Spokane Regional Continuum of Care
Governance Charter

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1. Vision, Mission, Goals, and Responsibilities of the Continuum of Care (CoC)

1.1. Vision

The Vision of the Spokane Regional CoC is to bring together resources and resourceful people who create a community where everyone has a safe, stable place to call home.

1.2. Mission

The mission of the community-based Spokane Regional CoC is to make homelessness rare, brief, and non-recurring in our area by fostering shared responsibility among stakeholders and coordinating resources essential to the success of local plans to prevent and end homelessness.

1.3. Goals

The goals of the Spokane Regional CoC are the objectives of the 5-Year Strategic Plan to Prevent and End Homelessness of the Spokane Regional Continuum of Care. This plan follows guidance from the Washington State Department of Commerce, in association with HUD and the Spokane Regional CoC Board and Sub-Committees and other community stakeholders.

Goal 1: Promote an equitable, accountable, and transparent homeless crisis

response system.

Goal 2: Prioritize those with the most significant barriers to housing

stability and the greatest risk of harm..

- Goal 3:
- Prevent episodes of homelessness whenever possible.

Goal 4: Seek to house everyone in a stable setting that meets their needs

Goal 5: Strengthen the homeless provider workforce..

1.4. Responsibilities

The regulatory duties of a CoC are set forth in [24 CFR § 578](), or as otherwise articulated by the U.S. Department of Housing and Urban Development (HUD). These include:

1) Hold stakeholder meetings at least semi-annually.
2) Invite new members by issuing a public invitation.
3) Adopt and follow a written process to select a CoC Board to act on behalf of the CoC.
4) Appoint additional committees, sub-committees, or work groups as needed.

5) Lead, develop, follow, and update a governance charter.
6) In consultation with sub recipients, establish performance targets and evaluate and act on outcomes.
7) Establish and oversee operations of a coordinated assessment system.
8) Establish and consistently follow written standards for providing CoC assistance. Designate and oversee operations of a Homeless Management Information System (HMIS) and Collaborative Applicant (CA).
9) Develop a plan to prevent, reduce, and end homelessness.

2. Geographic Boundaries of the CoC

The CoC boundaries include the geography within the County of Spokane, including incorporated cities and unincorporated areas.

3. Structure of the CoC

3.1. Composition

A Continuum of Care Stakeholder is any individual or organization with an interest in understanding and addressing the issues related to homelessness and a desire to participate in some way in the Plan to Prevent and End Homelessness All Board Members representing an agency/organization must be director level or above.

The CoC is open to individuals and organizations and shall be broadly based with representatives from nonprofit homeless providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, colleges and universities, affordable housing developers, law enforcement, organizations that serve homeless and formerly homeless veterans, and persons with lived homeless experience. No elected officials shall be board members of the CoC.

The CoC Board is the coordinating body for the CoC. Much of the work of the CoC will be carried out by the CoC Board, HMIS Committee, Planning and Implementation Committee, Workgroups, and Sub Committees, with input from the CoC Stakeholders.

3.2. Stakeholder Meetings

The CoC will hold two semi-annual public meetings for all Stakeholders. The first semi-annual public meeting will be held concurrently with the Spokane Homeless Coalition meeting in April of each year. The second semi-annual Stakeholder Meeting will be held in October of each year.

3.3. Stakeholders

Interested organizations and individuals can join the CoC by attending a regularly scheduled meeting, requesting to be added to the Stakeholder roster, and committing to participate in the work of the CoC to achieve stated purposes and goals.

Ways to participate:

- Attend the semi-annual meetings.
- Participate in committee or sub-committee work.
- Help with outreach to the community.
- Serve as a liaison between the CoC and other community groups.
- Offer nominations of names to fill open Board Member positions.
- Help to update the Governance Charter by the full CoC.

4. Governance Structure of the CoC

The Structure Chart provides the general governance structure for the CoC (Attachment 2). It outlines the communication and coordination channels of the CoC Stakeholders, the CoC Board, committees, and sub-committees.

4.1. The CoC Board

The CoC Board is the governing body for the Spokane Regional Continuum of Care and meets all requirements for HUD CoC funding.

