

**FRESNO MADERA CONTINUUM OF CARE**  
**BYLAWS/GOVERNANCE CHARTER**



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## Article I. Overview

**Section 1. Name.** The name of this organization is the Fresno Madera Continuum of Care (FMCoC or the “CoC”). This organization is an unincorporated association.

**Section 2. Purpose.** The FMCoC has been formed to carry out the responsibilities required under the Department of Housing and Urban Development (HUD) regulations, set forth at 24 C.F.R. Section 578. The purpose of the FMCoC is to coordinate services in the most efficient manner for people who are experiencing homelessness, who have experienced homelessness, or who are at risk of experiencing homelessness by providing them with access to housing and supportive services, including educational opportunities, physical and behavioral health care, employment training, and life skills development. The FMCoC is dedicated to increasing community awareness of homeless people and their problems; and the development and implementation of strategies to create permanent solutions to homelessness in the community.

### Section 3. Methods.

**Operating a CoC.** To accomplish its purpose, the FMCoC promotes best practices, conducts trainings, facilitates the development of a Coordinated Entry System and Homeless Management Information System, monitors performance, advocates for evidence-based practices in local housing policy, and prepares an annual Collaborative Application to HUD that reflects the community’s priorities for housing and homeless services. Additionally, per the requirements of the [Interim Rule Section 578.7](#), the CoC will:

- Develop, follow and update this Governance Charter annually, which will include all policies and procedures needed to comply with HUD and HMIS requirements, including a code of conduct/conflict of interest and recusal policy for the FMCoC Board, its chair(s) and any person acting on behalf of the Board;
- Review and update the Governance Charter policy to select a CoC Board at least once every 5 years;
- Send an invitation at least annually to the public soliciting invitations for new membership. This should include: (i) ensured effective communication with individuals with disabilities, including the availability of accessible electronic formats, (ii) outreach to ensure persons experiencing homelessness or formerly homeless persons are encouraged to join the CoC, and (iii) invitations to organizations serving culturally specific communities experiencing homelessness in the geographic area to address equity (e.g., Black, Latino, Indigenous, other People of Color, persons with disabilities));
- Hold CoC General Membership meetings no less than semi-annually;
- Coordinate with the Emergency Solutions Grant (ESG) program administrators to conduct an initial assessment of the needs of those experiencing homelessness within Fresno and Madera Counties. This initial assessment shall be updated annually with a

gaps analysis that compares available housing and services in Fresno and Madera Counties with the need.

- Implement Written Standards for providing CoC and ESG assistance;
- Coordinate with state and local Emergency Solutions Grant (ESG) program recipients and monitor the performance and outcomes of CoC and ESG recipients and subrecipients by project type to ensure effective service delivery;
- Report the outcomes of CoC and ESG projects to HUD annually through the CoC application process;
- Continue to implement the emergency transfer plan in the Written Standards.
- Continue to operate a Coordinated Entry System and review and update Coordinated Entry System policies and procedures;
- Provide information required to complete the Consolidated Plan(s) within the CoC's geographic area.

**Homeless Management Information System (HMIS).** The Fresno Madera Continuum of Care must designate a single HMIS for FMCoC and an eligible applicant to serve as the CoC's HMIS Lead Agency. The FMCoC Lead Agency must:

- Implement HMIS, including designating a single HMIS
- Review, revise, and approve a CoC HMIS data privacy plan, data security plan, data quality plan, and HMIS Policies and Procedures
- Ensure that the HMIS is administered in compliance with HUD requirements
- Ensure consistent participation by HUD Homeless Assistance Grants projects in the HMIS, and actively encourage non-HUD funded programs to participate
- Ensure compliance with VAWA and required HMIS-parallel data collection by domestic violence providers maintain appropriate, isolated data, and report congregate information as required and allowed within law.
- Attend CoC Board and General Membership meetings to provide updates.

**Coordinated Entry Policies.** The CoC has established a Coordinated Entry System (CES) in compliance with HCD ESG regulations, 25 CCR 8409; HUD Coordinated Entry Notices CPD-17-01 and CPD-16-11; VAWA Reauthorization Act of 2013; and the CoC Program Interim Rule, 24 CFR Part 578. All CoC- and ESG-funded programs are committed to implementing this system. Other federal, state, and local funding sources, as well as all funding sources that are administered or provided go through the CoC, also mandate participation in the Coordinated Entry System. All projects mandated to participate in the Coordinated Entry System by their funding source must follow the Coordinated Entry policies and procedures. All other providers participating in the coordinated entry process shall also follow those policies and procedures. The CoC's CES Committee is the designated Policy Oversight Entity for the CoC and is responsible for updating the CES policies and procedures (recommending policy additions and changes to the CoC) and for ongoing CES monitoring and implementation oversight (including oversight of the annual CES Evaluation Implementation work). The Coordinated Entry System promotes comprehensive and coordinated access to assistance regardless of where an individual or family is located within the CoC service area and uses a standardized assessment tool that ensures that the

**Commented [MS2]:** From HUD's Data and CES Mgmt Guide: Ongoing implementation oversight is usually done by the CoC Board, a CoC committee, or other governing body designated by the CoC. In many cases, the oversight entity is the coordinated entry planning group—its focus shifted to monitoring operations and reviewing and recommending policy additions and changes to the CoC. If the oversight entity will not be the CoC Board or a CoC committee, that entity's authority, membership, leadership, and connection to the CoC should be formalized and documented in the CoC's governance charter. Establishing its connection to the CoC is important because the CoC is responsible for developing and implementing coordinated entry.

community prioritizes assistance for people with the most urgent and severe needs and to those who have been homeless for the longest period of time.

**Coordinated Entry Management Entity.** The CoC’s CES Management Entity will implement and carry out the day-to-day operation of the CES on behalf of the CoC. The Management Entity has formal authority granted by the CoC to compel all providers included in coordinated entry to meet the expectations, standards, and responsibilities set for them by the CoC through the CES Committee. The CES Management Entity reports its outcomes to the CoC monthly at CoC meetings, and communicates about policy issues with the CoC’s CES Committee. The CoC is the final approver of CES Committee-approved CES policies and procedures. The CES Management Entity will defer to the CoC’s CES policies and procedures when working with agencies that are not following coordinated entry protocols. If CES-mandated agencies continue to not utilize the CES or to not follow CES protocols, the CES Management Entity should bring this to the attention of the CoC Committee Leadership, as well as a compliance recommendation. As needed, the CES Committee Leadership may elevate agency-level CES compliance issues to the CoC Board for review. The CES Management Entity should be regularly evaluated by the CoC’s CES Committee, and must be evaluated at least annually during the CoC’s CES Evaluation. The CES Management Entity should be available to attend CoC Board and General Membership meetings to provide updates.

**Commented [MS3]:** From HUD’s CES Data and Management Guide: The CoC must ensure that the management entity has the formal authority to compel all providers included in coordinated entry to meet the expectations, standards, and responsibilities set for them by the CoC. If this authority is not inherent in the entity’s position in the CoC, it must be explicitly conferred through a Memorandum of Understanding (MOU) or other document that outlines the management role and responsibilities, with that authority explicitly documented in the CoC’s governance charter or other similar documentation.

**Section 4. Dual Government.** The FMCoC’s Board of Directors sets the agenda for the CoC General Membership meetings and must review substantive items of business prior to an action item being placed on the CoC General Membership agenda for a vote. A majority vote of the Membership is required to approve all substantive items of business. Removal of Directors, scheduling of Board Meetings, and other affairs that are internal to the Board of Directors do not require approval from the General Membership.

**Section 5. Membership.** Most Members of the FMCoC are government agencies or non-profit entities. When an agency joins the FMCoC, the agency’s Membership belongs to the agency as a whole. The agency will be asked to nominate one particular person as that agency’s Member, who will attend meetings and vote on behalf of the agency. By contrast, when an individual joins the FMCoC, the individual is the Member, and the individual has the right to vote and attend meetings. Members who join as individuals do not have Alternates.

**Section 6. Electronic Communications.** All communications that this Governance Charter requires to be made “in writing” can be made by e-mail.

