

**GOVERNANCE CHARTER
for the
MISSOURI BALANCE OF STATE CONTINUUM of CARE**

The name of this Continuum of Care (CoC) shall be Missouri Balance of State Continuum of Care and the name of this CoC board shall be the Missouri Balance of State Continuum of Care Board of Directors, herein referred to, respectively, as the “MO BoS CoC” and the “Board.”

PURPOSE OF THE CoC AND CoC BOARD

The MO BoS CoC is the planning body that coordinates the community’s policies, strategies, and activities toward ending homelessness for one hundred and one (101) counties of the Balance of State of Missouri. The MO BoS CoC was previously structured under the Missouri Governor’s Committee to End Homelessness and was restructured in 2017 as a self-governing body. Its work includes gathering and analyzing information in order to determine the local needs of people experiencing homelessness, implementing strategic responses, educating the community on homeless issues, providing advice and input on the operations of homeless services, and measuring project and system level CoC performance. The Board is the primary decision-making body of the CoC and responsible for its function, including establishing the process for applying, reviewing and prioritizing project applications for funding in the annual HUD Homeless Assistance CoC Grants competition.

RESPONSIBILITIES OF THE CoC

The MO BoS CoC and MO BoS CoC Board responsibilities include the following activities: Operating a Continuum of Care, CoC Planning, Designating and Operating an HMIS, and Preparing an Application for CoC funds, per the Continuum of Care/HEARTH Interim Rule 24 CFR 578. These responsibilities may be delegated for oversight and administration to the MO BoS Collaborative Applicant, MO BoS HMIS lead, and/or MO BoS CoC staff.

OPERATING A CoC

The CoC shall:

- Develop, follow, and update annually this governance charter.
- Develop, follow, and update a code of conduct and recusal process for the Board, its chair(s), and any person acting on behalf of the Board.
- In consultation with recipients of Emergency Solutions Grants (ESG) program funds within the geographic area, establish and operate either a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services.
- In consultation with ESG recipients within the geographic area, establish and consistently follow written standards for providing CoC or other assistance.
- Hold at least semi-annual meetings of the full CoC membership with published agendas.
- Invite new members at least annually.
- Consult with HUD funded recipients and sub-recipients, and all other homeless assistance stakeholders within the CoC to establish and review performance targets appropriate for population and program type.
- Monitor performance of CoC and ESG recipients and sub-recipients.

- Evaluate the outcomes of projects funded under ESG and CoC programs.
- Take action against ESG and CoC projects that perform poorly.
- Report the outcomes of ESG and CoC projects to HUD annually.

CoC PLANNING

The CoC shall:

- Designate a Collaborative Applicant (CA) to lead CoC planning, outreach, strategic planning and HUD funding application processes.
 - The CA designee is reviewed annually by the CoC Board. Any recommendations in a change of the CA shall be proposed and voted upon by the CoC Board and ratified by a vote of the CoC membership.
 - A Memorandum of Understanding shall be entered into between the MO BoS CoC Board and the Collaborative Applicant.
- Coordinate the implementation of a housing and service system within the CoC's geographic area that meets the needs of homeless individuals and families. At a minimum, such a system encompasses the following:
 - Outreach, engagement, and assessment;
 - Shelter, housing, and supportive services; and
 - Prevention strategies.
- Plan for and conduct, at least biennially in odd years (i.e., every other year), a Point-In-Time count of unsheltered homeless persons within the CoC geographic area that meets HUD requirements and a sheltered count, including a housing inventory of shelters, transitional housing, and permanent housing reserved for homeless persons, in general, and chronically homeless persons and veterans, specifically, as HUD requires. The MO BoS CoC currently conducts the point-in-time count annually, during the last week of January.
- Conduct an annual gaps analysis of the needs of homeless people, as compared to available housing and services within the CoC geographic area.
- Provide information required to complete the Consolidated Plan(s) within the CoC geographic area.
- Consult with state and local government ESG recipients within the CoC geographic area on the plan for allocating ESG funds and reporting on and evaluating the performance of ESG recipients and sub-recipients.