4.1.2. Authority of the CoC

The CoC Board will provide oversight and accountability for all CoC responsibilities. The Board will be responsible for approval and implementation of all CoC policies and procedures and the CoC's Plan to Prevent and End Homelessness. CoC Board Members are approved by the CoC Board.

4.2. Board Composition

The CoC Board will consist of no fewer than eleven and no more than twenty-five Members representing the community perspectives listed below. Competencies and representation will be reviewed annually.

<u>Board Representation</u>

4 Representatives	Persons with lived homeless experience - 1 family representative - 1 single adult representative - 1 veteran representative - 1 youth representative
3 Representatives	Homeless services providers - Supportive Services - Permanent Housing - Temporary Housing
1 Representative	City of Spokane
1 Representative	City of Spokane Valley
1 Representative	Spokane County
1 Representative	Law & Justice Community

1 Representative Behavioral Health/Chemical Dependency
1 Representative Spokane Regional Health District
1 Representative Workforce Development
1 Representative Washington State
Department of Children, Youth and Families
1 Representative Spokane Housing Authority
1 Representative Veteran Service Agency
1 Representative Healthcare Provider or Hospital
1 Representative Business Community
1 Representative Landlord Association/Private Landlord
1 Representative K – 12 Education /Ed
1 Representative Higher Education
1 Representative Chair of the Homeless Coalition (or Coalition Designee)
1 Representative Philanthropy
1 Tribal 25 Total Board Members

CoC Sub-Committee Chairs are not considered Board Members. However, in any case where the Chair of a CoC Sub-Committee is also a CoC Board Member, they maintain their voting right. In addition, the CoC will appoint one liaison to serve as a representative on the Community Housing Homeless Services Board and Homeless Coalition if desired.

4.3. Board Governance Responsibilities

The CoC Board provides oversight and leadership for the implementation of the Plan to Prevent and End Homelessness, while ensuring accountability for results. The CoC Board shall organize to provide a system of housing and services to address the needs of people experiencing homelessness in Spokane County. The CoC Board will be led by a smaller Executive Committee.

CoC Board responsibilities include:

1) Hold stakeholder meetings at least semi-annually.
2) Invite New Board Members by issuing a public invitation at least once annually.
3) Adopt and follow a written process to select a CoC Board to act on behalf of the CoC.
4) Appoint additional committees, sub-committees, or work groups as needed.
5) Participate in work groups of the board.
6) Lead, develop, follow, and update a Governance Charter.
7) Establish performance targets and monitor and act on outcomes.
8) Determine funding on an annual basis based on performance and established guidelines.
9) Establish and oversee operations of a coordinated assessment system.
10) Establish and consistently follow written standards for providing CoC assistance.
11) Designate and oversee operations of a Homeless Management Information System (HMIS) Lead and Collaborative Applicant.

12) Develop a Plan to Prevent and End Homelessness.

The Board will act on behalf of the CoC to fulfill the regulatory duties of a Continuum of Care (CoC) as set forth in 24 CFR § 578, or as otherwise articulated by HUD. The Board will be responsible for approval and implementation of all CoC policies and procedures including Coordinated Entry and the Plan to Prevent and End Homelessness. The Board will review the Coordinated Entry Policies and Procedures to ensure the following goals are able to be achieved as coordinated assessment is a key step to assessing need and providing services (Appendix Item 1):

1) Easier access to appropriate housing and service interventions for persons experiencing homelessness or a housing crisis;
2) Prioritization of persons with the longest histories of homelessness and the most extensive needs;
3) Lower barriers to program entrance or receipt of assistance; and
4) Ensuring persons receive assistance and are housed as quickly as possible.

4.4. Board Member Responsibilities

Board members are expected to share the vision of the Spokane Regional CoC to bring together resources and resourceful people to create a community where everyone has a safe, stable place to call home.

Together with the rest of the Board, all Board members must support and work to further the mission of the CoC is to make homelessness rare, brief, and non-recurring in our region by fostering shared responsibility among stakeholders and coordinating resources essential to the success of local plans to end homelessness.

