



THE OAKLAND, BERKELEY/ALAMEDA COUNTY COC
Governance Policies and Procedures

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Intro

The governance policies and procedures cover details about governance, committees, sub-committees, and workgroups of the continuum of care (CoC). They conform with and are more in-depth than the Governance charter. They are meant to establish a set of norms, policies, and practices that are consistent across all CoC governing bodies. Individual agreements between the CoC and lead entities are outside the scope of the policies and procedures, covered under specific Memorandum of Understanding (MOU). The governance policies and procedures listed below do not cover policies and procedures on subject matters such as coordinated entry or HMIS.

A. Committees, Sub-Committees, and Workgroups

This section describes the roles and responsibilities of co-chairs and members and provides guidance around composition of and recruitment for boards, committees, and workgroups. The goal of the structures is to provide some guidance for uniformity and consistency across the entire CoC, while still allowing flexibility to the CoC and each Committee, Sub-Committee, and Workgroup to recruit and engage participants throughout the County. The Leadership Board and Nominations Committee will make good faith efforts to implement the guidance outlined here.

I. Roles and Responsibilities: Committee, Sub-Committee, and Workgroup Chairs and Members

A. Co-Chairs

Each Standing Committee and Sub-Committee (and any Work Group established to help the Leadership Board advance its assigned projects) is led by two co-chairs – one public (government) representative and one-private or nonprofit sector representative.

1. Nominations

Each Standing Committee and Sub-Committee will put out a call for volunteers to be Co-Chairs. If more than one candidate for each of the two positions volunteers, there will be a vote to determine the Co-Chairs, consistent with the requirements that one be a public representative and the other be a nonprofit sector representative.

2. Responsibilities

Co-chairs serve as leaders, assisting the Backbone Entity staff to move forward key projects and priorities within each Committee, Sub-Committee, or Workgroup. Co-chair responsibilities include:

- a. Assist Backbone Entity staff with the identification of annual priorities and the development of an annual workplan for their Committee, Sub-Committee, or Workgroup consistent with the Leadership Board's direction and ensure that the workplan is being carried out.
- b. Assist with the development of the Committee, Sub-Committee, or Workgroup's agenda.
- c. Identify any necessary supporting materials and any special stakeholders that need to be brought into the work.
- d. With the assistance of the Backbone Entity, help manage the logistics of the Committee, Sub-Committee, or Workgroup meetings, including maintaining the stakeholder listserv, sending out meeting reminders and agendas at least two business days prior to the monthly

meeting, and following up with meeting notes and handouts within five business days following the monthly meeting.

- e. Facilitate discussions and decision-making during meetings, i.e., speak as a “leader” of the group when conversations get stuck, help Committees, Sub-Committees, or Workgroups arrive at a decision or recommendation, preventing any one person from monopolizing the conversation, etc.
- f. Contribute to stakeholder management as appropriate, i.e., listen to/address a stakeholder’s concern outside of a meeting or help connect a stakeholder to appropriate resources to ensure meetings can remain focused and productive.
- g. Liaison to the Leadership Board on behalf of the Committee, Sub-Committee, or Workgroup
 - i. Present Committee, Sub-Committee, or Workgroup recommendations and findings to the Leadership Board for approval.
 - ii. Bring issues raised at the Leadership Board back to the Committee, Sub-Committee, or Workgroup.
- h. Serve as an ambassador in the community
 - i. Represent the Committee, Sub-Committee, or Workgroup at community events or community meetings.
 - ii. Facilitate connections between the Committee, Sub-Committee, or Workgroups and stakeholders and partners in the community.

B. Committee, Sub-Committee, and Workgroup Members

Each year, the Leadership Board and the Nominations Committee solicit members for any Committee, Sub-Committee, or Workgroup to ensure geographical and size diversification for service providers. In addition to those nominated, the Lead Entity responsible for the work of the Committee (i.e., the Collaborative Applicant, the Coordinated Entry Management Entity, the HMIS Lead, the Policy and Planning Committee, and the Backbone Entity) has a seat on their corresponding committee with voting rights.

1. Member Responsibilities

Members of any Committee, Sub-Committee, or Workgroup are expected to meet the following qualifications and responsibilities:

- a. Proven commitment to ending homelessness.
- b. Commitment to racial equity and centering individuals with lived experience of homelessness.
- c. Willingness to attend racial equity and cultural competency trainings and/or forums/informed discussions (to ensure that everyone is up to speed or at the same level of expectation)
- d. Willingness to attend trainings on homelessness and relevant policies.