**Section 7. Record Keeping.** Per the Interim Rule, the CoC shall record and collect 5 years’ worth of evidence that:

- i. The CoC Board meets all requirements of 24 CFR 578.5(b), including meeting agendas, minutes, the Governance Charter, Written Standards/policies and procedures, and all required updates and notices; and

- ii. The Collaborative Applicant documents and collects evidence that the CoC prepared the application for funds as required, including the designation of the eligible applicant as the Collaborative Applicant; and
- iii. The CoC designated a single HMIS for the CoC, and monitored reports of recipients and subrecipients; and
- iv. The Collaborative Applicant documents and collects evidence of use of planning funds for eligible costs and other grants management documentation; and
- v. The process for selecting a Board is reviewed at least every five years and the CoC has updated its Governance Charter annually.

## Article II. General Membership

**Section 1. Who is Eligible to Become a Member.** Each of the following types of entities is eligible to become a Member of the FMCoC if the entity's work is geographically connected to part or all of Fresno County and/or Madera County:

- Non-profit homeless assistance providers
- CoC and non-CoC funded Victim Service Providers (including agencies serving survivors of human trafficking, DV- Advocates)
- Faith-based organizations
- Local government agencies
- Local businesses
- Advocates<sup>7</sup>
- Disability, Mental Health, and Substance Abuse Service Organizations and Advocates
- Public housing agencies
- CoC and non-CoC funded Youth Homeless Organizations, Advocates, and Youth Service Providers
- Local school districts, school administrators/Homeless Liaisons
- Street Outreach teams
- Social service providers
- Mental health agencies
- Hospitals
- Universities
- Local jails
- Indian Tribes and Tribally Designated Housing Entities (Tribal Organizations)
- Affordable housing developers
- Law enforcement agencies and EMS/Crisis Response Teams
- Lesbian, Gay, Bisexual, Transgender Advocates and Service Organizations
- Organizations that serve veterans
- Agencies receiving local ESG funding
- CDBG/HOME/ESG Entitlement Jurisdiction
- A legitimate consortium recognized by the FMCoC Board as a formal organized group that is addressing homelessness in the region
- The FMCoC HMIS Lead agency, if not otherwise included above

In addition, **a person who is experiencing homeless or who was formerly homeless is eligible to become a Member of the FMCoC in their individual capacity**, even if they are not otherwise involved with an agency.

**Section 2. How to Become a Member.** An eligible entity or person may become a Member of the FMCoC by filling out a [membership application](#) and paying financial dues. The Membership Application must include the name and contact information for the Voting Member and for the Alternate Member (if any). Members may not cast any votes and are bypassed for purposes of quorum until their application has been reviewed ~~and approved by~~ the FMCoC Secretary and/or Treasurer ~~and they have been added to the CoC membership list for roll call.~~ If there is an issue with the application or it is denied, the Secretary and/or Treasurer will ordinarily approve or deny each application notify applicants of this within three weeks of receiving it, as well as the reason for the denial. The Secretary and/or Treasurer may ask to see the proof of eligibility outlined in Section 1 above before enrolling a new Member. All potential CoC Members must agree to follow the CoC's Code of Conduct and Conflict of Interest policy outlined in Attachment B.

**Section 3. Obligations of Membership.** To remain in good standing, each Member must pay annual dues, regularly attend meetings, complete any required trainings, be compliant with the Code of Conduct and Conflict of Interest policy outlined in Attachment B, and contribute to the work of the FMCoC, as set forth in more detail immediately below.

Dues must be paid in the amount and by the deadline set by the FMCoC Board of Directors. Dues are determined by organization size, type of organization (including individual and government memberships), and annual budget. The Board of Directors may approve hardship waivers and/or payment of in-kind dues for Members who may not have the ability to pay in cash. A hardship waiver and/or request for payment of in-kind dues should be emailed to the Chair and Treasurer for consideration using the general FMCoC email address listed on the website. Special consideration for hardship waivers will be given to (i) Organizations led by and serving Black, Brown, Indigenous and other People of Color, (ii) Organizations led by and serving LGBTQ persons, (iii) Organizations led by and serving people with disabilities. Current or formerly homeless (within the past 7 years) individuals who may not have the ability to pay in cash for dues do not need to request a hardship waiver; they just need to indicate their homeless or formerly homeless status on the membership application.

During the first year in which a Member joins the FMCoC, that Member's dues will be pro-rated based on the time of year when the Member joined. Memberships expire December 31 of the current calendar year. Dues are prorated based on the following schedule for first time members:

January – March 31: 100% of fees  
April – June 30: 75% of fees  
July – September 30: 50% of fees  
October – December 31: 25% fees

However, in subsequent years, or if a Member frequently leaves and re-joins the FMCoC, the Member's dues will not be pro-rated. For existing Members, each year the membership application must be received by the CoC Secretary and/or Treasurer by January 1 of the current

membership year and all dues must be paid by March 1 of that same calendar year, unless a separate arrangement has been made with the Treasurer.

Each Member or Alternate Member should not miss more than three (3) regularly scheduled FMCoC General Membership meetings in a calendar year, and must maintain current contact information on file with the FMCoC Secretary for their Voting Member and Alternate Member (if any). The Chair, Vice Chair, and Secretary, by consensus, may excuse a Member's absence from a General Meeting if it determines that extreme circumstances prevented the Member from attending. When it's the Chair, Vice Chair, or Secretary requesting an excused absence then the Treasurer will be included in the determination. Requests for excused absences should be submitted to the Chair, Vice Chair, and Secretary in writing over email.

The CoC's training policies are outlined in the CoC's Learning Management System Manual. To be considered in good standing, CoC members must be current with their required trainings as per the Bridge Learning Management System compliance reports.

Commented [MS4]: Link to this Manual once it is available.

In addition, each Member is expected to take on some share of the work of supporting the CoC. To be considered in good standing, CoC-funded entities are required to participate in the Point-in-Time Count (PIT Count). Additionally, CoC members that are mandated to use the Coordinated Entry System by their funding source are required to send a representative to participate in the Coordinated Entry System Standing Committee meetings. Other ways Members can support the CoC could take the form of serving as a Director, serving on a Standing Committee or Workgroup, advocating on behalf of CoC policies in state or local government, or conducting relevant trainings for the benefit of other agencies. A Member who has not performed any of these tasks in the past year may be asked by the Chair to assist with a specific task. Members who have not contributed to the work of the CoC may lose points in competitions for funding organized by the CoC. In extreme cases, a Member who repeatedly fails to assist with the work of the CoC after multiple opportunities and warnings may have their membership suspended by a majority vote of the Board of Directors.

**Section 4. Rights of Membership.** Members in good standing will be eligible to receive FMCoC participant letters confirming their role in the CoC-coordinated regional efforts, letters of support for funding applications (if approved through the Letter of Support policy below), will be eligible to participate in CoC-facilitated trainings, will receive notices of CoC activities, may join the FMCoC listserv, may be eligible to apply for local, state, and federal funding that is distributed through the CoC, and will be entitled to cast one vote per Member in General Membership meetings and elections.

**Voting:** CoC Members will vote through their Voting Member, or, if the Voting Member is not available, by one Alternate Member. The Voting Member and Alternate Member are named in the annual application to the CoC. If the Voting Member or Alternate Member must be changed after the application is submitted, the new Voting Member or Alternate Member must be named, in writing to the CoC Secretary and Chair with a CC to the CoC's general email address listed on the website, 3 business days in advance of the start of any vote or meeting. If both



Voting and Alternate Members of an agency are unavailable, then the agency may not vote at that meeting.

**Participant Letters:** To request a FMCoC participant letter, a CoC Member must submit a request for the letter to the CoC Secretary, [Vice Chair](#), and Chair, no later than 5 business days before the signed letter is due back to the Member.

**Letters of Support:** the FMCoC is committed to fostering collaboration with agencies working to address homelessness by providing housing and/or services to individuals or families who are experiencing homelessness or at-risk of homelessness within the FMCoC's geographic area of Fresno and Madera Counties. Therefore, upon request, the FMCoC may provide Letters of Support for CoC Members in Good Standing working within the FMCoC that are responding to local, state, and federal Requests for Proposal to address homelessness. Organizations seeking FMCoC Letters of Support should demonstrate, as described below, how their proposed project is aligned with the FMCoC's mission to develop, promote, and implement strategies to end homelessness.