Board members shall be familiar with the Five-Year Plan, as all the work of the CoC is based on the Five-Year Plan.

To the extent that CoC Board Members represent an entity or constituency, they are responsible for relaying information back to that constituency about what is discussed at Board meetings (unless that would violate someone's confidentiality) and should serve as conduits to relay the concerns and opinions of Members of their constituency back to the Board.

Committee members are expected to attend meetings (CoC and assigned Sub-Committee, committee, and/or work group) and be prepared to discuss matters presented for their deliberation. Members are required to attend no less than 75% of meetings (e.g., at least 9 of 12 monthly meetings) within a calendar year. Communication will be sent out by the CoC Chair or their designee to those Board Members who have not met or are at risk of not meeting the attendance requirement. Committee members must notify the Chair of the CoC of their excused absence and if they are sending a proxy from their organization. Failure to meet the attendance requirement or repeated failure to complete work assignments will be grounds for removal from the Board, work group, committee, and/or sub-committee assignments.

See Resignation or Removal below.

4.5. Board Member Terms

Jurisdictional Board positions shall not be time limited. These positions include:

City of Spokane	Spokane County
City of Spokane Valley	Spokane Housing Authority
Workforce Development	Spokane Regional Health District

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All other Board positions will serve no more than one- Five year term. These Board positions include:

4 People with Lived Homeless Experience	3 Homeless Service Providers
1 Law & Justice	1 Behavioral Health/Chemical Dependency
1 Child Welfare	1 Veteran Service Agency
1 Healthcare Provider/Hospital	1 Business Community
1 K-12 Education	1 Higher Education
1 Philanthropy	1 Tribal

If a Board Member resigns their position prior to the expiration of their five-year term, the Board will seek new applicants/agencies to fill the position. The position for the Chair of the Homeless Coalition shall change as the Chair of the Coalition changes.

Terms for Board positions shall be staggered to ensure continuity for the CoC Board while maintaining experienced Board Members who can mentor new Board Members and assist in the on-boarding process.

4.6. Board Member Selection Process

4.6.1. Board Membership & Nominating Committee

The Nominating Committee shall be composed of Board Members and not exceed more than five individuals. Each year in the fall, the Nominating Committee may meet to discuss potential new Board members as needed, ensuring a balanced and representative Board. The CoC Board must represent relevant organizations and projects serving homeless populations and meet the requirements set forth in this Governance document.

4.6.2. Role in Soliciting Nominations for Open Board Positions

The Nominations Committee will discern and solicit nominations for Board positions from the CoC Stakeholders. Individuals will be chosen as representatives from service providers, and others for at large board members as needed. As noted above, any member who is representing an organization (whether private or public) shall be, at minimum, a Director level employee. Preparation of Slate of Candidates to Consider

The Nominations Committee will ultimately prepare for approval a slate of Board member candidates for the Board to consider the Nominations Committee will ensure that each potential candidate has completed a CoC Board Member application to assist in their decision making.

4.6.3. Timing for Approval by the CoC Board

Approval of the Board slate will take place at the last meeting of the calendar year by a majority vote of the Board. Nominated candidates will be asked to accept the position by the Chair or Vice Chair of the Board.

4.6.4. Review of Selection Process

The CoC Board selection process must be reviewed and updated by the CoC Board at least once every five years.

4.6.5. Balanced and Representative Board

To ensure a balanced and representative Board, no more than one volunteer or staff of a particular organization may serve on the CoC Board at the same time. However, one Board Member may represent the interest of more than one homeless subpopulation.

4.7. Resignation and Removal

Unless otherwise provided by written agreement, any Board Member may resign at any time by giving written notice to the Chair. In addition, Board Members may be removed by a majority vote of the Board for repeated absence, misconduct, failure to participate, or violation of conflict-of-interest policies.

When a Board Member resigns, is removed from the Board, or cannot serve their full term for any reason, the Executive Committee will accept nominations or appointments from the CoC Stakeholders depending on the Stakeholder group of the vacant seat. The Board will elect the new Board Member from the slate of nominations presented. Positions that are permanent (identified above) will not require Board approval.

