



# TULSA CITY & COUNTY CONTINUUM OF CARE

## GOVERNANCE CHARTER

REVISED: 11/27/2018

ADOPTED: 12/10/2018

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### **PREAMBLE**

It is the mission of the Tulsa City & County Continuum of Care, known as A Way Home for Tulsa (AWH4T), to prevent and end homelessness in the Tulsa County geographical area through partnerships among nonprofit organizations, private businesses, governmental entities, philanthropic individuals and organizations, the investment community and citizens.

For purposes of clarity within this Charter, the term "AWH4T" may be used when referring to activities of the Continuum of Care (CoC). The terms "Governance Council" may be used when referring to activities of the CoC's board. The term "Core" may be used when referring to the Core Team. The term "at-large" shall be used when referring to the ex-officio membership.

### **ARTICLE I. PURPOSE AND ORGANIZATION**

#### **Section 1.1**

The AWH4T Governance Council, as the board for the CoC, shall have authority to act on behalf of the CoC. The primary responsibilities of AWH4T and the Governance Council under the Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act include the following:

- a) Operating the CoC;
- b) Designating the lead agency to administer a Homeless Management Information System (HMIS) and CoC Lead Agency as the Collaborative Applicant; and
- c) CoC planning.

**Section 1.2** AWH4T's goals shall include the following:

- a) Promote community-wide commitment to the goal of preventing and ending homelessness.
- b) Provide access to funding for local nonprofit providers and governmental entities that implement strategies to rapidly re-house individuals and families experiencing homelessness while minimizing the trauma and dislocation for those individuals, their families and the local communities.

- c) Promote access to and effective use of mainstream programs by individuals and families experiencing homelessness.
- d) Optimize self-sufficiency among individuals and families experiencing homelessness.
- e) Orchestrate a vision for preventing and ending homelessness in Tulsa County.

## **ARTICLE II. MEMBERSHIP & STRUCTURE**

### **Section 2.1**

AWH4T Governance Council, maintains an open membership policy, supports diversification of its membership and shall be comprised of representatives of relevant organizations within the CoC geographic area, as listed below. A list of current members is contained in Appendix A.

### **Section 2.2**

AWH4T shall endeavor to ensure that its general membership includes the following representation:

- a) Individuals who are currently experiencing, or have formerly experienced, homelessness;
- b) Nonprofit and for-profit homeless assistance providers;
- c) Victim service providers;
- d) Faith-based organizations;
- e) Government;
- f) Businesses;
- g) Advocates;
- h) Public housing agencies, including the Housing Authority of the City of Tulsa;
- i) School districts;
- j) Social service providers;
- k) Mental health agencies;
- l) Hospitals;
- m) Universities;
- n) Affordable housing developers;
- o) Law enforcement;
- p) Organizations that serve veterans;
- q) Philanthropic organizations;
- r) Supportive service providers – includes all organizations serving persons experiencing homelessness including: mental health, health care, veterans, HIV/AIDS, substance abuse, employment, legal and education services; and
- s) Representatives of the CoC Lead/Collaborative Applicant as ex officio members.

### **Section 2.3**

AWH4T membership is specific to each member organization while officer positions are specific to the individual. Officers include chairperson, vice-chairperson, committee chairs and Core Team members. Eligibility for officer positions are contingent upon an individual's continued affiliation with a member organization.

- a) Nominations from the public to add voting members to the Governance Council or AWH4T shall be solicited at least annually.
- b) Organizations applying for membership to the Governance Council shall be subject to acceptance by a vote by the existing members.
- c) The Council shall be representative of the full AWH4T CoC membership. The inaugural AWH4T members are grandfathered in at their respective positions on the Governance Council.

