

**GOVERNANCE CHARTER  
FOR THE LOUISVILLE METRO CONTINUUM OF CARE  
(INCLUDING CoC-HMIS GOVERNANCE AGREEMENT)  
November 13, 2013**

**ARTICLE I - NAME, CORE VALUES, PURPOSE, GOALS AND RESPONSIBILITIES**

A. Name

The name of this unincorporated association is the Louisville Metro Continuum of Care (hereinafter referred to as the CoC or Continuum).

B. Geographic Area

The Louisville Metro CoC geographic area is defined as Louisville Metro with the six digit code of 211374. This area includes all of Jefferson County, KY.

C. Core Values

- We value programs with outcomes that demonstrate progress toward reducing and ending homelessness as quickly as possible with an ultimate goal of no more than 30 days.
- We value innovative and diverse programming that addresses gaps in community services.
- We value quality programming that is accountable to the community through outcomes measurement.
- We value the effort to access the maximum amount of funding available to the Louisville Metro area.
- We value the commitment to serve all people who are in need of assistance regardless of race, gender, age, national origin, sexual orientation, gender identity and class and to be in compliance with all applicable laws regarding program accessibility for all people.
- We value and respect the decisions and choices of those who find themselves homeless and seek to optimize self-sufficiency.

D. Purpose

The purpose of the Louisville Metro CoC: promote communitywide commitment to the goal of ending homelessness; provide funding for efforts by nonprofit providers, and State and local governments to quickly rehouse homeless individuals and families while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness; promote access to and effective utilization of mainstream programs by homeless individuals and families; and optimize self-sufficiency among individuals and families experiencing homelessness.

E. Louisville Metro CoC Goals

The goals of the Louisville Metro CoC are fully stated in the “Blueprint to End Homelessness” (Louisville Plan to End Homelessness) and include the following goals that directly tie to the goals of the HEARTH Act and the Louisville Metro Consolidated Plan.

- To provide prevention services, including emergency assistance with rent, mortgage and utilities, landlord intervention and assistance obtaining necessary documents.
- To deliver permanent housing services.

- To increase supportive services for persons who are homeless
- To increase self-sufficiency services for persons who are homeless
- To maintain an HMIS data system, which will be used to determine the outcomes of individual projects and the CoC as a whole.

F. Responsibilities

The Continuum will fulfill the responsibilities of Continuums of Care as set forth by HUD under Title 24, Part 578 of the Code of Federal Regulations including to:

- Operate the Continuum of Care
- Designate and operate an HMIS
- Plan for the CoC

Although the Continuum may delegate certain of its responsibilities to others such as the Collaborative Applicant, it remains responsible for its responsibilities set forth by HUD.

**ARTICLE II - CONTINUUM OF CARE MEMBERS**

A. Eligibility for Membership

Agencies who serve the homeless population, agencies who serve those who are at risk of homelessness, governmental departments charged with addressing homelessness, individuals who are interested in addressing the issue of homelessness in the Louisville Metro area and other relevant organizations within the CoC’s geographic area are eligible for membership in the Continuum of Care. “Relevant organizations” include, nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, organizations that serve veterans and homeless and formerly homeless individuals.

B. Procedure to Become a Member

CoC meetings are open to all who care to attend; however, requirements for voting are set forth below in Article II (F)(2); a Membership Packet must be completed.

C. Term and Renewal of Membership

All members must formally renew their membership annually, which includes completion of required forms relating to attendance, voting rights, etc. at the beginning of the Continuum year (July).

D. Invitation for New Members

At least once per year, the COC will make an invitation for new members to join publicly available within the geographic area.

E. Responsibilities of Members

1. The full membership body is responsible for:
  - Electing 9 – 13 CoC Board Members;
  - Providing information and advice to the CoC Board regarding best practices in homeless services;