4.8. Officers

The CoC Board will elect a Chair, Vice-Chair, and two to four additional Board Members to make up the Executive Committee. A City of Spokane, City of Spokane Valley, and Spokane County representative will serve on the Executive Committee; however, will not serve as Chair or Vice-Chair. The Chair and Vice-Chair positions will be for a term of three-years and may be extended upon majority vote of the Board.

4.8.1. Chair and Vice Chair

The Chair is responsible for scheduling meetings of the CoC and Board, ensuring that the Board meets regularly or as needed, and for setting the agenda for these meetings in collaboration with the Executive Committee. The Chair governs and leads the Board. In the absence of the Chair the Vice Chair assumes the duties of the Chair. The Chair shall not be a person who has a current or potential conflict of interest (cannot work for a provider who does, or may eventually receive, CoC program funds).

4.8.2. Executive Committee Members

The Executive Committee Members will participate in the development of Board agendas and will be responsible for coordinating, with designated Committees, the review of performance and designation processes for the Collaborative Applicant and HMIS Lead Agency. The Executive Committee is also responsible for updating the Charter on a regular cadence but no less than every five years. Any substantive changes to the Charter must go before the Board for adoption.

4.8.3. Election and Term

The Board will elect the officers from nominations received by the Nominations Committee at the first Board meeting of the calendar year or as needed. The person receiving the majority votes for each officer position will be selected. If there is a tie, there will be a re-vote between only the persons receiving the same number of votes. If there is another tie, the outgoing Chair will break the tie.

Each officer will hold office for a term of three years. No person may hold more than one office.

4.8.4. Provisions for Resignation

Any officer may resign at any time by giving written notice to the Chair. Any such resignations will take effect at the time specified within the written notice or, if the time is not specified therein, upon its acceptance by the Chair.

4.8.5. Officer Vacancies

Vacancies among the officers may be filled for the remainder of the term by a vote of the majority of the Board at any meeting at which a quorum is present.

5. Board Rules of Governance

5.1. Quorum and Voting

A simple majority of the Board will constitute a quorum for the transaction of business decisions at any meeting. The Chair will only vote in the event of a tie.

At all meetings, every effort should be made for business items to be decided by consensus of the Board. Votes will be by voice or ballot at the will of the majority of those in attendance at a meeting with a quorum represented. Each representative seat will have one vote. No Board Member shall vote on any item that presents a real or perceived conflict of interest.

5.2. Meeting Frequency

The Board will meet no less frequently than six times per year (including two CoC stakeholder meetings) at such times and places as the Board will determine, and the twelve-month calendar of regularly scheduled meetings will be set and approved during the first meeting of each year. The Executive Committee may call a special meeting of the Board provided it meets all notice and quorum requirements.

5.3. Open Public Meetings Act RCW 42.30

Purpose

To establish transparent, accessible, and legally compliant procedures for conducting hybrid (in-person and virtual) meetings of the Spokane Regional Continuum of Care governing board and committees subject to Washington's Open Public Meetings Act (OPMA).

Meeting Format

All regular and special meetings may be held in one or both of the following formats:

- In-person, at a publicly accessible location;
- Virtual, using video or telephone conferencing tools (all CoC board members must have their video on during the entirety of the meetings barring technical difficulties);

Notice Requirements

All meetings must be publicly noticed at least 24 hours in advance. This will include, at minimum, a posting on the CoC landing page, hosted by the City of Spokane as the Collaborative Applicant and an email to interested Stakeholders. Spokane County and the City of Spokane Valley are also encouraged to post all meetings of the Board on their websites and to their constituency.

Notice must include:

- Date, time, location of the meeting
- Remote access information (link, dial-in number, meeting ID),
- A meeting agenda, identifying action items and discussion topics

Public Access

Meetings must be open to the public, with real time access to observe or attend:

- In-person attendees must have physical access to the meeting space;
- Virtual attendees must be able to join the meeting via audio/video.

All platforms must allow all participants to hear each other simultaneously.

Voting Procedures

Votes must be taken during the live meeting, never by email, text, or *offline* polling.