**Section 2.4** Governance Council Duties are as follows:

- a) Invite and solicit new at-large members within the local geographic area at a minimum annually using public invitations according to established AWH4T policies.
- b) Create, adopt and follow a written process to select a board for the Continuum.
- c) Review, update and approve the selection process for the board at least once every five (5) years.
- d) In consultation with the Collaborative Applicant and the HMIS Lead, develop and follow a governance charter that encompasses the policies and procedures required by HUD's Interim Rule and HUD's HMIS mandates, respectively, that shall, at a minimum, include the following:
  - 1. Empower the Collaborative Applicant to conduct an annual Point-in-Time (PIT) count of the homeless population consistent with HUD's requirements;
  - 2. Conduct an annual gaps analysis for the homeless services available within the CoC;
  - 3. Review, revise and approve a privacy plan, security plan and data quality plan for HMIS; and
  - 4. Review and update the governance charter and present it for approval by the full membership of the Governance Council at least annually.
- e) Establish system performance targets (relative to respective populations and program types) by which outcomes can be measured, monitored and evaluated for continuous quality improvement.
- f) In consultation with the Emergency Solutions Grant (ESG) Grantee, establish and consistently follow written standards for:
  - 1. A Coordinated Entry system;
  - 2. Providing assistance with the ESG program; and
  - 3. Operation of the Continuum of Care.
- g) Ensure that a Code of Conduct with a recusal process is written, followed and updated, as needed.
- h) Meet annually to review and act on annual funding requests and scoring of applications in response to the timing requirements of the HUD Notice of Funding Availability (NOFA).
- i) Designate a Collaborative Applicant for the purpose of managing HUD's annual CoC grant competition process for AWH4T and obtain HUD approval for same.
- j) Coordinate with the membership and the Collaborative Applicant for oversight of the HMIS program.

- k) Annually, select and present a representative to serve as the Mayor's appointee to the City of Tulsa's HUD Community Development Committee in accordance with Tulsa's City Ordinance Number 22813, § 1, 1-31-2013 or any amendments thereto.

**Section 2.5** AWH4T at-large members are advisory members of the full Continuum supporting the efforts of the Continuum to achieve its goals of preventing and ending homelessness in the Tulsa area. These entities or individuals shall offer support, guidance and expertise in an advisory capacity to the CoC. At-large members are encouraged to serve on a committee or task force.

At-large member duties are as follows:

- a) Meet at least two (2) times annually;
- b) Present items of interest to a standing committee for discussion; such committee shall review and determine whether to present the item to the Governance Council; and
- c) Assist in identifying and recruiting new members.

### **ARTICLE III. MEETINGS**

**Section 3.1** AWH4T's Governance Council shall conduct meetings at least semi-annually, or as needed at the discretion of the presiding chair. Additionally, a majority of the membership may call a meeting of the Governance Council with seven (7) days' notice by communicating with the Collaborative Applicant.

**Section 3.2** AWH4T Governance Council meeting responsibilities include:

- a) Prepare agendas for each Governance Council meeting to be published on the Collaborative Applicant's website. Each meeting shall have on its agenda the opportunity for members of the public to provide input and comment.
- b) Approve the minutes of all Governance Council meetings.
- c) Consider recommendations from established committees as necessary to conduct the business of AWH4T planning, CoC operations and HMIS governance.
- d) The chair, vice-chair, or a designee from the Core Team shall preside over all meetings when present.
- e) Record proceedings of all meetings and provide as minutes to the membership.
- f) Members are responsible to ensure a correct email address is on file with the Collaborative Applicant.
- g) Conduct regular AWH4T and Governance Council meetings which may include:
  - 1. Committee, subcommittee, task force and ad hoc committee reports
  - 2. Ending long-term homelessness reports
  - 3. HMIS lead agency reports
  - 4. CoC program reports
  - 5. Tulsa City/County reports
  - 6. Legislative updates
  - 7. Various presentations related to serving the homeless population

## **ARTICLE IV. VOTING**

### **Section 4.1**

The Governance Council members, as the board for the Continuum, shall have voting privileges and shall direct the Core Team to conduct the operation of the CoC.

### **Section 4.2**

Information should be sought from members through a variety of means (i.e., focus groups, presentations, meetings, surveys, etc.).

### **Section 4.3 Voting Rules:**

- a) A majority of members shall constitute a quorum for all meetings of AWH4T Governance Council and the Core Team.
- b) Votes are limited to one (1) vote per agency member. The Participant Advisory Group and Youth Action Board shall be entitled to one (1) vote per group.
- c) Voting via emailed shall be allowed for the business of the Core Team, the Governance Council and its committees. In such instances, a majority of the membership of that body must participate in the voting process to constitute a quorum. Votes received via email shall be recorded in the minutes.
- d) Recusal by members shall not adversely affect the ability of the Governance Council to declare a quorum.
- e) Discussion and voting during an agenda action item shall be held in accordance with Robert's Rules of Order.
- f) In order to maintain a Governance Council seat and voting rights, Governance Council member organizations shall have attended at least 50% of the meetings in the past twelve months. The Core Team shall be responsible for monitoring compliance with the attendance policy and presenting a slate of recommended actions to the Governance Council for consideration and/or approval.
- g) A majority of those voting shall determine whether a resolution is adopted or defeated.
- h) Votes shall be by voice or roll call at the option of the presiding chair. Any member present may request the chair perform a roll call vote. Recusals and abstentions shall be recorded for all votes.

