

## UPSTATE CONTINUUM OF CARE GOVERNANCE CHARTER

### ARTICLE I:

#### NAME OF ORGANIZATION, PURPOSE, AND MISSION

##### **Section 1.1**

The name of the organization shall be the Upstate Continuum of Care, hereafter referred to as the “CoC.”

The CoC is the body that complies with the requirements for the U.S. Department of Housing and Urban Development’s annual CoC funding program, and, by and through its Collaborative Applicant, that applies for said funding program for the geographic area.

The CoC is involved in providing input as to how best to use Emergency Solutions Grant (ESG) funds to the Upstate. The CoC also provides important input and data to local and state government Consolidated Plans on the issue of homelessness.

The CoC informs community leaders and the public on the state of homelessness in our area by contributing to the annual SC State of Homelessness Report, which includes results from the most recent Point-in-Time Count and annualized data from the Homeless Management Information System.

The CoC hosts a minimum of two meetings each year to educate CoC members and the general public on the issue of homelessness, to offer solutions to address homelessness in our area, and to broaden the skill set of partner organizations.

##### **Section 1.2**

The mission of the Upstate CoC is to end homelessness within our geographic jurisdiction and to encourage the community at large to assist in eliminating homelessness by providing equal access to affordable housing, adequate healthcare, employment, education, and other services.

### ARTICLE II

#### CoC OFFICES AND SERVICE AREA

##### **Section 2.1**

The known place of business of the CoC (hereinafter the “principal office”) shall be at the Corporate offices of United Housing Connections located in Greenville, South Carolina. The Advisory Council is hereby granted full power to change the principal office from one location to another within the CoC’s geographic area.

##### **Section 2.2**

The geographic area of the CoC includes the counties of Abbeville, Anderson,

Cherokee, Edgefield, Greenville, Greenwood, Laurens, McCormick, Oconee, Pickens, Saluda, Spartanburg, and Union, and the cities of Greenville, Anderson, and Spartanburg.

## **ARTICLE III**

### **CoC PARTICIPATION**

#### **Section 3.1**

Participation within the Upstate CoC is not restricted in any manner. Participation is open to representatives or relevant organizations within the geographic area, including but not limited to 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, funders and organizations that serve veterans, youth and homeless and persons who are experiencing or have experienced homelessness.

#### **Section 3.2**

To participate in and/or receive voting rights, services, and other benefits through the CoC, a member, organization/agency, or individual must attend a minimum of seventy-five percent (75%) of scheduled CoC Advisory Council meetings during the prior twelve months and pay membership dues according to their chapter (if applicable). Any organization or agency will only be allowed one vote on any voting matter.

#### **Section 3.3**

There will be two classes of members of the CoC, individual and organizational membership.

Individual members will represent themselves and not any particular organizations or group. Individual members not associated with an agency have one vote to cast in any matters that require a vote.

Organizational memberships are open to any organization within the CoC geographic area. Organizational members are voting members of the CoC. Two members of the organization shall be identified by the organization as members of the CoC. Organizations have one vote to cast in any matters that require a vote.

#### **Section 3.4**

At least annually, CoC will make a public invitation for new members to join. However, organizations that wish to learn more about CoC activities are strongly encouraged to attend Chapter and Advisory Council meetings regardless of whether they are a voting member of the CoC Advisory Council or not.

**ARTICLE IV**

**CHAPTERS**

**Section 4.1**

Chapters shall be composed of representatives of organizations and individuals in the geographic area which represent their area of work, concern, or residence, and of at-large members. No member shall hold membership in more than one such chapter. Each chapter as defined in Section 4.2 *infra* may collect dues according to their respective by-laws from individuals and/or organizations.

**Section 4.2**

There shall be four chapters divided by geographic area:

**Greenville Chapter**—Greenville and Laurens counties

**C-U-S**—Cherokee, Union, and Spartanburg Counties

**Tri-county**—Anderson, Oconee, and Pickens Counties

**GAMES**—Greenwood, Abbeville, McCormick, Edgefield, and Saluda Counties

**Section 4.3**

Each chapter shall elect, appoint or select leadership to convene and lead the meetings and to keep accurate records. Records of attendance and meeting notes must be kept for each Chapter meeting.

**Section 4.4**

Participation in the chapters shall follow Article 3 *supra*.

**Section 4.5**

Each chapter will determine the number of times it will meet each year. However, it must meet at least quarterly.

