will be left to the discretion of the Executive Committee or Committee Chair to determine if the member may participate in the discussion and vote.

In addition, the minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' and committee members' actual or potential conflicts of interest and their abstention.

ARTICLE 12: Grievances and Appeals

SECTION 1: Initial Grievance or Appeals Process

If any party feels aggrieved by an action or decision of the Board, its committees, lead agencies or any other group governed by this Charter, the aggrieved party should first comply with any written grievance or appeal policy that may exist for that process, entity or group. For example, an appeal of an evaluation instrument scoring should first follow the appeal process outlined in the evaluation instrument guidelines. Absent a written grievance or appeal policy, the aggrieved party should submit a written document to the leader or appropriate designee of the process, entity or group outlining the nature of the grievance and requested action steps. If the aggrieved party cannot obtain an adequate resolution through this initial grievance process, the aggrieved party may request a second and final appeal.

SECTION 2: Second (and Final) Appeals

If any party wishes to appeal decisions made under the initial grievance or appeals process, the appeal will be handled as follows:

The party will submit a formal written request to the Executive Committee detailing the background behind the grievance, the details of the grievance and the proposed resolution.

Within ten (10) business days, the Executive Committee will determine whether to reject the appeals request or to form an ad hoc Appeals Committee as allowed under Article 4. If an appeal is rejected, the decision is considered final and the Executive Committee will provide a written

explanation of its decision, which will be included in the Board package.

If an Appeals Committee is formed, the Executive Committee will designate at least five (5) CoC members to sit on the committee, ensuring that the members represent broad interests, have knowledge of the subject matter, were not a part or party of the initial appeal or grievance process, and would not benefit from a decision made by the committee.

The Appeals Committee will gather whatever information is needed to make its decision, including meeting with the aggrieved party and representatives of the party against whom the grievance is made. The Appeals Committee will make its best efforts to arrive at a resolution within twenty (20) business days of its formation, or sooner if required by circumstances.

The decision of the Appeals Committee will be submitted in writing and will be final.

ARTICLE 13: General Provisions

SECTION 1: Operating Year

The operating year of the CoC will commence on January 1st of each calendar year and end on the 31st day of December of said calendar year.

SECTION 2: Review and Update of Governance Charter

The Board Affairs Committee will review this Charter annually to ensure it remains consistent with HUD's CoC program requirements as well as Continuum objectives and responsibilities. This review process will also include the annual review and update of conflict of interest and recusal policies. A final, updated draft charter will be presented to the CoC for endorsement at an all-CoC meeting. Additionally, every three years, the Board will invite interested CoC Members to participate in a review and discussion of the Governance Charter. Based on consensus achieved in that discussion, the Board will ask CoC Members to ratify the existing Governance Charter or approve proposed changes to the Governance Charter at their next all-CoC Meeting.

SECTION 3: Orientation of Board, Committee and CoC Members

Each calendar year, the Board Affairs Committee will provide an orientation to the new board and committee members about the HEARTH Act and the strategic implementation plan.

Similar orientations will be held at least annually for new CoC members to ensure opportunities to learn about the CoC structure and governance, process for engaging with committees and the Board and providing clear pathways to leadership opportunities within the CoC. The Board

Executive Committee and Committee Chairs are also responsible for ensuring new members are oriented to their specific work, promoting meaningful participation, and supporting new leaders.

SECTION 4: Open Meetings Act

In the event any provision(s) of this Charter conflict with any provision(s) of the Illinois Open Meetings Act (OMA), or other applicable state or federal laws, rules, or regulations, the conflicting provision in the Illinois OMA or other applicable laws, rules or regulations shall prevail.