## **ARTICLE V. CORE TEAM**

### **Section 5.1 Representation**

The Core Team shall consist of no more than seven (7) representatives as follows:

- a) Representatives must currently be employed in a leadership position at a Governance Council member organization. All representatives share equal rights and responsibilities.
- b) Seven (7) representatives of a member organization shall be elected by the Governance Council to serve a three (3) year term as a Core Team member. One

- (1) seat shall be filled by a representative from the CoC Lead's backbone organization and one (1) by the current Governance Council chair.
- c) Nominations for vacancies shall follow same process outlined in Section 6.2.

**Section 5.2 Core Team Term:**

- a) Core Team representatives shall serve a three-year term beginning the next regularly scheduled meeting after Governance Council approval with the exception of the CoC Lead organization whose term is indefinite. As of January 1, 2019, Core Team seats shall be filled using a staggered approach. To implement the staggered terms three current members shall serve a two-year term ending December 31, 2020.
- b) To maintain continuity of leadership, representatives may be elected for up to two consecutive terms.

**Section 5.3**

If the chair is unable to attend a Core Team meeting, the vice-chair shall preside. Members of the Administrative Agent or the Collaborative Applicant may not serve as permanent chair, but they may serve as chair Designee, should the need arise.

**Section 5.4 Core Team Duties:**

- a) Schedule and hold meetings as needed;
- b) Operationalize strategic direction for A Way Home for Tulsa;
- c) Implement policy priorities as set by the Governance Council;
- d) Designate vice chair from current Core Team members at the first meeting of the calendar year.
- e) Develop and recommend policies for Governance Council approval;
- f) In the absence of a chair and vice-chair at a meeting of the Governance Council, select a chair designee to preside over that meeting;
- g) Attend at least fifty percent of total meetings held in a 12-month period; and
- h) Participate with at least one committee for the majority of meetings held in a 12-month period.

**ARTICLE VI. GOVERNANCE COUNCIL OFFICERS**

**Section 6.1**

The Governance Council shall have officer positions of chair, vice-chair and the Committee chairs. The chair shall be elected by the general Governance Council membership. The vice-chair shall be elected by the Core Team.

**Section 6.2**

Nominations for chair and Core Team members shall be presented to the Governance Council by a nominating committee formed at the discretion of the Core Team. Nominations from the AWH4T membership shall also be solicited.

## **Section 6.3 Governance Chair Duties**

- a) The chair is authorized to form committees and appoint its members as needed in order to effectively plan, operate and govern the Governance Council and HMIS.
- b) In the event that the chair is absent the vice-chair shall serve in that capacity until the chair returns.
- c) In the event that the position of chair becomes vacant, the vice-chair shall serve in that capacity until a replacement is elected by the membership.
- d) The chair shall serve a one-year term from January to December.
- e) Committee chairs shall be appointed each calendar year, as needed, by committee members and confirmed by the chair.

## **ARTICLE VII. STANDING COMMITTEES AND TASK FORCES**

### **Section 7.1**

Community partners may volunteer to serve on any committee, subcommittee or task force. Committee chairs shall be selected by a majority vote of the committee members, or appointed by the chair. Core Team members shall join at least one standing committee.

### **Section 7.2**

The Governance Council has the following standing committees:

#### **7.2.1 Participant Advisory Group (PAG)**

The Participant Advisory Group (PAG) is composed of persons who are currently experiencing homelessness or have formerly experienced homelessness. All Participant Advisory Group members shall have personal experience of Tulsa's homeless service delivery system and may represent veterans, families, unaccompanied youth, individuals with severe mental illness, chronic health conditions (including HIV/AIDS), and substance abuse disorders, and individuals who are victims of domestic violence, dating violence, sexual assault, stalking and/or human trafficking.