All requests for Letters of Support must be for projects that align with the local CoC, State and Federal priorities and policies, with commitment to implementation of best practices. Best practices include, but are not limited to, participating in the Homeless Management Information System (HMIS), the Coordinated Entry System, and utilizing Housing First practices.

**Letters of support should not be requested for Requests for Proposal being administered by the CoC (through an Administrative Entity for the CoC or through the Collaborative Applicant for the CoC).** Local CoC policies, Governance, and Written Standards for projects are available for review on the CoC website.

To ensure a consistent and transparent process for the provision of Letters of Support, the CoC has established the following procedure outlined below:

The CoC Officers (Chair, Vice Chair, and Secretary) have been authorized by the FMCoC to:

- Receive the requested Letter of Support
- Review submitted materials for Letter of Support
- Produce the Letter of Support on the CoC letterhead, signed by the CoC Chair or Vice Chair

Process to Request a Letter of Support:

1. All requests for Letters of Support from the CoC shall be emailed to the CoC Chair, Vice Chair, and Secretary. Requests for Letters of Support may only be made by CoC Members in Good Standing and funding must be for use within the geographic boundaries of the FMCoC.
2. Requests should be submitted no later than 10 business days before the grant application is due to ensure adequate response time. If this deadline cannot be met, an explanation as to an emergency request should be included.

3. The following information must be included in the request:
  - a. Email:
    - i. Contact information for a response,
    - ii. Whether the agency requesting the Letter of Support is a CoC Member in Good Standing,
    - iii. Where the services/housing/funding will be offered/used (geographic locations),
    - iv. Date the Letter of Support is needed, the name of funding opportunity, and the total dollars being requested,
    - v. Whether the agency currently utilizes or will utilize the Coordinated Entry System for project referrals,
    - vi. Whether the agency currently utilizes or will utilize the HMIS or a comparable database,
    - vii. Whether the proposed project will be Housing First, and
    - viii. Whether this is a renewal grant that has previously been awarded a Letter of Support from the CoC.
  - b. Draft Letter of Support (**the template is included [HERE](#) as a hyperlink and included below as Attachment A**) that should, at a minimum, include:
    - i. Name of the organization making the request and the funding opportunity
    - ii. Project description and objective
    - iii. Target population and geographic area
4. The Officers will review the request and contact the agency requesting the Letter of Support if further information is needed.
5. If approved by a majority of the reviewing Officers, the Chair or Vice Chair will sign the Letter of Support on CoC letterhead and return it to the agency. The signed letter will be added to the meeting packet at the next CoC Board and General Membership meetings.
6. If the request does not receive approval, an Officer will notify the requesting agency of the decision.
  - a. There are certain conditions in which a Letter of Support may not be given. The following are examples of why a request may be denied:
    - i. If a request is made less than ten business days before the grant application due date.
    - ii. If the agency has lost funding through the CoC or ESG programs for poor performance.
    - iii. If the project is for a population with which the CoC has no experience/is not a project related to homelessness.
    - iv. If the agency refuses to adhere to CoC, State, and/or Federal policies, standards, and best practices.

## Section 5. Preparing Applications for Funds.

**HUD CoC Funds:** The FMCoC shall design, operate, and follow a collaborative process for the development of a CoC application to HUD. [The Department of Housing and Urban Development](#)

(HUD) requires each Continuum of Care (CoC) to designate a Collaborative Applicant. The Collaborative Applicant is<sup>1</sup> the eligible applicant designated by the Continuum of Care (CoC) to collect and submit the CoC Registration, CoC Consolidated Application (which includes the CoC Application and CoC Priority Listing), and apply for CoC planning funds on behalf of the CoC during the CoC Program Competition.

As needed, the CoC Board has the authority to initiate a Collaborative Applicant performance review of the current Collaborative Applicant, and determine whether it will change the Collaborative Applicant or continue to designate the current Collaborative Applicant. That decision will be made and voted on at a CoC Board meeting.

If the Board decides to complete this performance review, the CoC Board will do the following:

- Form a workgroup made up of non-conflicted CoC Board members to lead the performance review, which will include the following at minimum:
  - Review MOU between the CoC and Collaborative Applicant and status of agreed upon work,
  - Review CoC staffing and associated performance,
  - Review status and outcomes of project monitoring and performance evaluation outcomes,
  - Review timeliness of submissions of the CoC NOFO and other reports to HUD.
- The designated workgroup will present the results of the Collaborative Applicant performance to the CoC Board for consideration, along with a recommendation as to whether to continue to designate the existing Collaborative Applicant or procure a new Collaborative Applicant.
- The CoC Board will vote on the recommendation.

If the CoC Board determines that it needs a new Collaborative Applicant, or if the existing Collaborative Applicant decides that it does not want to continue to be the Collaborative Applicant, the CoC Board will:

- Form a workgroup made up of non-conflicted CoC Board members to manage the procurement process.
- Use a Letter of Interest (LOI) to procure a new Collaborative Applicant. The LOI does not need to be posted publicly. When considering what to include in the LOI, the CoC will consider the following:
  - Are they an eligible entity (described below) in good standing with HUD?

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<sup>1</sup> <https://www.hudexchange.info/faqs/2322/what-is-a-collaborative-applicant/>

- Does the entity have the staffing and capacity to perform the responsibilities set forth in the CoC's Governance Charter as the responsibility of the Collaborative Applicant?
- Does the entity have fiscal and grant management procedures in place to administer the CoC planning grant? This Includes: adhering to required internal controls, recordkeeping policies, and timeliness requirements; preparing budgets; ensuring expenses are eligible.
- Will they commit to serving the entire geographic area?
- How will the CoC or entity provide Planning Grant match?
- After the procurement process, the CoC Board Workgroup will make a recommendation to the CoC Board and the CoC Board will vote on the new Collaborative Applicant.
- The CoC and Collaborative Applicant will enter into a Memorandum of Understanding for five years (or shorter if recommended by the CoC Board), and once signed, the designation will be formalized in the Governance Charter during the next round of review and updates.

The FMCoC designates the Housing Authority of the City of Fresno (the "FHA" or the "Collaborative Applicant") as the Collaborative Applicant to collect and combine the required application information from all applicants for HUD CoC funding. If the FHA is unable or unwilling to serve as the Collaborative Applicant, the FMCoC may choose to designate an alternative Collaborative Applicant for HUD CoC funding by formal General Membership majority vote.

**Other Funding:** the FMCoC designates the County of Fresno as the administrative entity to apply for, collect, receive, and distribute all grant funding that is allocated to the CoC, including but not limited to, HCD-granted ESG, Homeless Emergency Aid Program (HEAP), Homeless Housing Assistance and Prevention (HHAP), and any other relevant state or federal funding.

**HMIS Lead Agency and Administrator:** The FMCoC shall designate a single HMIS for the FMCoC and an eligible applicant to serve as the CoC's HMIS Lead Agency. The HMIS Lead Agency selection process will mirror the Collaborative Applicant selection process described above. When possible, the Collaborative Applicant and HMIS Lead Agency should be designated to the same entity.

The FMCoC designates the Housing Authority of the City of Fresno (the "FHA" or the "HMIS Lead Agency") as the HMIS Lead Agency and Administer for the CoC's HMIS.

The FMCoC may choose to designate an alternative administrative entity for a specific grant program for a specific grant year by ~~formal General Membership~~ CoC Board majority vote. However, if no such vote is taken, then the administrative entity for any homeless grant program that would normally be administered by the CoC is designated in advance as the County of Fresno. No specific vote is needed to authorize the County of Fresno to serve as an administrative entity for any grant of funding for homeless housing and/or services; all such grants within the FMCoC are presumed to be delegated to the County of Fresno unless and until the FMCoC explicitly specifies otherwise.

In the event that the FMCoC is likely to lose at least \$1 million in funding as a result of its inability to file grant applications using its standard procedures, the Chair or any three Directors acting together may declare a state of minor emergency. During a minor state of emergency, the Chair or any three Directors acting together may take all action on behalf of the FMCoC as if that action had been approved by both the full Board of Directors and the full General Membership, except that no amendments to this Governance Charter shall be made during any state of emergency and no minor state of emergency shall be extended beyond 15 days.