All votes shall be:

- Audible or visible to all participants, including the public;
- Reflected in the meeting minutes

Roll call voting is optional but not required by the CoC Charter.

Public Comment

Time for public comment will be given at the beginning of the meeting and will be limited to no more than five-minutes per participant. If more time is needed, the Board would request the participant make a formal request to be placed on the agenda.

Minutes and Recordkeeping

The Collaborative Applicant shall be responsible for taking minutes and ensure that the minutes are attached in the following months' agenda packet and uploaded pursuant to the 24-hour agenda posting required by the OPMA. The CoC will strive to publish the agenda packets at least three days (includes weekends) prior to the meeting.

Compliance and Training

All CoC Members and committee chairs must complete OPMA training within 90 days of assuming their role and at least every four years thereafter in accordance with RCW 42.30.205.

The Collaborative Applicant will provide access to this training and maintain documentation of training completion.

5.4. Meeting Notification

The calendar of regularly scheduled meetings of the Board will be distributed to CoC Stakeholders and posted on the CoC landing page hosted by the City of Spokane. The agenda packet will be posted no less than 24 hours in advance of any meeting scheduled (regular or special). Special meetings may be called in situations when the Board must vote on decisions that need to be made off the regular meeting schedule. When such a meeting is called, the Board will distribute the meeting notice in the same manner listed above (no less than 24 hours in advance).

5.5. Attendance

Committee members are expected to attend meetings (CoC and assigned subcommittee) and be prepared to discuss matters presented for their deliberation. Members are required to attend no less than 75% of meetings (e.g., at least 9 of 12 monthly meetings) within a calendar year. Committee members must notify the Chair of the CoC or designee of their excused absence and if they are sending a proxy from their organization. Failure to meet the attendance requirement will be grounds for removal. The CoC shall have in-person meetings at least quarterly and all Board Members, barring ability barriers, must attend in-person.

Providers who receive CoC Funding must be present at all CoC Board meetings. Representatives must be Director level or above.

6. Committees and Work Groups

6.1. Formation

Standing Committees are designated in this Charter. Ad hoc working groups may be formed and given specific responsibilities based on the Five-Year Plan, as needed, by the Board. All Charter provisions governing the accountability, transparency, and general responsibilities of committees apply to ad hoc working groups. All committees will include a member of the CoC Board. Committees shall have member representatives of those with lived homeless experiences. Committees will bring any recommendations forward to the Executive Committee. Committees shall submit their meeting notes to the Board based on the cadence on which they meet.

The Board will ask each Sub-Committee and the HMIS Committee to propose a set of responsibilities based on the Five-Year Plan and the action steps therein. The Board will review these proposed scopes of work based on the Five-Year Plan, and note and facilitate resolution of any overlapping tasks. *Committee and Sub-Committee Leadership*

The charter shall refer to all Committees, Workgroups, Sub Committees formed under the authority of the CoC as "committees". All committees will include a member of the CoC Board. Board members may be chairs or co-chairs of Committees.
Committee Chairs and co-chairs will serve no more than three (3) consecutive years. Committee leadership will be responsible for establishing the work plan for the Committee, ensuring adherence to Committee governance and voting rules, as well as Committee responsibilities set forth in this Charter. Committee Chairs will attend Executive Committee meetings when requested by the Executive or if the Committee wishes to brief the Executive or request the CoC Board take action. *Standing Committees, Work Groups, and Sub-Committees of the Board and CoC*

The Board has Committees, Work Groups, and Sub-Committees that serve as the implementation bodies of the system. These Committees and Workgroups are charged with establishing strategies, recommendations and work plans to achieve particular outcomes.
Standing Committees

6.1.1.a. Executive Committee

The purpose of the Executive Committee will be to assist with the functioning and leadership of the CoC Board. The Executive Committee meets monthly or as needed.

The Executive Committee provides Board leadership for ensuring:

- Clear and effective lines of communications between the Board and CoC Stakeholders;

- CoC planning and implementation consistency with requirements articulated by HUD in [24 CFR Part 578]() and other directives, with applicable federal, state, and local laws, and with the strategic direction of CoC's Plan to Prevent and End Homelessness;
- Implementation of nomination and selection process for Board and Committee members.
- Preparing and issuing letters of support and/or any other correspondence when requested of the CoC and approved by Executive Committee.