- e. Ability to attend 75% of meetings annually and remain responsive in between monthly meetings.
- f. Ability to serve 3-year terms (*will consider elected officials' term lengths)
- g. Willing to work towards consensus and remain open minded.
- h. Willing to serve as an ambassador of the collective impact effort to end homelessness.
- i. Serve as an ambassador in the community.
 - i. Represent the Committee, Sub-Committee, or Workgroup at community events or community meetings.
 - ii. Facilitate connections between the Committee, Sub-Committee, or Workgroups and stakeholders and partners in the community.
 - iii. Represent the Committee, Sub-Committee, or Workgroup at community events or community meetings.
 - iv. Facilitate connections between the Committee, Sub-Committee, or Workgroups and stakeholders and partners in the community.

II. Composition of Standing Committees

Each standing committee is uniquely comprised of individuals with subject matter expertise to address the content matter they are delegated to address. The specific expertise and the suggested membership for each standing committee is spelled out below.

A. Outreach, Access, and Coordination Committee (OAC)

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- Coordinated entry policy, procedures, and best practices
- Street outreach and daytime-drop in programs
- Emergency shelter services
- Parallel systems (e.g., probation, domestic violence, hospitals, behavioral health)
- Supportive housing case management and housing navigation services
- Countywide partners, i.e., Commissioners, health plans, etc.

1. Suggested Membership¹ (9-15 Members)

- a. Representative of CE Management Entity (Alameda County OHCC) – one member
- b. Representative of County Social Services Agency or other county agency representing access points – one member
- c. Representatives of cities within Alameda County – three members
- d. Representative from the unincorporated areas within the county – one member

¹ For all committees, this section is a recommended list but is not prescriptive. These are guidelines to support the Nominations Committee, but it is entirely possible excellent candidates for any committee may not specifically fall into one of the recommended representatives.

- e. Community members with lived experience (representing different subpopulations) – five members
- f. Service provider representatives operating programming in the CoC (representing different target populations and different types of programming, such as shelter and outreach) and/or representing other mainstream systems that have difficulty accessing CE (hospitals, domestic violence providers, probation, etc) – four members

B. Housing Stability and Homelessness Prevention Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- Parallel systems (e.g., returning citizens, behavioral health, domestic violence)
- Homelessness prevention and shelter diversion services
- Eviction law and protocols
- Legal services
- Landlord-tenant mediation
- Supportive housing case management
- Health and behavioral health services (access, connectivity, quality)
- Countywide partners, i.e., Commissioners, health plans, etc.

1. Suggested Membership (9-15 members)

- a. Representative of County Agency overseeing eviction prevention (Housing and Community Development) – one member
- b. Representatives of other county or city agencies of offices responsible for serving populations with high rates of inflow into homelessness (e.g., probation, domestic violence) and/or providing needed services to help individuals stabilize in housing (e.g., health, behavioral health, eviction prevention, legal services) – one member
- c. Representatives of cities within Alameda County – three members
- d. Representative from the unincorporated areas within the county – one member
- e. Community members with lived experience (representing different subpopulations) – five members
- f. Service provider representatives operating programming in the CoC (e.g., homelessness prevention) or related community supports (e.g., housing legal services, landlord/tenant mediation) – four members

C. Housing Capacity Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- Housing Finance
- Housing Development

- Voucher Lease-Up Processes
- Fair Housing
- Landlord-Tenant Law
- Master-leasing strategies
- Zoning laws
- Supportive Housing Case Management

1. Suggested Membership (9-15 Members)

- a. Representative of Alameda County Housing and Community Development – one member
- b. Representative of Alameda County Office of Homeless Care and Coordination – one member
- c. Representatives of cities within Alameda County – three members
- d. Representative from the unincorporated areas within the county – one member
- e. Community members with lived experience (representing different subpopulations) – five members
- f. Permanent Supportive Housing Provider Representatives – one to two members
- g. Developer or Landlord Representatives – one to two members
- h. Public Housing Authority Representatives – one to two members
- i. Representatives of Housing Advocacy Organizations – one to two members

D. CoC Standards, Compliance, and Funding Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- HUD Continuum of Care and Emergency Solutions Grants Regulations and Requirements
- Federal contracts/grants administration
- Compliance Monitoring Methods and Protocols
- Homeless services and supportive housing best practices
- Countywide partners, i.e., Commissioners, health plans, etc.