- Establishing and providing oversight of the HMIS system and designating an HMIS administrator;
- Designating an entity to write the application for funding in response to HUD's annual CoC Program NOFA for homeless assistance resources;
- Developing a plan that includes coordinating the implementation of a housing and services system that meets the needs of the homeless population (encompassing outreach, engagement, assessment, shelter, prevention strategies, etc.)
- Conducting a Point-in-Time count of homeless persons, at least biennially, in compliance with regulation 24 CFR 578.7(c)(2);
- Conducting an annual gaps analysis of the homeless needs and services available within the geographic area;
- Providing information required to complete the Consolidated Plan;
- Consulting with State and local government ESG program recipients on the plan for allocating ESG program funds and reporting on and evaluating the performance of ESG program recipients and sub-recipients;
- Striving to provide the best services to each of the community's specific homeless populations;
- Establishing and providing oversight of the Quality Assurance Standards (QAS) for agencies providing services and designating a QAS administrator;
- Working within the CoC homeless provider system to provide comprehensive and appropriate services to move homeless persons as quickly and appropriately as possible;
- Participating on CoC Committees and in monthly full membership meetings;
- Adopting and following a written process to select a board to act on behalf of the Continuum of Care. The Process must be reviewed, updated and approved by the Continuum at least once every 5 years;
- In consultation with the Collaborative Applicant and the HMIS lead, developing, following and updating annually a governance charter, which will include all procedures and policies needed to comply with subpart B of 24 CFR Part 578 (HUD regulation on CoC Program) and with HMIS requirements as prescribed by HUD and a code of conduct and recusal process for the Board, its chair(s) and any person acting on behalf of the Board;
- Determining eligibility, approving and ranking projects to be included in the community CoC application;
- Consulting with recipients and sub-recipients to establish performance targets appropriate for population and program type, monitoring the performance of recipients and sub-recipients, evaluating outcomes, and taking action against poor performers;
- Evaluating and reporting to HUD outcomes of ESG and CoC projects and consulting with ESG and CoC applicants regarding allocations;
- Establishing and providing oversight of a coordinated assessment system and single point of entry and designating a lead for each, in compliance with regulation 24 CFR 578.7(a)(8);
- Consulting with recipients of ESG funds to establish and oversee compliance with written standards for providing CoC assistance, which must include policies and

procedures for evaluating individuals and families' eligibility for assistance; for determining and prioritizing which eligible individuals and families will receive transitional housing; for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance (including % or amount of rent required); for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; for high performing communities, if applicable.

2. Other responsibilities of member agencies include:

- Demonstrating the ability and willingness to work with others in the community by collaborating with agencies to provide services;
- Providing documentation of homelessness and other required information to other member agencies in order to facilitate a seamless provision of care, in compliance with each agency's Privacy Policy;
- Fully participating in the Louisville Metro Homeless Management Information System (HMIS).

F. Rights of Members

1. Funding Proposals

Members have the right to submit new and renewal proposals within the guidelines and specifications of the U.S. Dept. of Housing and Urban Development.

2. Voting Rights

The CoC community is the ultimate decision-making body for the Louisville Metro CoC. The community itself holds the responsibility of deciding the needs of the community, how the process is to be administered, endorsing the projects to be submitted for funding consideration and the community priority rankings.

a) Agency Member

- Holds one vote;
- Designates a delegate and an alternate at the beginning of the Continuum year (July), who are authorized to cast the agency vote when such action is needed;
- Is allowed to send more than these designated people to the CoC meetings but when a vote is taken, only the delegate or alternate is eligible to cast a vote;
- Is required to send a representative to at least 10 out of the last 12 CoC meetings prior to the vote in order to be eligible to cast any vote including projects to be submitted in the HUD CoC application or the election and approval of CoC Board Members;
- If an agency is unable to send either the delegate or alternate, that agency may send a representative to the meeting and receive credit for attendance. However, only a delegate or alternate has the right to vote on an issue, unless this person is approved by the CoC coordinator in advance of the meeting;
- Is not eligible to vote on any issue regarding a project where that agency has a financial interest or serves the project's agency in any capacity.

b) Individual Member

- Holds one vote;
- Is required to attend at least 10 out of the last 12 community meetings prior to the vote in order to be eligible to cast any vote including projects to be submitted in the HUD CoC application or the election and approval of CoC Board Members;
- Is not eligible to vote on any issue regarding a project where that individual has a financial interest.
- No individual member may vote if he or she is an employee of a member agency or serving on the Board of a member agency.

G. Responsibilities of the Delegate and Alternate

Each member entity of the Louisville Metro CoC full membership designates a delegate and alternate at the beginning of the Continuum year (July). Their responsibilities include:

- Attending CoC community meetings so that those voting are fully informed of the circumstances and ramifications of their vote;
- Sharing information with agency directors and staff;
- Representing the interests of their member agency while considering the needs of the community as a whole;
- Determining the projects that are sent to HUD Washington for funding consideration;
- Attending mandatory meetings, as notified by CoC Coordinator.

H. Regular Meetings

Meetings of the full membership, with published agendas shall take place monthly at such times and places as designated in the notice for the meeting.