**ARTICLE V**

**COC ADVISORY COUNCIL**

**Section 5.1**

The affairs of the CoC shall be managed by its Board, hereinafter referred to as the “Advisory Council” and the Advisory Council shall act on behalf of the CoC.

**Section 5.2**

The Advisory Council must be representative of relevant organizations and of projects serving subpopulations and shall include at least one person who is experiencing or has experienced homelessness. The Advisory Council can and may elect at large members to participate in voting matters.

**Section 5.3**

The number of Advisory Council voting members shall be between five (5) and twenty-seven (27) members and may be changed subsequently by a two-thirds vote of the Advisory Council. The term of office for any Advisory Council member is two years. Advisory Council members may serve multiple, consecutive terms.

**Section 5.4**

Each Chapter shall nominate and elect four (4) members to serve on the Advisory Council. The sitting members of the Advisory Council may nominate and elect additional members, not to exceed twenty-seven (27) members. All elections shall be determined by a majority vote of all present. All elections shall take place at the annual meeting which will be the meeting held in March or at such other time as agreed upon by the sitting members of the Advisory Council, provided that prior notice is given. Said notice shall comply with the requirements of Section 8.6, *infra*.

**Section 5.5**

Members or participants shall not receive compensation for their services on the Advisory Council and/or as members of committees.

**Section 5.6**

The Collaborative Applicant will be appointed an at large voting member.

**Section 5.7**

Meetings are open to the public and organizations wishing to learn more about CoC activities and funding opportunities are strongly encouraged to attend CoC Advisory, Chapter and Bi-Annual meetings.

**ARTICLE VI**

**OFFICERS**

**Section 6.1**

The non-voting chairperson shall be the Executive Director / CEO of the Collaborative Applicant. The Advisory Council may elect a president, a vice-president, and a secretary. The Collaborative Applicant will be appointed an at-large voting member. With the exception of the initial officers, officers shall be elected at the annual meeting held in March of each year. All officers shall serve at the pleasure of the Advisory Council for a term of one year. The Advisory Council may create such other offices as it may determine and appoint officers to fill such offices, fill vacancies in any office; delegate to one or more officers any of the duties of any officer or officers; and prescribe the duties of any officer.

**Section 6.2**

The chairperson, president, vice-president, and secretary shall, along with one Advisory Council member, make up the executive committee. When the Advisory Council is not

in session, the executive committee shall have and may exercise all the powers of the Advisory Council with reference to the conduct of the business of the CoC.

**Section 6.3**

All Officers must be participants in good standing and actively involved in CoC and/or Chapter activities for at least one year prior to nomination to the Advisory Council.

**ARTICLE VII**

**OPERATING YEAR**

**Section 7.1**

The operating year of the CoC shall be March through February.

**ARTICLE VIII**

**MEETINGS**

**Section 8.1**

The Advisory Council shall hold a regular monthly meeting. An agenda shall be prepared and circulated prior to each meeting.

**Section 8.2**

Special meetings of the Advisory Council may be called by the chairperson, or, in his/her absence or incapacity, by the president. Upon written request by any three Advisory Council members, or when ordered to do so by the executive committee, the secretary shall provide notification to members of the Advisory Council of special meetings of the Advisory Council.

**Section 8.3**

All meetings of the Advisory Council shall require a quorum of a simple majority of the total number of members in order to vote.

**Section 8.4**

Regular meetings of the executive committee may be held without call or notice at such times and places as the executive committee from time to time may fix. Other meetings of the executive committee may be called by any member thereof either by oral, electronic, or written notice not later than one (1) day prior to the date set for such meeting.

**Section 8.5**

At any meeting of the executive committee as defined in Section 6.2 *supra*, three members shall constitute a quorum. Any action of the executive committee must be authorized by the affirmative vote of a majority of the members present in which the Chair of the CoC Advisory Council will have a vote. At any meeting concerning a

voting matter held by the executive committee, said matters shall be presented at the subsequent Advisory Council meeting.

**Section 8.6**

There shall be at least two meetings of the general membership of the CoC annually, with published agenda of the meeting provided. Except as otherwise provided, written notice of each meeting of the members, annual or special, stating the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each member entitled to attend such meeting. Chapter leadership will be responsible for inviting members of their chapter to each of these meetings.