1. Suggested Membership (9-15 Members)

- a. Representative of Home Together Lead Agency (Alameda County OHCC) – one member
- b. Representative of the CoC's Collaborative Applicant (Alameda County HCD) – one member
- c. Representatives of cities within Alameda County – three members
- d. Representative from the unincorporated areas within the county – one member
- e. Community members with lived experience (representing different subpopulations) – five members
- f. Service provider representatives operating programming in the CoC (representing different target populations and different types of programming) – four members

E. System Impact Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- Homeless services and supportive housing best practices
- Strategic planning
- Systems change/change management
- Data analytics and reporting
- Quality Improvement approaches
- Point in Time methodology or other sampling and survey methodologies
- Nonprofit capacity building
- Countywide partners, i.e., Commissioners, health plans, etc.

1. Suggested Membership (9-15 Members)

- a. Representative of Home Together Lead Agency (Alameda County OHCC) – one member
- b. Representative of the CoC’s HMIS Lead Entity (Alameda County HCD) – one member
- c. Representatives of cities within Alameda County – three members
- d. Representative from the unincorporated areas within the county – one member
- e. Community members with lived experience (representing different subpopulations) – five members
- f. Service provider representatives operating programming in the CoC (representing different target populations and different types of programming) – three members
- g. Private sector representative (e.g., business, philanthropy, university, research/think tank) – one member

F. HMIS Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- HUD Continuum of Care Regulations and Requirements
- Compliance Monitoring Methods and Protocols
- Homeless Management Information System (HMIS) or other IT System Design and Administration
- Data Quality, Privacy, and Security Protocols
- Data analytics and reporting
- Quality Improvement approaches

1. Suggested Membership (9-15 Members)

It is recommended that persons with experience of the HMIS system (eg: as a Provider utilizing HMIS or a client/consumer receiving services through a program utilizing HMIS) be the participants in this committee.

- a. Representative of the CoC’s HMIS Lead Entity – one member
- b. Representative of the Coordinated Entry Services Management Entity – one member
- c. Representatives of cities within Alameda County – three members
- d. Representative from the unincorporated areas within the county – one member
- e. Community members including persons lived experience (representing different subpopulations) – three to four members

- f. Service provider representatives operating programming in the CoC – five members

G. Youth Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- Youth development
- Education policy and resources
- Youth workforce programming
- Social mapping, mentoring, and other support-building strategies
- Trauma informed care, positive youth development, and other evidence-based or evidence-informed practices
- Foster care and child welfare
- Juvenile justice
- HUD, HHS, and ED youth homelessness programs and initiatives (YHDP, RHY, McKinney-Vento)
- Countywide partners, i.e., Commissioners, health plans, etc.

1. Suggested Membership (9-15 Members)

- a. Representative of Alameda County Office of Homeless Care and Coordination – one member
- b. Representatives of other county youth-serving agencies (Office of Education, Child and Family Services, Social Services Agency, etc.) – two members
- c. Representatives of cities within Alameda County – two members
- d. Representative from the unincorporated areas within the county – one member
- e. Youth with lived experience (representing different subpopulations) – five members
- f. Representatives of youth service provider organizations (sub populations should include undocumented youth, pregnant and parenting youth) – four members

H. Racial Equity Committee

Appointees to this committee would ideally have experience, knowledge, deep commitment and/or willingness to learn, in one or more of the following areas:

- Systemic racism and its intersection with homelessness, particularly an understanding of the disproportionate impact on Black, Indigenous and people of color.
- quantitative and/or qualitative data work grounded in racial equity and justice (e.g. addressing bias in data, participatory data collection and analysis)
 - Foundational understanding of race and racism, including lived experience of oppression and injustice, and how racism and white supremacy are embedded in policies, institutions, and systems.
 - Experience with equity-driven organizational change, community change and/or movement building.
 - Strategic planning and policy change that advances equitable outcomes.
 - Narrative change work that supports systems in creating anti-racist frames and messages that better position the system to disrupt and dismantle racist policies and practices.
 - Developing evaluation and accountability practices that advance equitable outcomes.
 - Developing and implementing culturally affirming policies, programs, and practices.
 - Experience with trauma informed and/or healing centered approaches and frameworks.

1. Suggested Membership (8-15 voting members)
 - a. Member from Leadership Board – one member
 - b. Members from each committee – one voting member, up to three members
 - c. Representatives from City/County Race and Equity or similar
 - d. Youth Action Board member – one member
 - e. Subject matter experts and thought leaders
 - f. Race Equity Policy Think Tanks
 - g. Countywide partners, i.e., Commissioners, health plans, etc.