DESIGNATING AND OPERATING AN HMIS

The CoC shall:

- Designate a single Homeless Management Information System (HMIS) for the CoC's geography, and an eligible entity to serve as the CoC's HMIS Lead Agency.
 - The MO BoS CoC Board reviews the status and designation of the HMIS Lead Agency and HMIS provider annually. Any recommendations in a change of the HMIS Lead Agency shall be proposed and voted upon by the CoC Board and ratified by a vote of the CoC membership.
 - A memorandum of understanding shall be entered into between the Board and the HMIS Lead Agency.
- Review, revise and approve at least annually, a CoC HMIS data privacy plan, data security plan, and data quality plan.

- Ensure that the HMIS is administered in compliance with HUD requirements.
- Ensure consistent participation by CoC and ESG recipients and sub-recipients in the HMIS.
- Ensure consistent participation by CoC and ESG victim service provider recipients and sub-recipients in an HMIS comparable database.
- Encourage non-HUD funded projects and organizations to participate in HMIS, to ensure complete coverage and data analysis of homeless services across the CoC.
- In collaboration with the HMIS Lead Agency, the CoC shall determine if comparable database systems meet all HUD system requirements, on at least an annual basis.

PREPARING AN APPLICATION FOR CoC FUNDS

The CoC shall:

- Design, operate, and follow a collaborative process for the development of a CoC application to HUD.
- Establish funding priorities that align with local and federal policies for recommending projects for HUD Homeless Assistance CoC Grant funding.
- Designate an eligible Collaborative Applicant (CA) to collect and combine the required application information from all applicants.
- Determine whether to select the Collaborative Applicant to apply for Unified Funding Agency designation from HUD.
- Determine whether to select the Collaborative Applicant to apply for Planning Grant funds from HUD.
- Approve the final submission of project applications and the Consolidated Application in response to the CoC Notice of Funding Availability.

MEMBERSHIP OF THE CoC BOARD

- Board membership includes representatives from all Regions within the Balance of State, as well as at-large representatives.
- The Board shall be comprised of a minimum of eleven (11) and a maximum of nineteen (19) members.
- There shall be an elected Board member from each Region. Regions shall nominate and elect individuals who live and/or work within their specific Region to serve on the Board.
- A maximum of up to nine (9) at-large Board seats shall be filled through a CoC-wide nomination and election process. At-large members should represent multiple regions (lives or works in any county within the CoC) and at least one sector listed below. Priority will be given to sectors not currently represented on the Board.
- Board representation shall include a broad and diverse membership and represent the homeless population served within the CoC. Members are encouraged to participate from all sectors, including victim services providers, human trafficking, sexual assault, youth, education, healthcare, law enforcement, local, state and federal government, emergency assistance, LGBTQ, addiction and recovery, formerly homeless persons, veterans, public housing authorities, community action agencies, and all homeless services. No more than two (2) at-large members may serve from the same sector.
- No more than one person from a CoC member agency may serve on the Board at one time.
- Each individual Board member may hold only one seat.

- Board members must be CoC members in good standing with the CoC. No more than half of Board membership may be represented by CoC funded agencies.
- Board membership lies with the elected individual.
- A member of the Collaborative Applicant/Lead Agency and HMIS Lead Agency shall serve as ex-officio, non-voting members of the Board.
- At least one homeless or formerly homeless person shall serve in an elected position on the Board, per 24 CFR 578.75.

LEADERSHIP OF THE CoC BOARD

- The Board shall elect a Chair, Vice Chair and Secretary, who comprise the Executive Committee.
- The Board shall utilize the following process for selecting the Executive Committee:
 - Nominations shall be solicited from the sitting Board in November.
 - Election of Officers shall be presented and voted upon at the annual Board meeting in December.
 - The Executive Committee shall be elected by the Board for a two-year (2) term.
 - At least every five (5) years, the CoC membership will review, update and vote on this process.

