



BOARD COMMITTEE DESCRIPTION	This committee is responsible for: (1) Board and Board Committee nominations; (2) Board orientation; (3) Reviewing the Charter and proposing draft amendments; (4) Reviewing options for structural changes when needed; and (5) CoC Membership through the establishment of a Membership Subcommittee.
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ACTION ITEMS FROM LAST MEETING (INCLUDING ANY AREAS OF UNFINISHED BUSINESS)	PERSON / PARTY RESPONSIBLE	TIMELINE	STATUS
Schedule a joint Finance Committee, Membership Committee to discuss membership dues.	Nicole	By January 2021	In Progress
Schedule a tentative September meeting for BAC in case it is needed	Nicole	By Dec 7 2020	Complete
Schedule a membership Committee Subcommittee meeting	Nicole	By January 2021	Complete
Create a Board Member Survey and send to BAC for feedback	Nicole	By March 2021	In Progress

AGENDA ITEM	TIMING	PERSON FACILITATING
Welcome, Introductions	10 minutes	Fred
Approve Past Meeting Minutes and Today's Agenda	5 minutes	Fred
Open CoC Board Seats <ul style="list-style-type: none"> - Rev. Saeed Richardson Resigned → CoC Board and CoC Board Executive Committee Seat Open - Mayor's Office Representative – From Sybil to Jaye - Ben Applegate Resignation → Recruitment for a Developer Seat on the CoC Board 	10 minutes	Nicole
Service Providers Commission Request Regarding Conflict of Interest and CoC Governance	20 minutes	TBD
Membership Subcommittee Report and Discussion	20 minutes	Sherri
Board Member Survey	15 minutes	Nicole
Meeting Debrief - What went well today? What do we want to do differently next time?	10 minutes	Fred
Adjourn		



BOARD COMMITTEE DESCRIPTION	This committee is responsible for Board and Board Committee Nominations; Board Orientation; and Charter Amendments.
COMMITTEE MEMBERSHIP	The following Committee Members were included on the email where action was taken. Chris O'Hara (LEC), Christian Hall (YAB), Christy Prah (CoC Board, Funders Together), David Dempsey (SPC), Fred Friedman (CoC Board, LEC), Gwen Turner (LEC), Regina Freeman-Hodges (CoC Board, At Large, VA), Robret Simpson (SPC), Sharon Cargile (LEC), Sherri Allen Reeves (SPC), Stephanie Piccirilli (SPC), Todd Fuller (CoC Board, At Large, IDHS)
BRIEF SUMMARY OF DECISIONS MADE	<ul style="list-style-type: none"> Confirmed Acting Commissioner Brandie Knazze to replace Commissioner Lisa Morrison Butler as the ESG Recipient seat holder on the CoC Board and CoC Executive Committee.

ACTION ITEMS (INCLUDING ANY AREAS OF UNFINISHED BUSINESS)	PERSON / PARTY RESPONSIBLE	TIMELINE
Onboard Brandie to CoC Board	Nicole	Before next CoC Board Meeting

Email Contents and Final Voting Documentation

From: Nicole Bahena <nbahena@allchicago.org>

Sent: Thursday, April 22, 2021 8:54 AM

To: Chris OHara <sharpaugustin2014@gmail.com>; waynemonr@gmail.com; cprahl@crow-chicago.com; ddempsey@catholiccharities.net; fredfriedman1954@yahoo.com; gwenturner724@yahoo.com; Regina.Freeman-Hodges@va.gov; Robret Simpson <robret@ffchicago.org>; sharon.cargile2424@gmail.com; sherri.reeves@matthewhousechicago.org; stephaniep@ignitepromise.org; todd.fuller@illinois.gov

Subject: Chicago CoC Board Affairs Committee - Request for Email Approval of ESG Board Seat Replacement - Please respond by Wed 4/28

Hello Board Affairs Committee,

As this is a rather routine procedure, I felt comfortable requesting that the Board Affairs Committee approve the item below via email. I will capture this email exchange and final voting in meeting minutes that can be approved at the next meeting.

Board Affairs Committee Approval Item:

- Brandi Knazze, Acting Commissioner of the Department of Family and Support Services, replace Commissioner Morrison-Butler as the ESG Recipient Representative for the CoC Board. Commissioner Morrison-Butler resigned from her position and the CoC Board in February.

Please let me know if you approve or have any questions about this item by Wednesday 4/28. Thank you!