The Executive Committee or its designee is responsible for:

- Setting and timely dissemination of the agenda for CoC Board meetings;
- Timely dissemination of the agenda for the two CoC Stakeholder meetings; and
- Dissemination of updates on the work of Sub-Committees.

The Executive Committee will be responsible for setting and upholding process decisions that:

- Determine which issues go to the Board for official vote;
- Determine when the need for action is sufficiently urgent as to require either an unscheduled meeting, or a vote by the Board on a matter which was not included on the publicly disseminated meeting agenda, or action by the Board without a meeting.

The Executive Committee will lead the annual process of reviewing the performance of the HMIS Lead Agency and the Collaborative Applicant and the selection process when needed.

6.3.1.b Planning and Implementation Committee

This committee is comprised of the CoC Board's Executive Committee, as well as the Chairs from the CoC sub-committees, who act as key advisors (not Board members), and inform the community's strategic response to prevent and end homelessness for all populations. The Committee is tasked with being responsive to system needs, supporting best practice shifts and program design, and making researched and validated recommendations to the Board.

6.3.1.c HMIS Committee

The HMIS Committee focuses on data collection, HMIS coordination, and program evaluation.

This Committee provides recommendations to the HMIS Lead Agency on HMIS issues, including project participation, policies and procedures for participant privacy, data security, data quality, and HMIS governance.

This Committee also performs program evaluation.

- Using Point-In-Time Count data to conduct an annual gap analysis that is presented to the Board.
- Develop a tool to evaluate performance of CoC-funded projects.

6.3.1.d Funding and RFP Committee

This Committee oversees the Request for Proposals (RFPs); including coordinating CoC program funding awards with other funding partners. The Committee reviews project and system performance data from the past award year and makes recommendations to the CA regarding monitoring plans and funding allocations/reallocations pursuant to the Reallocation Policy of the CoC.

6.3.2 <u>Work Groups</u>

6.3.2.a Communications

Educate the community about homelessness, best practices to reduce homelessness, resources needed to reduce homelessness, and long-term savings that are achieved by providing permanent, stable housing

Engage the private and public sector in the work of the commission and communicate funding and partnership priorities to organizations, including, businesses, corporations, philanthropic organizations or foundations, and any municipal, state or federal government agencies to improve the Region's ability to end and prevent homelessness.

Manage the CoC's website and take lead role in events planning and messaging, including messaging and marketing of special initiatives

6.3.2.b Data and Performance

Evaluate system performance, research best and future practice solutions to address changing needs in the region and make data-driven recommendations for project shifts. This Work Group will work closely with the Chair of the HMIS Committee on its deliverables.

The Work Group will lead the Board in monthly discussions about performance and help in the design of tools to improve evaluative mechanisms.

6.3.2.c Marketing Workgroup

This Work Group is responsible for public-facing work, including engagement in sharing information about the coordinated regional system, promoting key work products including successes, and supporting efforts related to the annual Point-in-Time Count.

Develop and sponsor educational and listening community/neighborhood listening events around homelessness. Reports on any educational or public outreach activities undertaken during the preceding year. Align initiatives of the CoC with other work.

6.3.2.d. Racial Equity

Engaging in research, data analysis, community engagement, and understanding related to equity in the region, including providing ongoing input and monitoring of racial equity within our homeless crisis response system and designing a racial equity strategy that is implemented across the CoC and the broader homeless crisis response system. This includes garnering buy-in and support across systems, partners, and stakeholders to address critical gaps and needs to address equity.

This work group may be expanded to encompass all equity needs as determined by the CoC.

6.3.3 Sub-Committees

The following sub-committees have been established to focus on specific strategies:

Youth and Young Adult Sub Committee:
Create/Monitor/Assess a comprehensive, developmentally appropriate menu of services for youth who experience homelessness in order to prevent homeless youth from becoming the next generation of homeless adults.