DUTIES OF THE EXECUTIVE COMMITTEE

The Chair shall:

- Facilitate Board Meetings;
- Act as a spokesperson for the Board;
- Schedule meetings;
- Ensure other officers perform duties as assigned;
- Assign members of the Board to a committee;
- Establish workgroups, as needed, and appoint a chair for those workgroups; and
- Delegate other CoC duties as necessary.

The Vice-Chair shall:

- Fulfill the duties of the Executive Committee when the Chair or Secretary are unavailable;
- Serve as Interim Chair should the Chair resign or leave office; and
- Coordinate with committee chairs to ensure workplans are implemented.

The Secretary shall:

- Record meeting minutes and motions, 2nds, and votes. Ensure all Board and CoC meeting minutes and voting results will be recorded and maintained by the Collaborative Applicant;
- Ensure that all books, records, lists and information, or duplicates, required to be maintained at the registered office of the Collaborative Applicant are so maintained and safeguarded;
- Provide Board and CoC meeting notices as required by law and the Governance Charter; and
- Perform such other duties as assigned.
- Some, all or any of these duties may be delegated to the Collaborative Applicant.

BOARD MEMBER TERMS OF OFFICE

Term limits shall be as follows:

- The initial Board members shall serve staggered terms of one- (1), two- (2), or three- (3) years decided through electronic randomization.
- Board members shall serve staggered three- (3) year terms
- Individuals may serve on the Board for two (2) consecutive terms, through the established election process. Individuals may be re-elected to the Board after not serving for one (1) year.
 - If a board member's first term is a partial-year term, the partial-year term will not count toward two (2) consecutive terms.
- Board terms shall run January 1 to December 31.

CoC BOARD MEMBER QUALIFICATIONS AND RESPONSIBILITIES

All Board members shall demonstrate a professional interest in, or personal commitment to, addressing and alleviating the impacts of homelessness on the people in the community.

Board members are expected to:

- Attend at least seventy-five percent (75%) of Board meetings and contribute to informed dialogue on group actions;
- Attend at least fifty percent (50%) of CoC membership meetings;
- Serve on a committee of the CoC;
- Participate in the activities of the CoC, including the Point-in-Time count, HMIS oversight, strategic planning, advocacy and public education efforts, project and system performance reviews, and the application processes for CoC Homeless Assistance Grants and other funding proposals; and
- Seek input from and report back to the constituency they represent on key issues and strategies and otherwise keep abreast of needs and gaps within the CoC.

CoC BOARD SELECTION

All CoC eligible voting members shall gain membership to the Board through a nomination and election process.

- Each Region shall hold a regional election to choose their regional representatives for Board seats. Elected regional Board member names and the regional minutes duly electing that person must be submitted to the current Collaborative Applicant by October 1st.
- Should a Region choose not to nominate an individual for its open Board seat, the Board shall nominate and vote on an individual from the Region to the vacant Board seat to serve until the next regional election.
- Nominations for at-large Board representatives shall be solicited by the Board, through the Collaborative Applicant, at least thirty (30) days prior to the annual CoC membership meeting.
- The at-large Board membership election shall occur during the annual CoC membership meeting.

BOARD TERMINATION, RESIGNATION, AND VACANCIES

Any Board member may resign with written notice to the Board Chair. Any Board member who misses three (3) consecutive Board meetings without notifying the Board Chair or misses more than 50% of board meetings in a calendar board year shall be presumed to have resigned. A Board member may be removed with or without cause by the vote of two-thirds (2/3) of the Board members currently in office.

Regional Board vacancies occurring outside the established election process will be temporarily filled until the next regional election cycle occurs by utilizing the following process:

- The Board Chair will notify the region of the Board vacancy.
- Regions will have sixty (60) days from the date of notification to hold a regional election and select a new Board member.
- The newly selected Board member will notify the Board Chair of their election and provide the regional minutes duly noting the election.
- If no person is selected by the region, the Board will select someone to represent the region until the next regional election cycle.