Member	Vote
Chris O'Hara	Yes
Christian Hall	No Response
Christy Prah	Yes
David Dempsey	Yes
Fred Friedman	Yes
Gwen Turner	No Response
Regina Freeman-Hodges	No Response
Robret Simpson	Yes
Sharon Cargile	Yes
Sherri Allen Reeves	Yes
Stephanie Piccirilli	Yes
Todd Fuller	Yes

Totals:

Yes: 9

No: 0

No Response: 5



*****These meeting notes are considered draft until approved at the next meeting. If any adjustments are made before approval, a new version will be posted.*****

BOARD COMMITTEE DESCRIPTION	This committee is responsible for: (1) Board and Board Committee nominations; (2) Board orientation; (3) Reviewing the Charter and proposing draft amendments; (4) Reviewing options for structural changes when needed; and (5) CoC Membership through the establishment of a Membership Subcommittee.
ATTENDEES	Attendees: Fred Friedman, Chris O’Hara, Christy Prah, David Dempsey, Regina Freeman-Hodges, Robret Simpson, Stephanie Piccirilli, Todd Fuller, Brittany Ramenani. Staff: Nicole Bahena, All Chicago
BRIEF SUMMARY OF DECISIONS MADE	<ul style="list-style-type: none"> • Hold a Board and Committee Orientation Meeting. • Schedule a joint Finance Committee, Board Affairs Committee and Membership Committee meeting to clarify the path forward with membership dues for 2021. • BAC and Membership Subcommittee Workplans for 2021 were reviewed and approved.

ACTION ITEMS (INCLUDING ANY AREAS OF UNFINISHED BUSINESS)	PERSON / PARTY RESPONSIBLE	TIMELINE
Schedule a joint Finance Committee, Membership Committee to discuss membership dues.	Nicole	
Schedule a tentative September meeting for BAC in case it is needed	Nicole	
Schedule a membership Committee Subcommittee meeting	Nicole	
Create a Board Member Survey and send to BAC for feedback	Nicole	

Agenda Items

AGENDA ITEM	Approve Past Meeting Minutes and Today’s Agenda
SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)	<p>Motion to approve the agenda made by Todd; Christy seconded. All approved and motion passed.</p> <p>Motion to approve the past meeting minutes made by Robret, motion was seconded.</p>

AGENDA ITEM	Revisit Work Plan for 2021
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SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)	<p>Reviewing the workplan, Chris moved and Robret seconded to schedule a September meeting in case it is needed.</p> <p>The Committee agreed to hold a Board and Committee Orientation Meeting – Fred and Stephanie volunteered to help present. The Committee agreed that we should schedule a joint Finance Committee, Board Affairs Committee and Membership Committee; the purpose would be to clarify the path forward with membership dues for 2021.</p>
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AGENDA ITEM	Revisit Work Plan for 2021 Membership Committee
SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)	<p>Workplan for Membership Subcommittee was approved. Nicole will schedule Membership Subcommittee meetings. Christian and Robret volunteered to join the Membership Subcommittee.</p> <p>The Committee discussed whether we should be reviewing demographic information for membership. We should get the healthcare sector and other institutions involved as members. We could meet with them to encourage them to join the CoC. The Membership Subcommittee can consider this and next steps. Fred will share with the CHHRGE that they can join the CoC.</p>

AGENDA ITEM	Board Member Survey
SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)	<p>The Committee discussed perhaps creating two surveys. One for CoC Membership and one for CoC Board Members. The Membership Subcommittee should create a CoC Membership survey.</p> <p>For the Board Survey, the purpose would be:</p> <ul style="list-style-type: none"> - We would like to make sure the board is diverse and made up like the clients we serve (race, disability, gender preferences, age) - Make sure we can address people appropriately in meetings if they so choose by collecting preferred pronouns and demographics - Make sure people find meaning in the work. - To remind people about Board Expectations.

AGENDA ITEM	Meeting Debrief
SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)	<p>Several members of the group shared what they thought went well about today's meeting and areas where we can improve.</p>