I. Notice of Meetings

The CoC Coordinator will schedule meetings and ensure that each agency/member has sufficient notice.

J. Quorum

A majority of voting members constitutes a quorum.

K. Manner of Action and Voting Procedure

Matters will be decided by a majority of eligible voting members, present and voting, at a meeting at which a quorum is present, except:

- All eligible voting members shall have the opportunity to cast a vote regarding funding decisions and Board elections. Ballots may be cast at a CoC meeting; however, absent eligible voting members shall have the opportunity to cast their vote through other means (email, U.S. Postal Service, FAX) as long as each completed ballot is:
  - Designated for an eligible voting agency/member;
  - The ballot contains the signature of the CoC delegate/alternate or individual member; and
  - In compliance with any other requirements, such as being received by a specific date.
- The Board may authorize membership voting outside of a meeting, through other means (email, U.S. Postal Service, FAX) as needed.

L. Minutes

The Board secretary shall take minutes of all membership meetings recording attendance and any votes taken.

**ARTICLE III - BOARD OF DIRECTORS**

A. General Powers

The Board shall have the authority to act on behalf of the Continuum.

B. Responsibilities

The Board shall:

- Designate the Collaborative Applicant entity that is to write the application for funding in response to HUD's annual CoC Program NOFA for homeless assistance resources;
- Design, operate and follow a collaborative process for developing the application and approving its submission;
- Establish priorities for funding projects in the CoC geographic area;
- Review the monitoring of all providers and determine appropriate action when benchmarks are not met;
- Provide a vision, priorities and goals for the CoC community;
- Establish a process for funding recommendations through HUD and other funding streams available in the community;
- Oversee progress of HMIS entry, common assessment and single point of entry and make recommendations for improvement;
- Review HMIS policies and procedures and update annually to insure compliance with HUD. This includes a review of the security, data quality and privacy procedures.
- Carry out such other duties, tasks and responsibilities as delegated by the membership

C. Board Composition

The Louisville Metro CoC Board is made up of no less than 13 and no more than 17 voting members and will include:

- Board members elected by the CoC membership from the CoC membership or larger community. The elected members must:
  - o Include at least one homeless or formerly homeless individual
  - o Represent the relevant organizations and projects serving homeless subpopulations including:
    - Persons with substance use disorders,
    - Persons with HIV/AIDs,
    - Veterans,
    - The chronically homeless,
    - Families with children,
    - Unaccompanied youth,
    - The seriously mentally ill, and
    - Victims of domestic violence, dating violence, sexual assault and stalking
  - o Include a member from at least one Emergency Solutions Grants program (ESG) recipient's agency

- Include a member representing the Veterans Administration
- Include a member representing the state (Kentucky Housing Corporation)
- Include a member representing Louisville Metro Gov't (ESG recipient)
- It should always have an odd number of members;
- A representative of the Collaborative Applicant will attend all board meetings and may participate in discussions, but is not considered a member of the board and holds no vote.

D. Term of Office

Board Members:

- Shall serve two-year staggered terms;
- Can serve two consecutive two-year terms but must be off the Board for one year before being elected again.

E. Limitations

- Only one person per agency may serve on the Board at any given time;
- Agencies represented on the Board can have a proposal on the table, although they cannot vote on the proposal;
- Must adhere to the Conflict of Interest policy as set forth below in Article VII of this document

F. Election Process

Elections will be held each year for one-half of the Board. The Board or its Nominating Committee will solicit nominations for vacant seats from the full membership and present the slate to the Board for approval. The Board will screen and select nominees in accordance with the requirements of the CoC Governance Charter. The prospective CoC Board members will then be presented to the CoC members for approval. Each recommended member for the CoC Board must be approved by the majority of the CoC membership in order to be appointed. Voting shall be carried out in accordance with Article II (K), Manner of Action and Voting Procedure.

G. Vacancies

Any vacancies in the Board shall be filled for the remainder of the term using the same election process as referenced above.

H. Board Meetings

- The CoC Board shall meet at least quarterly.
- The date, place and time of each meeting shall be set by the Chair or other officer acting on behalf of the Chair.
- All meetings shall be open to the public. The Board members may, however, by a simple majority vote of those Board members present, a quorum being present, vote to hold a meeting or portion thereof in executive session. Notice shall be given in a regular open meeting of the general nature of the business to be discussed in closed session and the reason for the closed session. No final action may be taken at a closed meeting. No matters may be discussed at a closed meeting other than those publicly announced prior to convening the closed meeting.
- Special meetings may be called by the Chair or upon request of three (3) Board members.