The role of the Participant Advisory Group is to provide advice and feedback to AWH4T on a range of topics related to homelessness. Such topics include but are not limited to:

- a) Advocating for individuals and families experiencing homelessness with respect to the services and supports available or needed.
- b) Improving the quality of available support and services.
- c) Improving access to transitional, supportive and permanent housing.
- d) Improving faith based connections, social inclusion and community involvement.
- e) Improving health, mental health and substance abuse services and support.
- f) Improving opportunities for employment and access to mainstream benefits.
- g) Learning about public interest issues on which Participant Advisory Group members can provide leadership.
- h) Promoting and educating our community regarding homelessness.

The Participant Advisory Group shall elect a chair, vice-chair and Secretary and shall set its own agenda. The frequency of its meetings shall be established in accordance with that group's own Governance Charter. The PAG is entitled to one (1) vote on the Governance Council.

### **7.2.2 Youth Action Board (YAB)**

The Youth Action Board (YAB) is comprised of youth age 24 and under whose diverse expertise on youth programs and youth homelessness helps drive AWH4T's efforts to improve policies and service delivery for youth.

The role of the YAB is to provide an opportunity for youth and young adults to inform decision-making, from those that have experienced homelessness whenever possible. A YAB member(s) shall attend the AWH4T's governance council meeting as a representative of the larger YAB. The YAB shall be entitled to one vote on the Governance Council.

### **7.2.3 Finance Committee**

The primary role of the Finance Committee includes but is not limited to the development of a budget that details expenditures, funding needs, distribution and monitoring of expenditures.

### **7.2.4 Communications Committee**

The purpose of the Communications Committee is to increase cooperation and communication among all stakeholders and to raise awareness and understanding of the issues surrounding homelessness and AWH4T's efforts to address these issues. The Communications Committee strives to ensure that AWH4T information is accessible, accurate, relevant, timely and meaningful to stakeholders in the community.

### **7.2.5 Governance Charter Committee**

The Governance Charter Committee updates and maintains the AWH4T Governance Charter. The Charter provides the guidelines and ground rules to help the Council members work productively together over the course of the implementation, maintenance and monitoring of the AWH4T activities. The Charter must be reviewed and updated at least annually. All updates or revisions are recommended by the Committee to the Governance Council for review and approval.

### **7.2.6 Data and Quality Management Committee**

The Data and Quality Management Committee (DQMC) is responsible for the development and implementation of the Data and Quality Assurance Program (DQAP). The DQMC's scope of responsibilities and accountability includes oversight of all quality improvement activities and initiatives within AWH4T as defined by the DQAP.

### **7.2.7 Housing Stability Committee**

The role of the Housing Stability Committee (HSC) is to create systems to help progress toward the goals of the HEARTH Act priorities of ending homelessness and reducing



length of time homeless. The committee works with other committees on the implementation of strategies developed in relation to the DQMC's interpretation of system performance measures and outcomes.

### **7.2.8 Fundraising Committee**

The Fundraising Committee is responsible for private fundraising to support the efforts of AWH4T and the Continuum's strategic priorities. The members of this committee should include experienced fundraisers, philanthropists, and a representative of the A Way Home for Tulsa Fiscal Agent. Additional responsibilities include:

- a) Developing and implementing strategies to generate additional private funding; and
- b) Reporting to the Governance Council and Finance Committee on the revenue generated by events and other fundraising efforts.

### **Section 7.3 Ad Hoc Committees and Task Forces**

Ad Hoc committees and task forces may be created by the chair or Core Team for time limited projects. For example, a nominating committee, or task force created to conduct research to responds to an emerging community issue.

### **ARTICLE VIII. CoC Lead/Administrative Agent**

Community Service Council shall serve as the CoC lead/administrative agent for the AWH4T. It will also serve as fiscal agent for any AWH4T funds received unrelated to its role as Collaborative Applicant. As the CoC lead/administrative agent, it will submit all required reports to the AWH4T funding organizations and AWH4T Finance Committee as requested.

### **ARTICLE IX. HMIS Lead**

Community Service Council shall serve as the HMIS Lead for the Tulsa City and County Continuum of Care.

HMIS Lead duties include, but are not limited to:

- a) Administration of HMIS;
- b) Point-in-Time count support; and
- c) Coordination with the Collaborative Applicant for training, data quality and reporting.

HMIS Lead responsibilities can be found in their entirety in the HMIS Standard Operating Policies and Procedures.

