



Minutes Submitted by: Chantelle Branch/Cindy Brown, All Chicago

<b>BOARD COMMITTEE DESCRIPTION</b>	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.
<b>ATTENDEES</b>	Fred Friedman, LEC; Regina Freeman-Hodges (VA), Todd Fuller (IDHS), Robret Simpson (Facing Forward), Sherri Allen Reeves (SPC), Regina Freeman-Hodges (At Large), Christian Hall (YAB), David Dempsey (Catholic Charities), Chris O’Hara (LEC)  Nicole Bahena (All Chicago Staff), Cindy Brown (All Chicago Staff), Chantelle Branch (All Chicago Staff) Michael Banghart (SPC); Richard Ducatzenzeiler (SPC)
<b>DECISIONS</b>	<ul style="list-style-type: none"> <li>• Service Providers Commission Request regarding the conflict of Interest and CoC Governance</li> <li>• Filled CoC Board Executive Committee Seat with Amber Westbrook (YAB)</li> <li>• Filled CoC Board Business Leader Seat with Charlton P. Hamer (Habitat Affordable Group)</li> </ul>

ACTION ITEMS (INCLUDING ANY AREAS OF UNFINISHED BUSINESS)	PERSON / PARTY RESPONSIBLE
Will Confirm with Amber Westbrooks to chair on the board	Nicole Bahena
Will reach out to Charlton P. Hamer (Habitat Affordable Group) to invite to the CoC Board	Nicole Bahena

<b>AGENDA ITEM</b>	Welcome, Introductions
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	Fred welcomed the group and members introduced themselves.

<b>AGENDA ITEM</b>	Approve Past Meeting Minutes and Today’s Agenda
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	Michael Banghart requested to amend the agenda for the SPC item to be discussed before the Open CoC Board Seats agenda item, and there was no opposition.  <b>Todd Fuller made a motion to approve the past meeting minutes, it was seconded by Sherri, and motion passed</b>

AGENDA ITEM	Service Providers Commission Request Regarding Conflict of Interest and CoC Governance
<p>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</p>	<ul style="list-style-type: none"> <li>• Michael asked the Committee to make the following motion: <p>“The SPC moves to allow elected representatives of the SPC to vote on HUD funding items brought to the CoC Board of Directors when the SPC-EC has directed their representatives to vote based on a 2/3 majority, as that vote is not a conflict of interest.”</p> <p>Sherri moved to accept the motion from the SPC to be able to be discussed by the Committee, it was seconded by David, and discussion ensued.</p> </li> <li>• It was discussed that the SPC-EC believes that when its representatives, who are elected to represent all homeless service providers, are directed to vote by the SPC-EC on CoC items they are representing the Service Providers as a whole and not any individual organization.</li> <li>• After discussions, Sherri made the following motion and it was seconded by David: <ul style="list-style-type: none"> <li>○ “The Board of Affairs Committee requests that the CoC Board allow the SPC representatives of the CoC Board be allowed to vote on items related to HUD funding, when the SPC-EC has directed their representatives to vote based on a two-thirds majority.</li> </ul> </li> <li>• Chris O’Hara and Todd Fuller expressed their concerns and reservations how the motion reads.</li> <li>• Chris O’Hara requested to make the following friendly amendment that funding decisions of the agency, you would have a voice in the room and could speak to it.</li> <li>• With no opposition from the Committee, Fred expressed his confusion regarding the motion.</li> <li>• Fred ended discussion and called for a vote. He called on Chris O’Hara and asked him if he was opposing the motion. Sherri wanted the minutes to reflect that Fred called upon another person of Lived Experience to object the motion.</li> <li>• Chris O’Hara made a friendly amendment to add “unless there is a fiduciary conflict of interest to your agency”, it was accepted by Sherri, but Robret stated the amendment is reversal of the SPC request.</li> <li>• There was no opposition to continue discussion for an additional five minutes</li> <li>• Todd Fuller made the following friendly amendment: <p>All SPC Reps must cast an identical vote and that none can abstain from the vote otherwise all four votes will be discounted</p> </li> <li>• Nicole requested to work with the SPC representatives and put together a more comprehensive way to address the language so there are no issues with HUD and bring to the Executive Committee. She stated that the Board Affairs, Executive Committee and SPC Committee are made up of several SPC members that would benefit if this was passed, she would recommend the Executive Committee do not have this conversation until there is a legal opinion that they are not violating the Conflict of Interest. It was decided due to time constraints, the Committee would vote now.</li> <li>• Sherri accepted Todd’s friendly amendment. It was noted Nicole will recommend the Executive Committee get a legal opinion before it goes to the Board.</li> </ul>

	<p><b>FINAL MOTION:</b></p> <p>The Board Affairs Committee requests that the CoC Board allow the SPC representatives of the CoC Board be allowed to vote on items related to HUD funding, when the SPC-EC has directed their representatives to vote based on a two-thirds majority.</p> <p>All SPC Reps must cast an identical vote and that none can abstain from the vote otherwise all four votes will be discounted.</p> <p>For – 6 Opposed – 0</p>
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<b>AGENDA ITEM</b>	Open CoC Board Seats
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	<p>There following were recommended to fill the open CoC Board Seats:</p> <p>CoC Board Executive Committee Seat – Amber Westbrook (YAB)</p> <p>CoC Board Business Leader Seat – Charlton P. Hamer (Habitat Affordable Group)</p> <p>CoC Board Faith Based Provider – Will discuss candidates at the next meeting.</p>

<b>AGENDA ITEM</b>	Membership Subcommittee Report on Upcoming Topics
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	Due to time constraints, agenda item was not discussed.

<b>AGENDA ITEM</b>	Board Member Survey
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	Nicole will work with Chantelle to craft a Board Member Survey based on the prior survey this group created.

<b>AGENDA ITEM</b>	Meeting Debrief - What went well today? What do we want to do differently next time?
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	Due to time constraints, agenda item was not discussed.

<b>AGENDA ITEM</b>	Adjourn
<b>SUMMARY OF SIGNIFICANT OUTCOMES (MOTIONS, DECISIONS)</b>	Sherri made a motion to adjourn, it was seconded by Robret, meeting adjourned.