- Notice of all meetings shall be mailed or emailed to Board members not less than five (5) nor more than thirty (30) days prior to the day of the meeting.

I. Quorum and Manner of Acting

- A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Matters shall be decided by majority vote of board members, present and voting, at a meeting at which a quorum is present.
- Voting outside a meeting shall be rare and constitute an emergency situation. Further, an outside vote may not occur unless all members have sufficient knowledge about the issue and the ramifications of the vote. Said voting may occur by U.S. mail or email to properly document each member's vote. Matters shall be decided by majority vote of the respondents.

J. Removal

A Board member may be removed by majority vote of the Board.

## **ARTICLE IV - OFFICERS**

A. Officers

The officers of the CoC shall be a Chair and Secretary. The Board may elect or appoint such other officers including a Co-Chair and Assistant Secretary as it deems necessary or convenient. Such officers shall have the authority and perform the duties assigned by the Board.

B. Chair

The Chair of the Board shall

- preside over all meetings of the Board and membership;
- plan, in consultation with the other officers, the agenda for all Board and membership meetings;
- carry out all other duties incident to the office of Chair or prescribed by the Board.

C. Secretary

The Secretary of the Board shall:

- keep minutes of all Board and membership meetings, recording all votes taken;
- ensure that proper notice is given for all meetings;
- keep a list of the name and address of each member
- carry out all other duties incident to the office of Secretary or prescribed by the Board.

D. Election and Term of Office

The officers shall be elected by and from the Board at its first meeting following the annual Board election and shall take office at that meeting. Election shall be by a simple majority vote of the Board members present, a quorum being present, and may be by a show of hands or secret ballot as the Board may choose. All officers shall serve a one-year term of office and may not serve consecutive terms.



E. Vacancies

Vacancies in any office shall be filled for the remainder of the term of office by majority vote of the Board at a Board meeting.

F. Resignation

An officer may resign at any time by delivering a written resignation to the Chair or the Secretary in the event of the resignation of the Chair.

G. Removal

Any officer elected or appointed by the Board may be removed from office by majority vote of the Board whenever in its judgment the best interests of the CoC would be served thereby.

## **ARTICLE V - COMMITTEES**

A. Louisville Metro CoC Committees

The Louisville Metro CoC Full Membership may see fit to create new committees to conduct the work of the Louisville Metro CoC at any time. At this time, the following CoC Committees have been established:

- HMIS User Group

The HMIS User Group meets quarterly before the full membership meeting to discuss changes and issues with the Louisville Metro CoC HMIS system. The committee is open to all but is made up primarily of those who enter HMIS data at each of the homeless service agencies.

- Institutional Discharge

The Institutional Discharge Committee meets monthly to discuss ways to improve the discharge planning from state and local institutions including prisons, jails, mental hospitals and institutions, hospitals and foster care. The committee is open to all and includes representatives of these institutions as well as staff who participate in the homeless prevention program which serves those exiting state institutions.

- Targeting Chronic Homelessness/Long-Term Stayers

The Targeting Chronic Homelessness/Long-Term Stayers Committee meets quarterly at Wayside to create housing solutions for those who have been identified as the longest term stayers in the CoC system. They will also help to train the system on best practices like “housing first.”

- Consumer Participation

The Client Engagement Committee meets at least monthly to seek input from clients of homeless services. The committee is open to anyone but includes four volunteers representing ESG, SHP and two persons with no conflict of interest. Information is gathered from forums held at various shelters in the community over the course of the year and annually at the Project Connect/Stand Down where all people who are experiencing homelessness are invited to receive services at a one stop shop offered over the course of a full day.

- Common Assessment Steering Committee

The Common Assessment Steering Committee meets monthly to create and oversee the Louisville Metro CoC Common Assessment. They also insure that the common assessment includes a process to assess and refer each CoC client for all appropriate mainstream and CoC services. This committee will also oversee the training and implementation of the common assessment.

- Accessing Mainstream Benefits

The Accessing Mainstream Benefits Committee meets monthly at Wellspring to implement CoC-wide practices that insure that homeless clients can access mainstream benefits efficiently. Their efforts include SSI, Medicaid, VA benefits, TANF, food stamps, job training and education.

- Coalition Supporting Young Adults

The Coalition Supporting Young Adults was created in response to the rising number of young adults staying in Louisville adult shelters. This committee is staffed by The Coalition for the Homeless and is made up of agencies that serve 16-24 year olds in crisis without support throughout the city. Their role is to make recommendations to lower the number of young adults in crisis and prevent the cycle of homelessness in the next generation.