At-Large Board vacancies occurring outside the established election process will be filled at the next annual CoC election process.

VOTING AND QUORUM AT BOARD MEETINGS

A simple majority of the current Board members shall constitute a quorum. If a quorum is present when a vote is taken, including by telecommunication or email, the affirmative vote of a majority of Board members present will constitute an act of the Board unless this Charter, or any law, require the vote of a greater number of Board members. Proxies/votes in absentia are not allowed for attendance and/or voting purposes.

BOARD PROCEEDINGS

- Board meetings will occur at least quarterly, or more often as needed..
- Board meetings are open to the general public, with the exception of Executive Sessions.
- Board meetings held in December are designated as the annual Board meeting for purposes of this Charter. Election of officers shall be held at the annual Board meeting.
- Board meeting minutes are available to the general public and CoC via posting to the MO BoS CoC website.

NOTICE OF MEETINGS

- Board meeting notification shall occur in the following manner:
 - Written and/or printed notice of each Board meeting indicating the date, time, and meeting location; and
 - Meeting notifications will be sent by mail, fax and/or email to each Board member no less than seven (7) days prior to a Board meeting date.
- Board meeting notifications may be provided by any person or persons having authority to call a meeting.

- Board meeting agendas will be posted on the MO BoS CoC website no less than twenty-four (24) hours in advance of the Board meeting.

SPECIAL MEETINGS

Special or emergency Board meetings may be called by the Board Chair by providing at least twenty-four (24) hour notice to Board members, with notification made by phone call or email. Meeting notices and agenda shall be posted to the MO BoS CoC's website.

MEETINGS BY CONFERENCE, TELEPHONE OR TELECOMMUNICATIONS

Board meetings may be conducted by any means of communication whereby all persons participating in the meeting can simultaneously hear each other and fully participate. Participation in such a meeting applies as in attendance for that meeting.

CHARTER AMENDMENT AND REVIEW

The Board will review, update, and approve this governance charter at least annually. Amendment of the charter requires a majority vote from the Board, and final ratification by CoC membership present during regularly scheduled CoC meetings. Notice of any amendment to the Charter shall be provided to the CoC membership at least thirty (30) days in advance.

CoC COMMITTEES

Committees are an important part of the MO BoS CoC's governance structure. The CoC may establish committees, subcommittees, or workgroups that are made up of CoC members and other interested parties to act on behalf of the CoC and carry out the work of the CoC. All committees, subcommittees, and workgroups are responsible to the Board.

- There are five (5) standing committees of the Board: Grants, Membership, Performance, Coordinated Entry, and Special Populations.
- A member of the Board shall be assigned to each committee.
- Subcommittees are on-going bodies intended to carry out a specific duty or duties assigned to the committee. Subcommittees are not formal voting bodies and achieve consensus to bring forward one or multiple proposals to their parent committee for vote.
- Workgroups are time-limited bodies intended to conduct research and/or propose plans related to one or more duties of the CoC Board or committee.
- Each committee and subcommittee will elect a Chair, Vice-Chair, and Secretary from its committee membership. Workgroup Chairs will be appointed by the Board Chair.
- Elected committee leadership will be voted on an annual basis at the last committee meeting each calendar year.
- Committee, subcommittee, and workgroup membership may include any Continuum member. CoC members may participate in more than one committee, subcommittee, or workgroup.
- CoC committees, subcommittees, and workgroups aim to be diverse in terms of geography, race, gender, socioeconomic status, lived experience, job positions, and age.