CoC Board Members as of June 1, 2021

For Board Affairs Committee Review at June 9, 2021 meeting

Representation	Name	Organization	Term End
Lived Experience	Fred Friedman	LEC	12/31/2022
Lived Experience	Dorothy Yancy	LEC	12/31/2022
Lived Experience	Richard Rowe	LEC	12/31/2023
Lived Experience	Robert Cunningham	LEC (Larry's former seat - I didn't update the term ending)	12/31/2021
Service Provider	Michael Banghart	Renaissance Social Services	12/31/2023
Service Provider	Rev. Sanja Stinson	Matthew House	12/31/2023
Service Provider	Ken Burnett	Christian Community Health Center	12/31/2021
Service Provider	Pete Toepfer	AIDS Foundation of Chicago/Center for Housing & Health	12/31/2021
Private Funders	Debbie Reznick	Polk Bros. Foundation	12/31/2022
Private Funders	Christy Prah	Crown Family Philanthropies	12/31/2021
ESG	Brandie Knazze	Chicago Dept. of Family & Support Services	12/31/2021
Mayor's Rep	OPEN (Jaye Stapleton)	Deputy Mayor of Education & Human Services (Mayor's Office)	12/31/2022
CHA	Mary Howard	Chicago Housing Authority	12/31/2023
Faith-Based	OPEN (Vee Likes?)	Samuel DeWitt Proctor Conference, Inc.	12/31/2023
Business Leader	OPEN (Developer)		12/31/2021
YAB	Amber Westbrooks	Youth Action Board	12/31/2022
At Large	Carmelo Barbaro	The UChicago Inclusive Economy Lab	12/31/2022
At Large	Amanda Pyron	The Network	12/31/2022
At Large	Regina Freeman-Hodges	Jesse Brown VA	12/31/2022
At Large	Megan Cunningham	Chicago Dept. of Public Health	12/31/2023
At Large	Todd Fuller	IL Dept. of Human Services	12/31/2023
At Large	Steve Brown	UIC Health	12/31/2023
At Large	Comm Marisa Novara	Chicago Dept. of Housing	12/31/2021
At Large	Christine Haley	Cook Co. Health	12/31/2021
Collaborate Applicate Rep	Carolyn Ross -Non Voter	All Chicago Making Homelessness History	12/31/2023
<u>Alternates</u>			
Lived Experience	Otha Gaston	LEC	
Lived Experience	Patricia Montgomery	LEC - Per Torelen she was voted in for 2021	
YAB	Jajuana Walker	Youth Action Board	
Service Provider	Richard Ducatzenzeiler	Franciscan Outreach	
Service Provider	Michele Gilbert	Lawyers' Committee for Better Housing	

CoC Executive Committee as of June 1, 2021

For Board Affairs Committee Review on June 9, 2021

Representation	Name	Role
ESG Recipient	Brandie Knazze	
Lived Experience Commission	Richard Rowe	Chair
Service Providers Commission	Ken Burnett	Vice Chair
At Large/Other Constituencies	Debbie Reznick	Secretary
At Large/Other Constituencies	OPEN	
Board Affairs Committee Chair	Fred Friedman	
Finance Committee Chair	Michael Banghart	Treasurer
SOPC Chair	Carmelo Barbaro	

Request for an Opinion by the Executive Committee of the CoC Board of Directors on Conflict of Interest and CoC Governance

By the Executive Committee of the Service Providers Commission

April 2021

INTRODUCTION:

Chicago's Charter for its Continuum of Care Governance was recently updated and approved by the full CoC Membership on October 28, 2020. The Charter's section on Conflicts of Interest (Article 11) states:

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.

REQUEST FOR AN OPINION BY THE CHICAGO CoC BOARD:

All Service Providers Commission (SPC) representatives on the Chicago CoC Board of Directors are elected by the Homeless Services Provider Community. They do not vote as individual providers, especially when mandated to vote as a block by the SPC. Therefore, CoC/SPC Board Members discuss and vote as representatives of the System of Homeless Service Providers. Does the vote of the CoC/SPC Board representatives as a System of Homeless Service Providers constitute a "conflict of interest?"

SUPPORTING HISTORICAL BACKGROUND:

Since 24 years ago, Chicago's Homeless Services Providers (Providers) have organized themselves to be able to speak in a unified voice on any matters that impacted the System of Homeless Services and its capacity to house and serve homeless populations. For that purpose, in 1997 Providers organized themselves into the Partnership to End Homelessness (Partnership). Through this incorporated (501c3) nonprofit organization, led full time paid staff, Providers began speaking in a unified voice about (a) the need for strategic planning to end homelessness; (b) to request the City of Chicago to expedite its contracts with individual service providers, which at times had to wait months for a contract to be finalized; and (c) to support activities that helped house and serve homeless populations and to oppose those that were detrimental to them.

In the summer of 2000, Chicago's Partnership members brought home from the annual National Alliance to End Homelessness meeting in Washington DC the initial ideas for a Chicago Strategic Plan to End Homelessness (Plan). Over the months to come, Partnership leaders worked closely with City of Chicago

officials and a handful of formerly homeless individuals to prepare the Plan. A year later, Partnership providers led the effort to write and finalize the Plan. Mayor Daley and his staff took a few additional months before approving it as the Plan for the City of Chicago, with some amendments made to the original 2001 document.