## **ARTICLE VI - DESIGNATION OF COLLABORATIVE APPLICANT AND HMIS LEAD**

As required by HUD, the CoC will designate a Collaborative Applicant and an HMIS Lead and will set forth the responsibilities of such agents in the policies and procedures that are incorporated into this Charter as an appendix.

## **ARTICLE VII – RESPONSIBILITIES OF THE COLLABORATIVE APPLICANT**

It is the role of the Collaborative Applicant to:

- Complete the electronic application in response to HUD’s annual CoC Program NOFA for homeless assistance resources,
- Present a timeline and deadlines to all project applicants for individual project plans,
- Collect all data and submit a renewal chart to HUD of all projects planning to reapply,
- Create the housing inventory chart,
- Create the grant inventory worksheet,
- Establish priorities for funding projects in the CoC geographic area,
- Lead process for ranking applications with guidance of CoC full membership,
- Monitor outcomes of CoC and ESG recipients,
- Oversee committees and volunteers,
- Create agendas for CoC full membership and Board meetings in collaboration with the Board Chair,
- Notify others that they can join the CoC full membership annually, and
- Monitor who is eligible to vote on the full membership.

## **ARTICLE VIII - RESPONSIBILITIES OF THE HMIS LEAD**

The CoC HMIS administrator is responsible for:

1. Maintaining compliance with the latest HMIS Data and Technical standards published by HUD,
2. Accurately calculating the size and needs of the homeless population,
3. Tracking service and demand for homeless programs and understanding where improvements need to be made,
4. Overseeing the reporting process for the CoC,
5. Training agencies on accurate HMIS entry,
6. Reviewing the licenses of member agencies each year to determine which have been unused and recapture a needed, and
7. Coordinating a single point of entry to insure new clients are eligible for services and entered correctly.
8. Reporting as necessary to various entities such as Louisville Metro Government, the Kentucky Housing Corporation, the U.S. Department of Housing and Urban Development, etc.

## **ARTICLE IX - CODE OF CONDUCT**

The CoC submits a Code of Conduct annually through the CoC application; it is ratified by and applicable to all members. It includes:

- Conflict of Interest  
HUD regulation: No Board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents. In these cases, the member with a conflict, must recuse themselves from participation in conversation as well as voting.

All members of the CoC Board are required to sign a conflict of interest form stating their association with agencies and projects that can reasonably be expected to apply for and/or receive funding through the CoC process. All associations will be made public to the full membership prior to any process that will determine funding recipients. Members with a conflict of interest are expected to recuse themselves from discussions and decisions where there is a real or perceived conflict of interest.

- Confidentiality  
Information contained in the ESG and CoC applications and reports is considered proprietary and confidential and may not be released to any person or party without approval of that applicant agency.

Any client information shared within the CoC is also confidential and should not be released to any other entity without a release of information signed by the client.

## **ARTICLE X - GRIEVANCES**

All members of the Metro Louisville CoC full membership are encouraged to report any grievances with the Metro Louisville CoC or CoC Board through this procedure without fear of reprisal. Grievances should be submitted as soon as possible to ensure proper responses.

First, the CoC member should submit their grievance in writing or in person to the CoC and try to work the problem out at that level. The CoC Board should respond in writing with their response or decision within 7 working days of receiving the grievance.

If the member is dissatisfied with the outcome or decision, they should submit a written request to present their grievance at the following CoC full membership meeting. The membership will vote and give a decision at that meeting.

All members also have the right to file a complaint against the Louisville Metro CoC to the U.S. Department of Housing and Urban Development (HUD). However, we encourage members to use the grievance process above first as filing a grievance with HUD can affect the score of all CoC applicants.

## **ARTICLE XI - AMENDMENT AND REVIEW**

### **A. Amendment**

The Governance charter may be amended by majority vote of the membership at any meeting of the membership provided that the proposed amendment(s) have been submitted in writing to the membership at least ten (10) business days in advance of the meeting.

### **B. Regular Review**

- In consultation with the Collaborative Applicant and the HMIS Lead, the membership will annually review and update the governance charter.
- In addition, at least once every five years, membership will review, update and approve the Board selection process.

## **APPENDICES**

Louisville Metro CoC procedures and policies created to comply with 24 CFR 578 Subpart B and Kentucky HMIS policies and procedures created to comply with HMIS requirements as prescribed by HUD.