- CoC committees and subcommittees will meet at regular intervals as defined by the committee. An official committee/subcommittee meeting schedule will be posted on the MO BoS CoC website.
- Fifty-one (51%) of committee members constitutes a quorum of the committee for the transaction of business.
- Committee and subcommittee secretaries will be responsible for taking attendance, documenting meeting notes, and submitting them to the committee/subcommittee Chair and Collaborative Applicant for recordkeeping. Workgroup Chairs will be responsible for these tasks.
- Committee and subcommittee Chairs will be responsible for administering the Board-approved work plan for the committee. This includes developing a meeting agenda, facilitation of meetings, oversight of goals, anticipated outcomes, and overall timeline for addressing issues or problems, as applicable.
- Committees, subcommittees, and workgroups will present work summaries to the Board and CoC membership.
- Committees, subcommittees, and workgroups may also be directly responsible for specific strategies or exploring options to solve particular concerns. Unless authority is designated by the CoC, committees, subcommittees, and workgroups make recommendations to the Board for approval. Committees, subcommittees, and workgroups are the primary mechanism for MO BoS CoC members to submit proposals to the Board, and the Board is responsible for implementing new policies and procedures.
- To be a committee member in good standing, a member must have attended at least seventy-five percent (75%) of regularly-scheduled committee meetings in the previous twelve (12) months.

CoC MEMBERSHIP

- Full CoC membership meetings will occur at least semiannually.
- The Board will designate the Collaborative Applicant to announce the date, time and location of these meetings at least thirty (30) days in advance and will publish the meeting agenda at least twenty-four (24) hours before the meeting. Meeting agendas will be posted online at the MO BoS CoC website, with a request to share with the general public.
- Members of the MO BoS CoC may be any person, organization, entity, or association who has an interest in homelessness, advocacy, ending homelessness and poverty.

CoC VOTING ELIGIBILITY

- The annual CoC membership meeting will be held in November or December of each year. This meeting will be designated as the meeting for annual elections of the at-large board seats.
- If available, participation by conference call or other electronic means shall count as attendance and eligible voting members may vote by electronic means.
- Voting members are individuals, organizations, entities, or associations who have completed and submitted an application for voting rights to the CoC and have received written or email confirmation of application receipt. Membership must be renewed annually by October 31, through written commitment. Membership years run from January 1 – December 31.
- For voting purposes: An organization or entity is defined as an IRS Corporate Entity, a department of the US Government (including each VA medical center serving the BoS CoC), or a department of Missouri state government. Therefore, if a person receives a 1099 as a consultant or a W-2 as an

employee they are a member of said organization or entity. An association is defined as a group of people who voluntarily enter into an agreement to establish an organization to accomplish a specific purpose. An Individual shall be defined as anyone who has no formal or informal relationship to any organization, entity, or association otherwise recognized by the CoC.

- If an organization, entity, association or company holds different corporations, it is the intention that only the parent agency and not the separate corporations may cast a vote. It is the responsibility of said organization, entity, association, parent company, or corporation to determine who will vote on their behalf.
- An organization, entity, or association shall be considered in attendance if they are represented by any member of their organization (it need not be the same person at all meetings).
- A member must have attended at least fifty percent (50%) of the full CoC meetings in the previous twelve (12) months to be eligible to vote. Committee meetings will not be included for voting eligibility calculation purposes. New Members will have full voting rights the first year of membership.
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- All items placed for voting must be made by motion and seconded. Motions may be made and seconded by any eligible voting member in attendance.
- If specified in the motion, a vote may be taken by roll call or by written ballot, and/or via electronic means.
- Approved voting members may cast one (1) vote per member individual, organization, entity, or association in each Region they actively represent for Regional voting measures. An agency who is participating as a member in more than one Region in the MO BoS CoC may cast a vote in each Regional election or voting measure. Regional votes shall be passed by a simple majority of fifty-one percent (51%) of CoC members present at the voting meeting. A quorum is not required. Proxies/votes in-absentia are not allowed in Regional elections/voting measures.
- Approved voting members may cast one (1) vote per member individual, organization, entity, or association in CoC-wide voting measures. An agency participating as a member in more than one Region in the MO BoS CoC must designate a single vote for CoC-wide elections and measures. CoC-wide votes shall be passed by a simple majority of fifty-one percent (51%) of CoC members present at the voting meeting. A quorum is not required. Proxies/votes in-absentia are not allowed in CoC-wide elections/voting measures.