[Coordinated Entry Management Entity: The FMCoC will designate for the FMCoC and an eligible applicant to serve as the CoC's Coordinated Entry Management Entity. The CES Management Entity selection process will mirror the Collaborative Applicant selection process described above. The FMCoC designates Poverello House as the Coordinated Entry Management Entity.](#)

**Section 6. General Membership Meetings.** The FMCoC General Membership typically meets once per month. The FMCoC Board of Directors will develop a 12-month calendar of regularly scheduled meeting dates, times, and locations, which will be distributed by the FMCoC Secretary using the FMCoC website, the FMCoC listserv, and/or another form of social media at least one month in advance of the first meeting of the year. Meeting minutes, agendas, supporting documents, and any changes to the calendar will likewise be distributed to the Membership as soon as possible. General Membership meetings are open to the public.

The FMCoC Chair or their designee will preside over General Membership meetings. The FMCoC Secretary or the Chair's designee will call attendance at the beginning of each General Membership meeting. Voting Members may answer "present" for their Member agency. Alternate Members may not answer "present," but instead must state their full name so that the Secretary can verify that meetings are being attended by the correct representatives.

**Section 7. Quorum.** A quorum of fifty percent plus one (50% + 1) Member of the CoC shall be present at any regular or specially scheduled meeting in order for the CoC to engage in formal decision making. CoC Members who are conflicted from voting on certain items still count towards quorum for the vote. A CoC General Member is conflicted from voting and should recuse themselves when:

They have an issue-specific conflict of interest, including:

Participation in Contracts: Participating in the selection, award, or administration of a contract for funds if a real or apparent conflict of interest would be involved. Such a conflict would arise when the CoC Member or their Agency (through employment, having an ownership interest in the agency, or having a services compensation relationship with the agency) has a financial or other interest in the individual or agency selected for the award (e.g., the Member's agency is being recommended for funds).

They have a general Conflict of Interest:

A CoC Member or their Agency has a financial interest that compromises or could compromise the Member's independence of judgment in exercising their responsibilities to the CoC.

See Section 8: Conflicts of Interest below for additional information.

**Section 8. Special Meetings.** Special meetings of the General Membership shall be called upon the request of the Chair, ~~Vice Chair, Secretary, or Treasurer a CoC Officer or one-third of the Members~~. Notices of special meetings shall be sent out by the Secretary to the Membership at least 24 hours in advance. Members may attend and record votes at special meetings by phone, an email before the meeting, and/or videoconference. ~~Members may also submit votes by e-mail on business raised at a special meeting if the votes are received by the Secretary within 48 hours after the close of the special meeting, or within such other reasonable time period as may be set by the Chair during the special meeting.~~

At all special meetings where any substantive matter is brought to a vote, the Chair shall arrange to either provide an option for voting by phone or videoconference, or an option for voting by e-mail, or both. If no such option is available, then the vote is not valid.

### **Section 9. Voting Without Calling a Special Meetings**

In lieu of calling a Special Meeting to vote on an urgent item, a majority of the CoC Officers (Chair, Vice Chair, Secretary, and Treasurer) may review and approve a request for a vote over email only. When the CoC Officers send an email with a request for a vote outside of a meeting, the email must be to all CoC Members on the CoC Member listserv and include:

- A summary of what is being voted on, along with any associated written materials for review and approval;
- Instructions about the manner and how to vote (i.e., over email, to vote "yes" or "no", how to abstain (a failure to respond or vote is not an abstention), and who is conflicted from voting and should abstain).
- The timeline for voting, which will be set by the Board of Directors and shall be no less than 24 hours.

**Section 109. Voting.** Each Member receives one vote, and a simple majority vote of all votes cast is required for the Membership's business. A Member who abstains is not considered to have cast a vote.

## Article III. Board of Directors

**Section 1. List of Directors.** The CoC shall establish a Board to act on behalf of the CoC. The Board of Directors shall consist of 10, 11, or 12 Directors, as follows:

- Chair
- Immediate Past-Chair (if not otherwise a Director)
- Vice-Chair
- Secretary
- Treasurer
- Collaborative Applicant (if not otherwise a Director)
- A Regional Representative from the County of Fresno
- A Regional Representative from the County of Madera
- A Regional Representative from the city in the FMCoC's geographic area with the largest total population
- A Regional Representative from the city in the FMCoC's geographic area with the second largest total population
- One (1) Officer at Large
- One Officer at Large that is Homeless or Formerly Homeless (preferably within the past 7 years).

The Immediate Past-Chair position is a non-voting, non-elected, advisory position with a maximum two-year term.

The four Regional Representative positions are held in an institutional capacity and are appointed by the jurisdictions every two years. If one of these Directors leaves their current employer, then the relevant jurisdiction shall promptly appoint a new Director, without the need for elections by the CoC.

The Homeless or Formally Homeless Officer at Large position is appointed by the FMCoC Lived Experience Advisory Board (LEAB) every two years, without the need for elections by the CoC. Unless there are special circumstances, the appointed LEAB member should be the LEAB Chair or the Immediate Past Chair. If the appointed LEAB Officer at Large leaves the LEAB or can no longer serve on the Board, then the LEAB shall promptly appoint a new Director, without the need for elections by the CoC.

The Collaborative Applicant position is appointed by the current Collaborative Applicant every two years. If the person delegated by the Collaborative Applicant to serve as a Director leaves their current employer, then the Collaborative Applicant shall promptly appoint a new Director, without the need for elections.

All other Director positions are held in a personal capacity for two year terms: if a Director leaves their current employer but is still able and willing to discharge all of their responsibilities, then the Director may optionally choose to become a Member of the CoC in their individual

capacity and finish out their term and/or run for re-election. If the Director is unable or unwilling to complete their term, then they may resign, and a special election will be held at the earliest convenient opportunity. Director positions do not have Alternates.

No person or agency may hold more than one Directorship at a time, so when a person or agency is elected to the Chair, Immediate Past Chair, Vice-Chair, Secretary, or Treasurer, then their other Directorship should remain vacant.

**Section 2. Term of Office.** An ordinary term of office for a Director lasts for approximately two (2) years. There is one general election each year. A Director will normally be installed at one election (e.g., April 2022), then hold their seat automatically during the second election (e.g., April 2023), and then either resign or stand for re-election during the third election (e.g., April 2024). There are no term limits; Directors may repeatedly seek re-election if they remain qualified.

If a Director takes office via special election, then the Director's term of office will be less than two years; their term shall run only until the next general election at which their position is scheduled to be voted on (see the below even/odd-numbered years schedule). At that general election, the Director may run for re-election as normal.

Upon the completion of the Chair's term, if the Chair is not re-elected to any other Directorship, then the Chair is entitled to automatically claim a Directorship as the Immediate Past Chair. The Immediate Past Chair is not an elected or voting position. The Immediate Past Chair will serve one full term of 2 years in an advisory capacity to provide continuity to the Board. After the two-year term, the Immediate Past Chair must vacate their seat. If the Immediate Past Chair wishes to remain on the Board of Directors after their two-year term as Immediate Past Chair, they will need to run for and be elected to another office for which they qualify.

During even-numbered years (e.g. 2022, 2024, 2026), elections will be held for the Chair and Secretary. During odd-numbered years (e.g. 2023, 2025, 2027), elections will be held for the Vice-Chair, Treasurer, and Officer at Large. This schedule should be adhered to even if it causes some directors to serve a term that is unusually short or unusually long.

**Section 3. Qualifications for Office.** All Directors must be and remain members in good standing of the FMCoC in order to run for office or maintain their office. In addition, the Vice Chair must have been a member in good standing of the FMCoC for at least two years prior (in their individual capacity, regardless if they have switched agencies during that time) to their election or appointment as Vice Chair. The Chair must have either served as Vice Chair for any period of time, or must have previously served at least one full two-year term as a Director. These qualifications are tracked by the CoC Secretary and/or Treasurer and may be temporarily waived by a two-thirds vote of the General Membership, but only if they determine that there are no viable or willing candidates who meet the qualifications.