Youth Advisory Board:
Composed of at least 3 members, age 24 and younger, two-thirds of whom will be homeless or formerly homeless. Advises the CoC on policies related to preventing and ending youth homelessness. The Chair of the Youth Advisory Board will sit on the CoC as a Board Member.

Veterans Sub Committee ::
Create, monitor, and assess a comprehensive menu of services for Homeless Veterans.

Families Sub Committee:
Create, monitor, and assess a comprehensive menu of services for Homeless Families.

Single Adults Sub Committee :
Create, monitor, and assess a comprehensive menu of services for Homeless Individuals/Adults without Minor Children.

6.2. Committee Leadership

6.3. Chairs and/or co-chairs will be elected by Committee Members to serve as leaders for the Committee by a simple majority. Committee Process

Committees which make recommendations to change CoC systems or structures, or add to such systems and structures, will be asked to bring those committee recommendations to the CoC Executive Committee for discussion and, ultimately, to the CoC Board for ratification. Sub Committees and workgroups are not subject to the OPMA.

7. CoC Board Code of Conduct

7.1. Code of Ethics

Members of the CoC Board are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board. CoC Board Members pledge to accept this code as a minimum guideline for ethical conduct and shall:

1. Faithfully abide by the CoC Governance Charter.
2. Exercise reasonable care, good faith, and due diligence in organizational affairs.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest. Sign a Conflict-of-Interest Policy annually.
4. Act with honesty, integrity, and openness in all dealings as CoC Board Members and representatives of the CoC.
5. Promote an environment with staff, Committees, and CoC Stakeholders that values respect, fairness and integrity, and that promotes inclusiveness.
6. Exercise the duties of serving on the CoC Board for the good of all stakeholders of CoC consistent with the Conflict-of-Interest Policy.
7. Respect the sensitive information known due to CoC Board service.
8. Respect the diversity of opinions as expressed or acted upon by the CoC Board, Committees, and Stakeholders.
9. Attend 75% of all meetings and subcommittee meetings on an annual basis.
10. Members representing an organization or municipality shall communicate back to their constituents important information to keep all stakeholders fully informed.

7.2. Public Statements and Media Response

When making public statements or speaking to the media on CoC matters, CoC Board Members will make clear whether they are speaking in their own name, or if the CoC or CoC Board has empowered them to speak on the group's behalf.

7.3. Conflict of Interest

Board, Committee and staff members of the Spokane Regional CoC (individually and collectively the "Members") must exercise discretion, diligence and prudence when acting on behalf of the CoC. In order to: (i) promote public confidence in the integrity of the CoC and its processes; and (ii) avoid any actual or potential conflicts of interest, Members shall, at all times, abide by [24 CFR §578.95](), Conflicts of Interest. Failure to adhere to these rules is grounds for removal of the Member from the Board and/or any of its committees.

For purposes of the Conflict-of-Interest Policy a conflict of interest exists when a Member is unable, or potentially unable, to make an impartial decision on behalf of the CoC due to family or personal relationships, outside business interests, or financial gain, whether direct or indirect. Members with lived homeless experience who receive services from an organization that may directly benefit from a funding decision may vote or make recommendations on funding decisions.

All Members must sign the Conflict-of-Interest Policy form annually, affirming that they have: (i) reviewed the Conflict of Interest Policy; and (ii) disclosed any actual or potential conflicts of interest that they face or are likely to face in fulfillment of their duties as Members. Members will not be permitted to participate in any CoC meetings until their signed Conflict of Interest Policy is on file with the Collaborative Applicant.

The Conflict-of-Interest Policy form, which includes the complete Conflict of Interest Policy, is Attachment 1.

7.4. Review of Charges of Violation of the Code of Conduct

When an allegation of misconduct is received by the CoC Board, an Ad Hoc Ethics Review Committee will be assembled. This Committee may not exceed five members and must include a minimum of two persons from the CoC Board. If requested by a majority, the Committee may also give guidance to the CoC concerning other aspects of conduct, including actions of staff, consultants or other persons charged with implementation of duties relative to the responsibilities of the CoC Board.

8. General Provisions of the CoC

8.1. Operating Year

The operating year of the CoC begins on January 1st of each calendar year and ends on the 31st day of December of that calendar year.