CoC MEMBERSHIP RECRUITMENT AND OUTREACH

- The MO BoS CoC (or its designee) will publish and appropriately disseminate an open invitation at least annually for persons within the MO BoS CoC area to join as new CoC members. Recruitment efforts will be documented.
- The MO BoS CoC (or its designee) will identify and address membership gaps in essential sectors, from key providers or other vital stakeholders.
- The MO BoS CoC (or its designee) will recruit members to ensure that it meets all membership requirements set forth in its Governance Charter, including representation of certain populations and certain organizations. Specifically, outreach will be conducted to obtain membership from the following groups as they exist within the MO BoS CoC geographic area and are available to participate in the CoC:

Nonprofit homeless assistance providers

Victim service providers

Faith--based organizations
Local, state and federal governments
Businesses advocates
Public housing agencies
School districts
Social service providers
Mental health providers
Hospitals and other medical professionals
Universities
Affordable housing developers
Law enforcement

Youth service providers
Foster care youth initiatives
Employers/Employment agencies
Homeless and formerly homeless individuals
Veterans service providers
Community action agencies
LGBTQ service providers
Substance abuse service providers
Other relevant organizations within the CoC's
geography

CONFLICT OF INTEREST AND CODE OF CONDUCT

All members of the Missouri Balance of State Continuum of Care, including Board members, have the responsibility for maintaining high standards of honesty, integrity, courtesy, respect, and ethical conduct in all CoC activities. Members are expected to conduct themselves in a professional and responsible manner while carrying out the business of CoC and to:

- Advocate on behalf of all people experiencing homelessness, or at imminent risk of homelessness, with respect, concern, courtesy, compassion, and responsiveness;
- Exercise reasonable care, good faith, and due diligence in all CoC business and act within the boundaries of their authority regarding CoC business;
- Carefully prepare for, regularly attend, and actively participate in CoC meetings, committees, and other assignments;
- Accept personal responsibility to be informed of emerging issues and to administer CoC business with professional competence, fairness, efficiency, and effectiveness;
- Approach CoC activities with a positive attitude and constructively support open communication, cooperation, creativity, dedication, and collaboration; and
- Respect and value the work done by, and the diversity of, opinions expressed by, other members of CoC, and our partnering agencies and organizations, and to formally register dissent or disagreement only in an appropriate and professional manner.

Members have an obligation to conduct CoC business within guidelines that prohibit actual, perceived, or potential conflicts of interest and to serve in a manner as to avoid inappropriate personal gain resulting from the performance of CoC duties.

- An actual, perceived, or potential conflict of interest occurs when a member is in a position to influence a decision that may result in a personal gain for that member, a relative, or an entity with which the member is associated. Personal gain may result from financial interest, a substantial gift, or any form of special consideration.
- CoC and Board members are expected to identify any conflicts prior to any activities where that would be an issue.
- No CoC or Board member may participate in nor influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.

- All members must respect and protect privileged information to which there is access in the course of CoC duties and may not divulge or profit from the confidential information learned while performing CoC duties.

Any concerns regarding Code of Conduct or Conflict of Interest matters must be brought to the attention of the Board who will consider all facts and will make a recommendation regarding what further action, if any, should be taken, including, but not limited to immediate removal from the Board or membership for a minimum of one (1) year.

The original document was adopted on June 14, 2017. The document has been amended and adopted by the Missouri Balance of State Continuum of Care (MO-606) on the following dates:

November 29, 2018

December 12, 2019

December 1, 2020

Missouri Balance of State CoC Executive Leadership

Martha Sander
Board Chair

Becky Poitras
Board Vice Chair

Marsha Keene-Frye
Board Secretary