**Section 8.7**

The secretary shall keep the minutes of the meetings of the Advisory Council, the executive committee and general membership and cause them to be recorded in a book kept at a designated location for that purpose. The minutes shall be presented to the Advisory Council for approval at its next regularly scheduled meeting.

**ARTICLE IX**

**AMENDMENTS**

**Section 9.1**

These rules of governing may be altered or amended by the Advisory Council at any meeting, with a fifteen (15) day notification, by a two-thirds vote of the members of the Advisory Council. Amendments should be consistent with the CoC Program Interim Rule, 24 CFR 578, and other HUD rules and regulations. Amendments must be submitted to each chapter for information and recommendations at least fifteen (15) days prior to being voted upon.

**ARTICLE X**

**STANDING COMMITTEES**

**Section 10.1**

The following standing committees will be established and have the following responsibilities:

**Monitoring Committee:**

- a. Consult with recipients and subrecipients to establish performance targets appropriate for population and program type, monitor recipient and subrecipient performance, evaluate outcomes, and take action against poor performers;
- b. Evaluate outcomes of projects funded under the Emergency Solutions

- Grants program and Continuum of Care Program as needed or necessary.
- c. Report findings to other committees as needed.

HMIS Committee

- a. Maintain, review, revise, and approve HMIS privacy plan, security plan, and data quality plan for the HMIS annually;
- b. Ensure consistent participation of recipients and subrecipients in the HMIS; and
- c. Ensure the HMIS is administered in compliance with requirements prescribed by HUD.
- d. Lead effort to develop annual Point-in-Time and HMIS reports on demographics and trends of homelessness in the CoC.
- e. Report findings to other committees as needed.

Program Committee –

- a. Operate a Coordinated Entry System (CES) that provides an initial, comprehensive assessment of the housing needs of individuals and families experiencing homelessness.
- b. Conduct an annual evaluation of the CES process and outcomes
- c. Annually review, revise, and approve a specified policy to guide the operation of the centralized or coordinated assessment system on how the system will address the needs of individuals and families who are fleeing, or attempting to flee, domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from nonvictim service providers.
- d. Ensure the system complies with any requirements established by HUD by Notice.
- e. Review, revise, and consistently follow written standards for providing CoC assistance, which must include at minimum:
  1. Policies and procedures for evaluating eligibility of individuals and families experiencing homelessness for assistance under this part;
  2. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
  3. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance;
  4. Policies and procedures for determining and prioritizing which individuals and families will receive permanent support housing assistance;
  5. Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance.
- f. Report findings to other committees as needed.

Planning Committee – Develop a strategic plan that includes:

- a. Coordinate the implementation of a housing and service system within the geographic area that meets the needs of the homeless individuals and families. At minimum, the plan must include outreach, engagement and assessment, shelter, housing and support services, and prevention strategies;
- b. Review an annual gaps analysis of the homeless needs and services available within the geographic area;
- c. Provide information required to complete the Consolidated Plan(s) within the geographic area;
- d. Organize semiannual CoC wide training meetings
- e. Report findings to other committees as needed.

Grants Committee –

- a. Review and approve grant applications submitted by organizations applying for CoC funds.
- b. Consult with state and local Emergency Solutions Grants program recipients within the geographic area on the plan for allocating program funds and reporting on and evaluating the performance of recipients and subrecipients.
- c. In response to the annual CoC NOFA, the grants committee must:
  1. Design, operate, and follow a collaborative process for developing applications and approving the submission of applications;
  2. Establish funding priorities;
  3. Determine if one or more applications will be submitted for projects.
  4. Develop Rating and Ranking procedures for submitted projects.
- d. Report findings to other committees as needed.

**Section 10.2**

The Advisory Council may establish other committees as it sees fit. The Council Chair will ensure that requisite committees as required by the CoC Program Interim Rule, 24 CFR 578, or other HUD rules and regulations, are established and operational.

**Section 10.3**

The Chair of the Advisory Council shall appoint committee chairs; the Advisory Council Chair may also appoint council members to serve on each committee. Committee chairs shall serve at the pleasure of the council chair. If the Advisory Council Chair has not made committee selections, Committee chairs will select members to the committee they chair.

**Section 10.4**

Each committee will develop its own charter of duties consistent with the duties outlined herein. Each committee charter of duties shall be reviewed by the Executive Advisory Council and upon approval, shall be submitted to the Advisory Council as a whole for final ratification.

**Section 10.5**

Records of attendance and meeting notes must be kept for each Committee meeting.