In 2002, in order to help implement the Plan, a CoC Governing Council (predecessor to CoC Board) was created with over 50 members from the public and private sectors. Membership included over 15 providers, over 20 government officials from the City, County, and State, and the remainder with other stakeholders, such as the formerly homeless, private foundation representatives, and others. At this stage, service providers, through their Partnership, began electing their representatives to speak for them as a unified voice in the Governing Council.

In 2003, the Governing Council, encouraged and led by Providers, established the Office of the Chicago Continuum of Care to help manage the daily work of Plan implementation. This newly established office also assumed the role of being the Collaborative Applicant, which had been previously done by the City's Department of Human Services. The Office's paid staff began its work in late 2004.

In 2006, encouraged by the various local funders of both the Partnership and the Office of the Continuum of Care, Providers helped lead the merger of these two organizations into the Chicago Alliance to Homelessness. The Alliance's paid staff then continued the implementation of all the roles and the obligations of both organizations.

In 2007, Providers helped organize a new CoC Planning Council to take over the role of the CoC Governing Council. The Planning Council had no more than 25 members. Providers also helped organize the Service Providers Commission (SPC) to take over the roles of the former Partnership Board of Directors. Providers also began the work, with Alliance Staff, of organizing a Lived Experience Commission (called Consumer Commission at the time and today identified as the LEC). Both these Commissions then began electing members to represent them on the CoC Planning Council.

All of these representative and governing bodies instituted by 2008, the CoC Planning Council, the LEC, and the SPC, were the precursors to the present CoC Board of Directors, the LEC, and the SPC of today. During the last five years, these three bodies have all played key roles in establishing the Chicago CoC Charter, which now governs all major deliberations.

The SPC represents many types of homeless services providers. Some are funded by HUD. Some are not. The SPC includes PSH, Rapid Rehousing, and TH Housing organizations, shelter providers, social services agencies, faith-based entities, and a number of others dedicated to serving the various homeless populations in the City of Chicago.

This type of inclusion of almost all of Chicago's homeless services providers always has been part of our representative organization of our System, whether it was the Partnership to End Homelessness, The Chicago Alliance to End Homelessness, or the present Service Providers Commission (SPC).

This sample of historical highlights about the role of Chicago's homeless service providers hopefully help to exemplify our long tradition on speaking in a united voice on behalf of our System that serves our various homeless populations.

SUPPORTING DOCUMENTATION:

A. **SPC CHARTER – ON SPC REPRESENTATIVES ELECTED TO THE CoC BOARD OF DIRECTORS**
(updated in 2018)

CoC SPC Board Members: Voting

Whenever there are significant decisions for the CoC Board to make, the SPC will ask that the CoC Board Reps align their vote with what the SPC has determined as outlined below:

- *Significant decisions include:*
 - *Funding priorities*
 - *Evaluation process: Rankings*
 - *Resource allocation*
- *When the SPC-EC votes by two-thirds (67%) majority on any of those significant topics, then the Board Reps should vote with that majority voice.*
 - *If less than two-thirds (67%) of the SPC votes in the same manner, then Board members can vote using their best judgement.*

Conflict of Interest

All CoC SPC Board Reps are voting on behalf of the provider community and never voting as an individual provider. The SPC Board Members discuss and vote as a representative of all service providers, regardless of the specific voting decisions they ultimately make. If an SPC Board Rep must recuse him/herself from a vote, based on the CoC Board Conflict of Interest Policy, he/she will replace him/herself with one of the SPC Board Alternates (assuming the Alternate does not have to also recuse him/herself).

B. **HUD GUIDANCE:**

Section 578.95(b) of the HUD CoC rules stipulates: *Continuum of Care board members. No Continuum of Care board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.*

C. **COMMENT BY THE LEADERSHIP OF THE LEC:**

At the October 28, 2020 meeting of the full membership of Chicago's Continuum of Care, Fred Friedman, who was helping to facilitate the approval of the CoC Charter, stated the following: "That the Lived Experience Commission (LEC) members at times do mandate their four representatives on the CoC Board of Directors to vote as a block, representing the community of our homeless and formerly homeless populations."

D. **"ALL CHIC AGO" GUIDANCE:**

Q: what was the rationale for not giving providers a vote on NOFA issues on the 2020 CoC Charter?

A: The Board Affairs Committee decided that, if the Service Providers Commission wants to vote because they're voting on behalf of the Commission and not individual agencies, then there

wouldn't actually be a conflict of interest, and therefore, the Charter wouldn't need to be changed as worded. HUD explicitly states that those who receive HUD funding may not participate in discussions or vote on items related to HUD funding (HEARTH Regulations).

Answer by Nicole Bahena