2. Engagement with Standing Committees, Subcommittees, and Workgroups

There are three ways the Racial Equity Committee engages vis-à-vis Standing Committees, Subcommittees, and Workgroups.

- a. Liaisons serve as communicators. They are responsible for centering racial equity principles. Each Standing Committee must identify one voting liaison to represent their committee on the Racial Equity Committee and can identify up to two additional alternate liaisons to participate in the Racial Equity Committee.
- b. The full Racial Equity Committee can be available for technical assistance on decisions before any Standing Committee, Subcommittee, or Workgroup.
- c. For non-emergency decisions with the potential for high impact on equity, Standing Committees, Subcommittees, and Workgroups must ask the Racial Equity Committee to complete an in-depth analysis in collaboration with the Designated Entity to support decision making by the relevant committees or workgroups. Examples include:
 - i. Any decisions on CES prioritization or assessment policy.
 - ii. Any policy updates to the Governance Charter, CoC policies and procedures, and/or written standards.

3. Role of Liaisons

- a. All Standing Committees, including the Leadership Board, can nominate up to three members to serve as liaisons to the Racial Equity Committee (each committee must nominate at least one).
- b. Liaisons' primary purpose is to serve as an equity touchpoint within all other Standing Committee discussions. Their secondary purpose is to communicate key information between Standing Committees and the Racial Equity Committee.
- c. The Racial Equity Committee is the place to coordinate and support space for Liaisons.
- d. Not all members of the Racial Equity Committee are required to be Liaisons. The Racial Equity Committee may also have its own independent initiatives and projects.

4. Voting Seats on the Racial Equity Committee

- a. Standing Committees will send up to three names of volunteers to join the Racial Equity Committee. The Standing Committee will propose the lead voting member from amongst the volunteers to the Racial Equity Committee.
- b. The Racial Equity Committee should consider the volunteers submitted to fulfill committee make-up guidelines to reflect lived experience and diversity in the CoC and review that with the Nominating Committee.
- c. The current Racial Equity Committee members will review the names and confirm one person from each Standing Committee to be the (lead) voting member. Others from the list of volunteers will be invited to join as non-voting members. Others can substitute for the voting member for quorum and still serve as Liaisons to their Standing Committees.
- d. The Racial Equity Committee will provide voting powers to up to seven additional committee members who are not in a Liaison role.

Committee Recruitment: Subcommittees & Workgroups

Each subcommittee or workgroup is uniquely comprised of individuals with subject matter expertise to address the content matter they are delegated to address. The specific expertise and the suggested membership for each subcommittee and/or workgroup is spelled out below.

A. The Nominations Subcommittee

The Nominations Committee will recruit for other committees broadly from, but not limited to, the following stakeholder groups:

- Persons with lived expertise/experience of homelessness
- Operators of CoC programs and/or those familiar with CoC programs (including different project types)
- Persons with grant management and funding experience
- Persons with backgrounds in data analysis, strategic planning, and process improvement
- Persons with knowledge of health care access and services
- Persons working with homeless sub-populations
- Persons who have participated on other government funding committees/panels
- Non-conflicted community members.
- Countywide partners, i.e., Commissioners, health plans, etc.

1. Suggested Membership (8 – 12 Members)

- a. Leadership Board (final vote made by Leadership Board) – three members (including Leadership Board members serving in other designated seats)
- b. Appointed seats:
 - i. Leadership Board Co-Chair – one member (repeat of a. above)
 - ii. Jurisdiction (Oakland, Berkeley and one additional city) – three members
 - iii. County OHCC Director or designee – one member
 - iv. Racial Equity Workgroup Chair – one member

- c. Elected by Leadership Board:
 - i. Nonprofit provider – one member
 - ii. Lived experience members – three to four members
 - iii. Individuals who live or work in Alameda County who are not active in the CoC.

B. HUD CoC Notice of Funding Opportunity (NOFO) Subcommittee

Members of the NOFO Subcommittee must be non-conflicted, per the CoC’s Conflict of Interest policy.