**Section 4. Scheduling Elections.** Each year, the Chair shall select a meeting of the General Membership at which to hold an election for the Board of Directors whose terms are



expiring. The meeting should take place on, by or before the April CoC General Membership meeting.

At least 28 days in advance of the meeting, the Chair will announce the date of the election, announce which positions are available to be filled, and invite interested parties to submit applications, which shall be due by the close of business five business days before the elections.

At least 72 hours in advance of the meeting, the Secretary will distribute all valid applications that have been received to the General Membership for their review, and shall announce the correct date, time, and location of the meeting.

**Section 5. Method of Elections.** At the election meeting, there shall be an opportunity for discussion of all applicable candidacies. The current Chair has discretion to determine the length and format of this discussion. Following the discussion, all General Members in good standing (see Article II, Section 3: Obligations of Membership) may cast a vote by secret ballot. The votes shall be counted and the count should be confirmed by two different Directors before being announced. After all elections have been concluded, the newly elected directors will replace outgoing directors and immediately begin their term of service.

**Section 6. Filling Vacancies / Special Elections.** Ordinarily, if one or more Directors' seats become vacant for any reason, the Chair shall call a special election to fill those seat(s). The date, time, method, and location of the special election shall be publicly announced at least 72 hours in advance, each Member will be entitled to one equal vote, and the special elections shall be concluded not more than 60 days after the seat(s) become vacant. Subject to these requirements, the Chair may use any format or method for the special election.

If the Chair's seat becomes empty for any reason, then the Vice-Chair will automatically assume the Chair for the remainder of the former Chair's term, and the Vice-Chair position will be considered vacant. The new Chair will then call a special election as described above.

~~If both the Chair and the Vice-Chair's seats become absent at the same time, then a majority of the remaining Board of Directors shall appoint a new Chair using whatever methods they deem best, and then the new Chair will call a special election as described above. The Vice-Chair position will remain vacant until the special election.~~

**Section 7. Board Meetings.** Ordinarily, meetings of the Board of Directors will be held on a monthly schedule published in advance, with agendas and any scheduling changes distributed to each Director via e-mail. Special meetings of the Board may be called upon the request of the Chair or one-third of the current Directors. Notices of special meetings shall be sent in writing by the Secretary to the Board at least 24 hours in advance. Similarly, the Chair or one-third of the current Directors may call for a special vote on specific topic(s), and may offer the option for votes to be tallied via e-mail. Special votes must be announced in writing by the Secretary to the Board at least 24 hours in advance of when the votes are due. Minutes and agendas from Board Meetings will be made public record through postings on the CoC website, but to preserve the efficiency of the Board as a working body, Board Meetings are not

ordinarily open to the public. The CoC Board may designate non-Member attendees to regularly attend Board Meetings to provide updates to the Board, including the HMIS Lead or Administrator and the CES Management Entity.

### **Section 8. Conflict of Interest and Recusal Process.**

Each Fresno Madera Continuum of Care (FMCoC) Board Director, Member, employee, agent or consultant is expected to uphold certain standards of performance and good conduct and to avoid real or apparent conflicts of interest.

A conflict of interest is a breach of an obligation that has the effect or intention of advancing one's own interest in away detrimental to the organization. Conflicts of interest, and even the appearance of a conflict of interest, must be avoided. Directors are to conduct themselves at all times with the highest ethical standards in a manner which will bear the closest scrutiny. Directors shall report possible conflicts of interest at such time as reasonably possible after the conflict arises and receive guidance from the Board on the issue, including, if necessary, recusal from participating in discussion or voting on a particular matter in which a conflict of interest exists. For any matter that involves a decision on funding for which a director is a recipient, that member must recuse him/herself.

In order to prevent a conflict of interest, a director, member, employee, agent or consultant of the Board may not:

- Participate in or influence discussions or decisions concerning the selection or award of a grant or other financial benefit to an organization that he/she has a financial or other interest in or represents, except for the Board itself
- Solicit and/or accept gifts or gratuities by anyone for their personal benefit in excess of minimal value
- Engage in any behavior demonstrating an actual conflict of interest or giving the appearance of any such conflict

Individuals with a conflict of interest will inform the Board of the conflict and excuse themselves from the meeting or deliberations during such discussions. The Board Chair or its administrative designee shall track which Board members have conflicts of interest and help to ensure such members do not participate in discussions or decisions in which the members have a conflict.

Each Board director, member, employee, agent or consultant must sign a *Code of Conduct and Conflict of Interest Policy Agreement* (found in the Written Standards, Appendix Attachment BE below) to demonstrate that the individual is aware of and agrees to abide by this policy. Any failure to adhere to the policy may result in disciplinary action. Disciplinary action may include, but is not limited to:

- Oral warning
- Written warning
- Suspension

- Termination

The Board must keep records showing compliance with code of conduct and conflict of interest requirements, including documentation of a signed policy acknowledgment by all Board members. The Board will maintain any records supporting exceptions to the conflicts of interest policy as required by 24 CFR part 578.95.

**Section 9. Quorum.** A quorum of fifty percent plus one (50% + 1) member of the currently seated Board of Directors shall be present at any regular or specially scheduled meeting in order for the Board to engage in formal decision making. Board members who are conflicted from voting on certain items still count towards quorum for the vote.

**Section 10. Voting.** Each non-conflicted Director receives one vote, and a simple majority vote of all votes cast (51%) is required for the Board's business. A Director who abstains is not considered to have cast a vote.

**Section 11. Resignation, Termination, and Absences.** A Director may resign from the Board, effective immediately, by transmitting their resignation in writing to the Secretary and Chair. If a Director has missed more than three (3) regular meetings during the same calendar year, including any mix of General Membership meetings and/or Board of Director meetings, then the Secretary or Chair may announce this fact at any Board meeting. If the Director is present at that Board meeting, they may briefly reply to explain their absences. If the explanation is unsatisfactory, or if the Director is not present, then the Director's seat shall become vacant after a majority vote by the remaining non-conflicted Board members. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

**Section 12. Duties of Specific Directors.** Directors shall fulfill responsibilities as set forth below:

- **The Chair:** the Chair shall convene and preside over meetings of both the Board of Directors and the General Membership.
- **The Vice-Chair:** the Vice-Chair shall maintain a list of the chairs, and meeting times of each Standing Committee and shall encourage each Standing Committee to meet on a regular basis. The Vice-Chair shall preside over meetings when the Chair or the Chair's designee is not available.
- **The Secretary:** the Secretary, along with the Treasurer, shall maintain a list of the membership (including the members in good standing) and shall be responsible for keeping records of actions of both the General Membership and the Board of Directors, including overseeing the taking of minutes, sending out meeting announcements, distributing copies of minutes and the agenda, and assuring that all records are maintained. The Secretary manages the CoC Member application process, including assisting with approved Member excused absences. The Secretary shall preside over meetings when neither the Chair nor the Vice-Chair is available.

- **The Treasurer:** the Treasurer, along with the Secretary, shall maintain a list of the membership (including the members in good standing) and shall arrange for the funds of the CoC to be securely deposited, shall prepare an annual budget, and shall make financial information available in response to all legitimate requests. The Treasurer manages the CoC Member dues process with the Secretary. The Treasurer manages the stipend policies, attendance tracking, and stipend payments for the FMCoC LEAB.
- **The Collaborative Applicant:** the Collaborative Applicant shall be responsible for submitting the Consolidated Application for the CoC Program Competition; planning and administering the biennial unsheltered Point-In-Time count and annual sheltered Point-In-Time count; submitting the Point-In-Time count(s) and the Housing Inventory Chart to HUD in a timely manner; and submitting requests for technical assistance, if appropriate, to HUD or other technical assistance-granting agency. In general, the Collaborative Applicant shall perform these tasks with the approval of the General Membership. However, if the General Membership has remained silent on a submission and that submission is due to HUD within 12 hours, then the Collaborative Applicant may make a submission to HUD without the approval of that body. Further details on the roles and responsibilities of the Collaborative Applicant are set forth in the Written Standards, which are incorporated into this Governance Charter in so far as they set forth those roles and responsibilities.
- **The Immediate Past Chair:** The Immediate Past Chair shall provide continuity to the Board of Directors and shall assist the other Directors in carrying out their duties. The Immediate Past Chair is an advisory position and does not vote.
- **The Officer at Large:** The Officers at Large shall assist the other Directors in carrying out their duties.
- **The Officer at Large that is Homeless or Formerly Homeless:** will assist the other Directors in carrying out their duties; will provide lived expertise to the Board for Board decision-making; will lead the lived experience “feedback loop” between the Board, the CoC, and the LEAB by reporting out to the CoC Board and General Membership regarding LEAB feedback, LEAB meetings, and other LEAB initiatives.
- **The Regional Representatives:** The Representatives shall assist with the Point-in-Time Count for their region and shall assist the other Directors in carrying out their duties. The Representatives will also communicate the views of the CoC to their respective jurisdictions, advocate for the CoC’s policies on homelessness, and keep the CoC informed about developments in their jurisdictions that affect homeless programs.