### **ARTICLE X. Code of Conduct**

The members of the AWH4T, as a consortium of entities and individuals working to end homelessness in the Tulsa area, dedicate themselves to conduct all deliberations and actions in a manner that ensures constructive teamwork, efficiency, honesty, and transparency. Members pledge themselves to a standard of conduct in the commission of the CoC's affairs so that the dignity of fellow members and their respective constituents is maintained while cultural diversity is honored and respected.

## **ARTICLE XI. Conflict of Interest Policy**

### **Section 10.1**

The Conflict of Interest Policy for the Governance Council, in its role as the CoC Board, is intended to meet the conditions set forth in the Department of Housing and Urban Development's 24 CFR Part 578. Although not established as a legal entity, the Governance Council shall conduct all decision-making in accordance with 2 CFR Part 200. The members of the Governance Council, acting as the board of the AWH4T Continuum of Care, in order to ensure the fair and respectful conduct of the business of the Continuum, hereby commit to the following:

### **Section 10.2 Conflict of Interest – Contracts, Awards and Other Benefits to Recipient**

- a) No Governance Council member may participate in or influence discussions or resulting decisions concerning the award of a CoC or ESG grant or other financial benefits to that member or the organization that the member represents.
- b) An organizational conflict of interest arises when, because of activities or relationships with other persons or organizations, the recipient or sub-recipient is unable or potentially unable to render impartial assistance in the provision of any type or amount of assistance under Part 578, or when an individual's objectivity in performing work with respect to any activity assisted under Part 578 is or might be otherwise impaired.
- c) Organizational conflicts arise when a Governance Council member who is specifically associated with an applicant organization participates in a decision concerning the award of a grant, or provision of other financial benefits, to the organization that such member represents. It would also arise when an employee, recent employee, Governance Council member or family member affiliated with a recipient or sub-recipient organization participates in contract monitoring or rate setting tasks that directly impacts said organization. Examples of ongoing conflicts of interest include the determination of rent reasonableness under § 578.49(b)(2) and § 578.51(g); housing quality inspections of property under § 578.75(b) that the recipient, sub-recipient, or related entity owns; participation in ongoing business ventures/partnerships, or participation in evaluation or determination of awards.

### **Section 10.3 Conflict of Interest – Financial Interest of member**

- a) Governance Council members are prohibited from the solicitation and/or acceptance of gifts when in a position to participate in a decision-making process or gain inside information regarding the activities of the CoC (or by the organization(s) that they represent) that would provide a benefit in excess of fifty dollars (\$50) from persons, organizations, or corporations with a vested interest in the outcomes of decisions made by the Governance Council on behalf of the CoC or its member organizations. This paragraph shall not be construed as prohibiting the receipt of attendance stipends by members of the Participant Advisory Group.

- b) Governance Council members shall not participate in the selection, award or administration of a contract supported by CoC funds if a real or apparent conflict of interest exists. Such a conflict would arise when the employee, officer or agent, any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest in the organization under consideration for an award.
- c) Except for unsolicited gifts of fifty dollars (\$50) or less, Governance Council members shall neither solicit nor accept gratuities, favors or anything of monetary value from CoC-funded recipients, sub-recipients, contractors, or vendors.

**Section 10.4** Obligation to Declare Potential Conflict of Interest

To avoid apparent conflicts of interest, Governance Council members shall declare any real or potential conflicts of interest or the appearance of such conflicts. The member must disclose this information before participating in the discussion and decision-making or evaluation process, including appointment to any sub-committee having influence over such decisions. This policy applies to both personal and organizational conflicts. Members of the public participating in AWH4T committees shall also be screened for potential conflicts.

**Section 10.5** Recusal Policy

Governance Council members must recuse themselves from the decision-making process when a personal or organizational conflict exists.

**Section 10.6** Violations and Disciplinary Actions

Violations of the above-listed elements of the AWH4T Conflict of Interest Policy may be reported to the chair of the Governance Council or its designee by any member. Notice of any disciplinary action(s) for unacceptable behavior shall be provided to the executive management for the respective member organization that the violating individual represents. Such disciplinary actions may result in any or all of the following:

- a) Loss of voting privileges;
- b) Censure by the AWH4T membership; and/or
- c) Expulsion from AWH4T of the individual and/or the member organization that individual represents.