**ARTICLE XI**

**COLLABORATIVE APPLICANT**

**Section 11.1**

The CoC designates United Housing Connections as the Collaborative Applicant as defined by the CoC Program Interim Rule, 24 CFR § 578 and delegates all responsibilities associated with this role and consistent with 24 CFR §578 to United Housing Connections.

**Section 11.2**

The Collaborative Applicant must be familiar with the HUD CoC funding criteria, must possess the experience of working with HUD in the CoC program, have the requisite accounting and staff capacity to provide leadership to the Advisory Council and be familiar with the leadership of each of the Chapters.

**Section 11.3**

The duty of the Collaborative Applicant is to keep the Advisory Council informed of the provisions of the McKinney-Vento Homeless Assistance Act as amended by the HEARTH Act and the regulatory and procedural requirements for administration of CoC programs and applications. The Collaborative Applicant will submit the annual consolidated application to HUD in a timely manner.

**Section 11.4**

The Advisory Council shall approve a Memorandum of Agreement with the Collaborative Applicant. The Memorandum of Agreement will remain in force, subject to amendment, until the Collaborative Applicant is changed.

**ARTICLE XII**

**HMIS LEAD**

**Section 12.1**

The CoC designates United Housing Connections as the HMIS Lead as defined by the CoC Program Interim Rule, 24 CFR §578 and delegates all responsibilities associated with this role and consistent with 24 CFR § 578 to United Housing Connections. United Housing Connections shall manage the Continuum's HMIS.

**Section 12.2**

There shall be one single HMIS for the geographic area.

**Section 12.3**

The HMIS Lead shall be responsible for planning for and conducting at least once a year, a point-in-time count of homeless persons within the geographic area that meets the following requirements of 24 CFR §578.7c(2).

**ARTICLE XIII**

**COMPLIANCE**

**Section 13.1**

The Advisory Council will ensure that the CoC remains in compliance with standards identified in the HEARTH Act, the CoC program Interim Rule, and any other rule or regulation concerning CoC responsibilities. With the exception of reports and responsibilities delegated, in writing, to a committee or specific organization, the Advisory Council shall prepare appropriate documents that are reviewed on an annual basis, including but not limited to, CoC counts, ESG engagement, and program admission standards.

**ARTICLE XIV**

**CONFLICTS OF INTEREST**

**Section 14.1**

No CoC Advisory Council member or committee 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.

**Section 14.2**

- a. Interested person.** Any Advisory Council member, director, principal officer, or member of a committee with governing Advisory Council delegated powers, who has a direct or indirect financial interest, as defined *infra*, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - 1. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
  - 2. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
  - 3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. As provided herein, a person who has a financial interest may have a conflict of interest only if the appropriate governing Advisory Council or committee decides that a conflict of interest exists.

**Section 14.3**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Advisory Council delegated powers considering the proposed transaction or arrangement.

**Section 14.4**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Advisory Council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Advisory Council or committee members shall decide if a conflict of interest exists.

**Section 14.5**

An interested person may make a presentation at the governing Advisory Council or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Advisory Council or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Advisory Council or committee shall determine whether the CoC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Advisory Council or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CoC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the *supra* determination it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 14.6**

If the governing Advisory Council or committee determines a conflict of interest exists and determines to proceed with the transaction, the conflicted member shall immediately recuse himself/herself from any discussions, votes, and courses of action relating to the transaction or arrangement.

**Section 14.7**

If the governing Advisory Council or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Advisory Council or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 14.8**

The minutes of the governing Advisory Council and all committees with Advisory Council delegated shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Advisory Council's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also include the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 14.9**

Each director, principal officer, and member of a committee with governing Advisory Council delegated powers shall annually sign a statement which affirms such person has received a copy of the conflicts of interest policy, has read and understands the policy, and agrees to comply with the policy.

**ARTICLE XV**

**CHARTER AMENDMENT**

**Section 15.1**

This charter may be amended at any time by a two-thirds vote of the members of the Advisory Council. Amendments must be submitted to each chapter for information and recommendations.

**Section 15.2**

Amendments must be circulated among chapters and members of the Advisory Council at least fifteen (15) days prior to being voted upon.

**ARTICLE XVI**

**CHARTER REVIEW**

**Section 16.1**

In consultation with the Collaborative Applicant and HMIS Lead, this charter shall be reviewed and updated annually.