If one or more of these duties shall be assigned to any employee or contractor who may be hired by the FMCoC, then the Director who is responsible for those duties shall instead be responsible for communicating with the employee or contractor and ensuring that the employee or contractor performs those duties satisfactorily.

## Article IV. Committees

**Section 1. Delegation of Authority to Standing Committees.** A Standing Committee must have a fixed topic, a fixed meeting schedule, a fixed membership, and must be chaired or co-chaired by a Member of the CoC. Standing committees shall be reviewed as part of the annual review of the Governance Charter. The General Membership and/or the Board of Directors, by formal motion, may delegate some or all of their authority by creating Standing Committees. The motion that delegates the authority must clearly specify what the Committee is responsible for. A Committee that has received a grant of authority may conduct business within its scope without the need for approval of the delegating body. For example, if the General Membership delegates authority over all Coordinated Entry matters to the Coordinated Entry Committee, then the Coordinated Entry Committee can revise its policies and procedures or draft a participation agreement without seeking further approval from the General Membership. Standing Committees may have their own Bylaws and will elect their own Chairs (and other Officer positions, as described in the Committee Bylaws). The Committees will also set their own meeting schedule and Officer terms, but if they do not, Committee Chairs and Officers should be elected for two-year terms.

**Section 2. Membership of Standing Committees.** Committee Chairs will work with the CoC membership to recruit ~~a minimum of 3 and a maximum of 15~~ Fixed Committee Members ("Fixed Members") who will attend meetings regularly, count for quorum purposes, and vote (either on recommendations to be made to the CoC or for decision-making, depending on the grant of authority of the Committee from the CoC).

Unless the individual Committee Charters/Bylaws say otherwise, the Fixed Membership of the Coordinated Entry Committee will be made up of one member of each Coordinated Entry-Mandated agency (defined in the CES policies and procedures).

The Fixed Member does not need to be the same designated person each meeting, but each agency should come to the CES and HMIS meetings knowing who their Fixed Member is for voting purposes for each meeting. Fixed Members (other than for the FMCoC LEAB) are also required to be FMCoC Members in good standing. Since Standing Committees report to the CoC and CoC Board, the CoC Board has the authority to approve, deny, or, remove Fixed Members and/or Committee Officers. Reasons include, but are not limited to, when Fixed Members do not meet the qualifications for the Committee's Fixed Membership requirements, or are not meeting the qualifications outlined in this section or requirements listed in the Committee's own Charter/Bylaws.

Committees will be open to all who are interested in attending.

### Fixed Members:

- To be in good standing and considered part of the Fixed Membership of a Committee, a Fixed Member must attend at least 75% of regularly scheduled Committee meetings within the past 12 months, unless the Committee's Bylaws have different requirements.

- ~~Fixed Members (other than for the FMCoC LEAB) are also required to be FMCoC Members in good standing.~~
- There may only be one Fixed Member per agency on each Standing Committee.
- The Committee Chair and any other Committee Officers count towards the Fixed Membership.
- Each Committee must have at least one FMCoC Board of Director as either a Committee Officer or Fixed Member.
- Fixed Members will be accepted onto the Committee on an ongoing basis throughout the year. ~~The CES and HMIS Committee Fixed Membership are clearly defined in this Charter, but the Fixed Members can otherwise be selected, up to the maximum of 15 members per Committee or~~ using any other election process outlined in the Committee's bylaws/Charter.

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**Section 3. Standing Committee Meeting Procedures.** Other than for the FMCoC LEAB, Standing Committee meetings are open to the public. Committee Chairs will make agendas available to the Fixed Members and post the agenda publicly on the CoC website at least 72 hours in advance of the Standing Committee meeting. Chairs will provide meeting summaries to Fixed Members within three weeks of the Standing Committee meeting and will post meeting summaries on the CoC website. A quorum of fifty percent plus one member (50% + 1) of the Fixed Membership of the Standing Committee shall be present at any meeting in order for the Committee to engage in formal recommendation or decision-making.

**Section 4. Standing Committee Officer or Chair Responsibilities.** The Officers or Chair is responsible for:

- Coordinating and leading Committee meetings, including roll call of Fixed Members for votes;
- Conducting outreach to the CoC Board, General Membership and those with lived experience to create a Fixed Membership;
- Making Committee recommendations to the CoC Board and General Membership;
- Tracking or delegating tracking of Fixed Member attendance, active participation and ensuring a quorum of Fixed Members is obtained for each Committee meeting;
- Scheduling and sending an annual meeting calendar to Fixed Members and for posting it on the CoC website.
- Providing written agendas in advance to Fixed Members and for posting them on the CoC website.
- Sending meeting summaries to Fixed Members and for posting them on the CoC website.
- Providing regular written or oral reports, as requested, to the CoC Board and/or General Membership.

**Section 5. Modifying a Committee's Authority.** Standing Committees and workgroups are overseen in all regards by the CoC. By simple majority vote, the General Membership and/or the Board of Directors may edit or recall part or all of the authority that

they have granted to a Standing Committee at any time and for any reason. Similarly, a simple majority vote of the General Membership and ~~or the~~ Board of Directors may overrule or cancel any action taken by a Committee.

**Section 6. Ad Hoc ~~Committees~~Workgroups.** Groups of FMCoC Members, Directors, and/or the general public may be gathered from time to time to consider various policies, make recommendations, or otherwise further the work of the FMCoC. These groups may be referred to as subcommittees, and/or ad hoc workgroups, and will be convened and dissolved as necessary (e.g., for the Point In Time Count, Governance Workgroup, ~~Lived Experience Advisory Board, Grant Spend Workgroup,~~ etc.). These groups are not Standing Committees and do not have any authority beyond their persuasive power. These groups do not have to follow the procedures and requirements for Standing Committees.

**Section 7. Examples of Standing Committees.** The FMCoC may wish to create Standing Committees on Finance, Evaluation, HMIS, Lived Experience Advisory Board, and Coordinated Entry.

- HMIS Standing Committee:
  - Purpose: The FMCoC HMIS Committee is an advisory body that supports and enhances the overall mission of the HMIS Lead Agency and the Fresno Madera Continuum of Care (FMCoC) by advising HMIS staff on functions related to compliance with Department of Housing and Urban Development and HMIS policies and guidelines.
  - Membership: Unless the individual Committee Charters/Bylaws say otherwise, the Fixed Membership of the HMIS Committee will be made up of an agency representative for each HMIS User.
  - Duties and Activities: The HMIS Committee members are responsible for providing advice and process improvement recommendations to HMIS staff, and responding to issues presented for consideration by the HMIS Lead Agency. Specific duties include but are not limited to the following:
    - Determining the guiding principles that should underlie the implementation activities of the FMCoC HMIS;
    - Determining and upholding data quality standards and timeliness standards;
    - Identify, develop, and implement strategies for improving HMIS data quality and timeliness;
    - Approving the software vendor;
    - Disseminate information about the HMIS database, the committee and its activities, policies, and procedures to FMCoC partners as needed;
    - Provide support to projects in their efforts to identify and diminish potential barriers to the use and improvement of the HMIS database;
    - Participate in decision-making, recommend policies, and develop procedures regarding HMIS;
    - Support coordination of CoC-wide activities.