8.2. Review and Update of Governance Charter

The Charter shall be updated as necessary by the CoC Board in consultation with the Collaborative Applicant and the Homeless Management Information Systems (HMIS) lead. The Charter shall be reviewed and approved in full every five years by the CoC Stakeholders. All changes must be approved by the CoC Board.

8.3. CoC Policies and Procedures

Continuum of Care Policies and Procedures will be posted for public review on the Continuum of Care tab on the Collaborative Applicant's website at https://my.spokanecity.org/endinghomelessness/about/coc/

9. Attachment 1

Conflict of Interest Policy

Board, committee and staff members of the Spokane Regional CoC (individually and collectively the "Members") must exercise discretion, diligence and prudence when acting on behalf of the CoC. In order to: (i) promote public confidence in the integrity of the CoC and its processes; and (ii) avoid any actual or potential conflicts of interest, Members shall, at all times, abide by 24 CFR §578.95, *Conflicts of Interest*. Failure to adhere to these rules is grounds for removal of the Member from the Board and/or any of its committees.

For purposes of this policy a conflict of interest exists when a Member is unable, or potentially unable, to make an impartial decision on behalf of the CoC due to family or personal relationships, outside business interests, or financial gain, whether direct or indirect. Members with lived homeless experience who receive services from an organization that may directly benefit from a funding decision may vote or make recommendations on funding decisions.

I. General Rules:

1. Members may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:
   (a) Any organization that they or a member of their immediate family represents or has represented during the previous year; or
   (b) Any organization from which they or a member of their immediate family derives, or has derived, income or anything of value (whether tangible or intangible) during the previous year.
2. Whenever a Member or any of their immediate family members have a financial interest or any other personal interest in a matter coming before the Board or one of its committees, they must:
   (a) Fully disclose the nature of the interest; and
   (b) Recuse themselves from discussing, lobbying or voting on the matter.

II. Disclosure:

Board and committee members must disclose any actual or potential conflicts of interest regarding any business included in the meeting's agenda at the beginning of each Board or committee meeting, or as soon as they become aware of any actual or potential conflict of interest.

III. Abstention from Decision Making:

Any matter in which a Member has disclosed an actual or potential conflict of interest will be decided only by a vote of the disinterested Members. The minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested Member's actual or potential conflict of interest and their abstention.

IV. Annual Conflict of Interest Acknowledgement Form:

All Members must sign this Conflict of Interest Policy form annually, affirming that they have: (i) reviewed the conflict of interest policy; and (ii) disclosed any actual or potential conflicts of interest that they face or are likely to face in fulfillment of their duties as Members. Members will not be permitted to participate in any CoC meetings until their signed Conflict of Interest Policy is on file with the CoC Lead organization.

V. Conflict of Interest for the CoC Evaluation/Procurement Committee:

No Member with an actual or potential conflict of interest may serve on the CoC Evaluation Committee. For purposes of this Section V, a conflict of interest exists if:

1. The Member currently, or within the last year has been, or has a current agreement to serve in the future as, a board member, staff member or paid consultant of an organization making a proposal to the CoC for an award of a grant or other provision of financial benefit; or
2. The Member's employer or an organization on whose Board of Directors the person sits has now, or within the last year has had, a contractual relationship with an organization making a proposal for any award of a grant or other provision of financial benefit. However, if the Member's employer, or the organization on whose Board of Directors the person sits, is a funding entity or organization whose mission includes providing services an/or funding to other service providers, under this definition of "conflict of interest," no conflict exists; or
3. Any other circumstance exists which impeded the Member's ability to objectively, fairly and impartially review and rank proposals for funding.

VI. Exceptions:

Exceptions to any of the foregoing may only be granted by HUD in accordance with 24 CFR §578.95(d)(2), *Exceptions*.

AFFIRMATION:

By my signature below I hereby affirm that I have reviewed, understand and agree to comply with this Continuum of Care Conflict of Interest Policy:

Printed Name: ______________________________

Signature: ______________________________ Date: _________________

10. Attachment 2

Governance Structure Chart