**Commented [MS6]:** Per HMIS Lead request, copied HMIS Charter here so that the Committee doesn't have to maintain a separate document (changed the membership section).

- Meetings: At a minimum, the HMIS Committee will meet quarterly. Meeting dates for the following year are set at the final meeting of the current year. Members are expected to attend a minimum of 75% of the regularly scheduled meetings. The HMIS Lead Agency will e-mail committee members the agenda for each meeting. Remote access to the meetings may be provided as needed and as possible, and remote participation will serve as attendance.
- Officers: The HMIS Lead Agency facilitates the FMCoC HMIS Committee. A representative of the HMIS Lead Agency will serve as the Chairperson of the Committee, serving also as the liaison between the FMCoC Board and the Committee. A representative of the HMIS Lead Agency will serve as the Vice-Chair and Secretary of the Committee.
- Voting: All Fixed Committee Members will be allowed to vote. Membership must be established at least a week in advance of a meeting through written communication, i.e. email notification to the Committee Chair of interest and qualifications in the HMIS Committee. Quorum is not generally needed to conduct Committee meetings. Quorum will be called in to place for: 1. Change to the HMIS Committee Bylaws 2. Modifying HMIS Policies and Procedures 3. Vote to remove a committee member.

Commented [MS7]: Didn't copy over the officer duties from the HMIS Charter, as there are a bunch of duties that apply to all standing committees.

## Article V. Local Policies (see Written Standards for full Policies)

**Section 1. Education Policies.** All CoC and ESG projects assisting households with children or unaccompanied youth must comply with the requirements of CoC Program Interim Rule 24 CFR §578.23 including ensuring that individuals and families who become or remain homeless are informed of their eligibility for McKinney-Vento educational services. All CoC- and ESG-funded programs are expected to coordinate with local education authorities and school districts to ensure all children are enrolled in early childhood programs or in school and connected to appropriate educational services in the community and so that children and families at risk of homelessness may be connected to appropriate intervention. Each such program should keep a brief record of its annual efforts to coordinate with local education authorities, for example, calls or e-mails sent to educational officials, meetings attended, invitations sent, and so on. A short bulleted list would be sufficient.

**Section 2. Family Intake and Separation Policies.** CoC- and ESG-funded programs may not deny admission to any household on the basis that there is a child under the age of 18, deny admission to any member of the family, or otherwise separate family members, except that projects that serve a limited demographic approved by HUD or HCD will not be required to expand their client base as a result of this policy.

**Section 3. Unaccompanied and Parenting Youth.** In compliance with orders of priority for ESG-funded and CoC-funded housing and services, and using an assessment protocol, the CoC will prioritize housing and services for unaccompanied youth under age 18 and 18 to 24 based on factors such as vulnerability to victimization, length of time homeless, severity of service needs, high risk of continued trauma or harm, unsheltered homelessness



history, and lack of access to family and community support networks. Unaccompanied youth under age 18 may be referred to the local child welfare agency; youth over age 18 will be referred to local youth housing/services providers and also will have access to the full range of CoC/ESG resources for which they are eligible.

**Section 4. Domestic Violence Survivors.** The privacy and safety of families and individuals fleeing domestic violence situations is of utmost concern to the FMCoC. As such, all efforts shall be made to ensure protection of the privacy and safety of domestic violence survivors. The FMCoC will comply with all requirements imposed by the Violence Against Women Act and will maintain a CoC-wide Emergency Transfer Plan that allows tenants who are victims of domestic violence, dating violence, sexual assault, or stalking, as provided in HUD's regulations at 24 CFR Part 5, Subpart L, 24 CFR 5.2005, and 24 CFR 578.99(j)(6)) to request and receive emergency transfers at the highest priority level in order to protect their safety. All recipients of CoC or ESG funding are likewise required to establish and maintain emergency transfer plans.

**Section 5. Participation in HMIS.** All CoC- and ESG- funded projects must ensure that data on all persons served and all activities provided under these federally funded programs are entered into the HMIS, in accordance with HUD's standards on participation, data collection, and reporting under a local HMIS. Victim service providers may use a comparable database, independent from the HMIS. All CoC- and ESG-funded projects must comply with the requirements in the Fresno-Madera CoC HMIS Policies and Procedures Manual.

**Section 6. Housing First.** All CoC, ESG, and [State of California](#) funded programs are committed to adopting a Housing First approach and reducing barriers for accessing their services.

**Section 7. Discharge Policies.** The FMCoC shall use all available resources and any leverage it may have with community partners to ensure that individuals discharged from the foster care system, the health care system, the mental health system, and the corrections system are not discharged into homelessness. The FMCoC will coordinate with state and local discharge planning efforts.

**Section 8. CoC-Wide Anti-Discrimination Policy.** The Fresno Madera Continuum of Care, the agencies funded by the CoC and/or ESG, the CoC's Coordinated Entry system, and their staff, volunteers, and interns are all committed to complying with all requirements regarding the HUD Equal Access Rule and all other all federal, state and local non-discrimination and privacy laws. [The CoC's full anti-discrimination policies are contained in the Written Standards.](#) CoC and ESG-funded providers shall not discriminate on the basis of any protected

characteristic, including race, color, national origin, religion, sex, familial status, disability, or age. CoC-funded housing shall be made available to all otherwise eligible individuals regardless of actual or perceived sexual orientation, gender identity, or marital status.

**Section 9. CoC Advocacy Policy.** The Fresno Madera Continuum of Care Board will educate local policymakers and engage in advocacy (e.g., sending letters, having meetings, issuing public statements, speaking at public meetings, requesting additional information or data about anticipated impacts) within the FMCoC without the prior approval of the CoC General Membership related to the following issues/positions:

1. Reducing the criminalization of homelessness (including proposed or existing laws or policies that criminalize homelessness) and adopting protocols that uphold civil rights and prioritize connections to housing and services, implementing community plans, or engaging and educating businesses. Per HUD, examples of criminalization include, but are not limited to: banning camping or sleeping in public; vagrancy, sitting, loitering, or begging in public places; evictions from homeless camps (homeless sweeps), restrictions on panhandling; and banning living in vehicles.
2. Engaging jurisdictions to increase affordable housing and reduce barriers to housing development within the CoC's geographic area. This includes engaging in advocacy within the FMCoC or to the State regarding reforming zoning and land use policies to permit more housing development or reducing regulatory barriers to housing development.
3. Engaging in advocacy as otherwise specified or encouraged by HUD or in future HUD CoC NOFOs.

CoC Members in Good Standing may request that the CoC issue letters or statements regarding other advocacy positions. These requests should be made to the CoC Chair, Vice Chair, and Secretary, and should include:

- A brief summary of the issue;
- How issuing the letter or statement aligns with the CoC's purpose (outlined in Section 2 above). This may include:
  - Issues that affect the health and safety of people experiencing homelessness, including issues related to discrimination or racial equity.
  - Issues raised by the LEAB or others with lived experience.

Upon receipt of the request, the CoC Officers will review the request and, if the subject matter is related to the CoC's purpose, expeditiously convene the CoC's Advocacy Workgroup to review and make a recommendation to the CoC General Membership for a vote.

## Article VI. Amendments

**Section 1.** This Governance Charter may be amended when necessary by the approval of the General Membership after review by the Board of Directors and the Governance Workgroup. The topic and general substance of any proposed amendment must be provided to the Secretary at least 10 days in advance of any meeting at which the amendment will be considered.

**Section 2.** The General Membership shall review these this Governance Charter at least annually and shall be encouraged to make any necessary updates at that time.

## Article VII. Applicability

**Section 1.** All rules and requirements that apply to CoC-funded programs apply with equal force to any programs receiving any ESG funding in association with the geographic area of the Fresno-Madera Continuum of Care.

**Section 2.** If there is any conflict between applicable Federal and/or State statutes, rules or regulations and this Governance Charter, such statute, rule or regulation will prevail. If any provision of this Governance Charter is held invalid, the remainder of this Governance Charter will not be affected thereby.

## CERTIFICATE OF ADOPTION

### Certificate by Secretary

I DO HEREBY CERTIFY:

That I am duly elected, qualified, and acting Secretary of the above organization; that the foregoing Governance Charter, comprising of 25 pages, the Governance Charter of said organization duly adopted at a meeting of the board and general membership thereof held on the 9<sup>th</sup> day of February, 2023.

Signed and Approved on

*Sara Mirhadi*

FMCOC Secretary

2/9/2023

Attachment A – Letter of Support Template

[LEAVE THIS PORTION BLANK FOR FMCoC LETTERHEAD]

December 12, 2023

[Name of Recipient/Grantor]

[Title]

[Address]

[City, State Zip]

**Re: Letter of Support from Fresno Madera Continuum of Care for [name of funding opportunity]**

To Whom It May Concern:

On behalf of the Fresno Madera Continuum of Care (FMCoC), please accept this letter as support of the [name of project/applicant] in implementing the [name of funding opportunity]. [Introduce project, describe it, and state its objective.]

The Fresno Madera Continuum of Care seeks to end homelessness within Fresno and Madera Counties by facilitating a coordinated, unduplicated and seamless service provision for the community's homeless population and by developing, promoting, and implementing strategies to end homelessness. As it pertains to this project, the FMCoC:

- [List any and all specific connections to FMCoC and their mission to explain why FMCoC supports this project including total dollars requested, the target population and geographic area].
- [If applicable: List any specific services which FMCoC has agreed to provide if the funding is granted (this is rare and must be supported by documented communication with CoC Board indicating the agreement)];

FMCoC is excited to support [name of project/applicant's] efforts to [description of project's objective or goal (e.g., improve the availability of substance use treatment for FMCoC's unhoused neighbors)].

We believe that our support and commitment are necessary to the functionality and success of the program, and we look forward to working with [applicant].

Sincerely,

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[Name]

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Date

[Title]

Fresno Madera Continuum of Care

## ATTACHMENT B

### FRESNO MADERA COC BOARD CODE OF CONDUCT AND CONFLICT OF INTEREST POLICY

Each Fresno Madera Continuum of Care (FMCoC) Board Director, member, employee, agent or consultant is expected to uphold certain standards of performance and good conduct and to avoid real or apparent conflicts of interest.

A conflict of interest is a breach of an obligation that has the effect or intention of advancing one's own interest in away detrimental to the organization. Conflicts of interest, and even the appearance of a conflict of interest, must be avoided. Directors are to conduct themselves at all times with the highest ethical standards in a manner which will bear the closest scrutiny. Directors shall report possible conflicts of interest at such time as reasonably possible after the conflict arises and receive guidance from the Board on the issue, including, if necessary, recusal from participating in discussion or voting on a particular matter in which a conflict of interest exists. For any matter that involves a decision on funding for which a director is a recipient, that member must recuse him/herself.

In order to prevent a conflict of interest, a director, member, employee, agent or consultant of the Board may not:

- Participate in or influence discussions or decisions concerning the selection or award of a grant or other financial benefit to an organization that he/she has a financial or other interest in or represents, except for the Board itself
- Solicit and/or accept gifts or gratuities by anyone for their personal benefit in excess of minimal value
- Engage in any behavior demonstrating an actual conflict of interest or giving the appearance of any such conflict

Individuals with a conflict of interest will inform the Board of the conflict and excuse themselves from the meeting or deliberations during such discussions. The Board Chair or its administrative designee shall track which Board members have conflicts of interest and help to ensure such members do not participate in discussions or decisions in which the members have a conflict.

Each Board director, member, employee, agent or consultant must sign a *Code of Conduct and Conflict of Interest Policy Agreement* to demonstrate that the individual is aware of and agrees to abide by this policy. Any failure to adhere to the policy may result in disciplinary action. Disciplinary action may include, but is not limited to:

- Oral warning
- Written warning
- Suspension
- Termination

The Board must keep records showing compliance with code of conduct and conflict of interest requirements, including documentation of a signed policy acknowledgment by all Board members. The Board will maintain any records supporting exceptions to the conflicts of interest policy as required by 24 CFR part 578.95.

**Commented [MS8]:** Brought over from the Written Standards. HUD requires a Code of Conduct and Conflict of Interest policy for all CoC Board members. This was named both but didn't have Code of Conduct in the body of it, just Conflict of Interest, so this is an attempt to rectify that.

The members of the CoC are entrusted with specific responsibilities related to use of public funds invested in addressing homelessness. CoC Members are expected to observe the highest standards of ethical conduct in the execution of these responsibilities. The FMCoC recognizes that each participating member representative, in most instances, is employed by a responsible public, non-profit, or private sector agency or firm that has an adopted Code of Conduct or Employee Manual that governs the behavior of employees while conducting of business on behalf of their employer. However, when deciding to participate in the CoC or its related meetings, activities, or events, members of the CoC, the CoC Board, Standing Committees, Workgroups, CoC employees/staff, and participants/attendees, etc. are agreeing to and expected to abide by the following Code of Conduct:

- A. Commit to the collective mission to end and prevent homelessness and support CoC projects and initiatives by working to ensure the collaboration/engagement of your own agency or constituency. This can include marshaling resources and changing policies and practices.
- B. Communicate the needs, requirements and hopes of the agency/constituency you represent while building toward consensus and activities that strengthen the collective impact effort and needs of the entire system.
- C. Express concerns and offer solutions or amendments during the discussion and/or public comment period of a proposal/analysis/policy.
- D. Do not dominate discussions; make space for and remain open-minded about differing views.
- E. Prepare for meetings by reviewing materials in advance.
- F. Be respectful, without harassment, or physical or verbal abuse. Unprofessional behavior is prohibited by this Code of Conduct, and includes, but is not limited to spoken, written, virtual, cyber-bullying, and physical conduct and expressions that are threatening, berating, vulgar, degrading, demeaning, or intended to show contempt or disdain for another. Such conduct is prohibited if it is directed at or relates to Members of the CoC, the CoC Board of Directors, persons being served/housed by CoC agencies, and/or members of the public, whether or not they are present or observe the behavior.
- G. Abide by the CoC's Conflict of Interest policy, recusing yourself from decisions as appropriate.
- H. Protect the security of any confidential information provided to, or generated by, the activities of the CoC.
- I. Abide by the CoC's Anti-Discrimination policy.

- J. Make it clear, when making public statements or speaking to the media on CoC matters, whether you are speaking in your own name/agency or if the CoC has empowered you to speak on the group's behalf.
- K. Be an ambassador in the community on behalf of the collective impact effort to end homelessness in Fresno and Madera Counties.
- L. This code of conduct also prohibits retaliation against any person who makes a complaint about a CoC Member's professional behavior.
- M. Violations of any provision of the Code of Conduct may result in appropriate disciplinary action by the CoC Board, which may include censure, removal of CoC Membership, permanent disqualification from holding current or future CoC positions (or Standing Committee or CoC Board positions/Fixed Memberships).



**Code of Conduct and Conflict of Interest Policy Agreement**

I, \_\_\_\_\_, am a *director / member/ employee / agent/ consultant* (*circle one*) of the FMCoC Board and in that position, I have read and understand the Code of Conduct and Conflict of Interest Policy of the Board and I agree to uphold these standards of performance and good conduct and to avoid real or apparent conflicts of interest.

I will not participate in or influence discussions or decisions concerning the selection or award of a grant or other financial benefit to an organization that I have a financial or other interest in or represent, except for the FMCoC itself.

Organizations that I or a close relative or family member have a financial or other interest in are:

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If and when such discussions or decisions occur and a conflict arises, I will inform the FMCoC board of my conflict and excuse myself from the meeting or deliberations during those discussions.

I will not solicit and/or accept gifts or gratuities on behalf of the Board by anyone for my personal benefit in excess of minimal value.

I will not engage in any behavior demonstrating an actual conflict of interest or giving the appearance of any such conflict.

I will not engage in unethical business practices or conduct that violates the law, including any payments for illegal acts, indirect contributions, rebates, and bribery.

I understand that any failure by me to comply with this code of conduct or conflict of interest policy could result in disciplinary action, which may include termination of my position from the Board and civil and/or criminal penalties.

I have read and understand and agree to abide by the Code of Conduct.

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Name [printed]

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Signature

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Date