1. Suggested Membership (9 – 12 Members; Ideally three Alternates)

The Leadership Board will recruit broadly from, but not limited to, the following stakeholder groups:

- a. Persons with lived experience of homelessness – three-four members
- b. Operators of CoC programs and/or those familiar with CoC programs (including different project types) – two members
- c. Persons with grant management and funding experience – one member
- d. Persons with backgrounds in data analysis, strategic planning and process improvement – one member
- e. Persons with knowledge of health care access and services – one member
- f. Persons working with homeless sub-populations – one member
- g. Persons who have participated on other government funding committees/panels – one member
- h. Non-conflicted community members – one to three members
- i. Other – two to three members

B. Election Procedures

I. Scheduling Elections for Leadership Board Members

Each year, the Nominations Committee will be convened by one of the co-chairs to consider nominations for the Leadership Board members who are elected by the General Membership (e.g., CoC general meeting) and whose terms are expiring. The Nominations Committee shall complete its work and present a list of elected candidates to the Leadership Board for confirmation before ratification by the General Membership.

At least 45 days in advance of the confirmation by the Leadership Board, the Nominations Committee shall announce which positions are available to be filled, and invite interested parties to submit applications, which shall be due no later than the close of business 10 business days before the meeting of the Leadership Board during which it will consider confirmation of new Leadership Board members. The Nominations Committee will review the applications and nominate individuals to fill the open seats based on the nature and responsibilities of the committee, the experience, interest and diversity of the applicants, the nature of the vacant seats, and the overall composition of the Committee membership (e.g., representation from throughout Alameda County, meeting PWLE and BIPOC metrics, etc.). Nominations Committee will submit their list of nominees to Leadership Board for approval.

The confirmation of the nominees by the Leadership Board will be advertised as part of the agenda for the meeting during which the Nominations Committee Report is presented for confirmation. The Report will be made available

to the Leadership Board in advance of the meeting in the board packet. The Leadership Board must vote on the confirmation of the nominees (or substitute nominees) at the meeting and set a date for ratification at a general membership meeting.

II. Method of Elections

At the General Membership election meeting, there shall be an opportunity for discussion of all applicable candidacies. A representative of the Nominations Committee shall present the candidates that have been confirmed by the Leadership Board. The current Leadership Board Co-Chairs have discretion to determine the length and format of the discussion. During the conversation, additional nominees or positions appointed by the General Membership can be presented and nominated. Following the discussion, all General Members present may cast a vote by open voting. If 5 or more members request voting by secret ballot, the voting shall be done confidentially. The votes shall be counted and the count should be confirmed by two different Leadership Board members before being announced. After all elections have been concluded, the newly elected Leadership Board members will replace outgoing members and immediately begin their term of service.

III. Filling Vacancies / Special Elections

Ordinarily, if one or more Leadership Board members' seats become vacant for any reason, the Co-Chairs may call a special election to fill those seat(s). but are not required to do so if in their discretion there is no compelling reason to replace members before the next round of elections. If they decide to hold an election, they will activate the Nominations Committee to nominate persons to fill the vacancies. The date, time, method, and location of the special election shall be publicly announced at least 72 hours in advance. Each Leadership Board Member will be entitled to one equal vote.

If one of the Co-Chair's seats becomes empty for any reason, then the other Co-Chair will automatically assume the Chair until the Leadership Board replaces the Co-Chair. The Leadership Board will announce at the next Leadership Board meeting that there is a vacancy in one of the two Co-Chair positions. At the following regular meeting, the Leadership Board will convene a confidential ballot to fill the empty Co-Chair position from current Leadership Board members. If the two Co-Chairs seats become absent at the same time, then a majority of the remaining Leadership Board members shall appoint a new Chair using whatever methods they deem best. Then the new Chair will call a special election as described above. The Vice-Chair position will remain vacant until the special election.

C. Meeting Practices

I. Meeting Norms

- A. Customed norms developed by the Leadership Board, Committees, Subcommittees, Workgroups, and other governing bodies: Each body should establish meeting norms that govern meeting decisions, respect for one another.
- B. Annual review: Meeting norms should be reviewed and updated annually, as needed.

II. Agendas

For all standing committees, including Leadership Board, agendas will be published and posted on the EOH website at least 72 hours in advance and will incorporate language noting that Committee meetings are open to the public.

- A. Agendas will include the date, time and location and/or remote conference meeting links of the meeting and clearly identify whether each item is a proposed action or a discussion item.
- B. No action shall be taken on any item not appearing on the Agenda.
- C. Materials that are finalized will be posted on the EOH website along with the Agenda and will be available to the public at the meeting and posted on the EOH website within 5 business days of the meeting.

III. Minutes

Draft action minutes from the session, including names of members attending and roll call vote on each action item will be posted on the EOH website within 5 business days of the meeting. The action minutes will also include a list of those who spoke from the public if they identified themselves and a brief summary of the public comments.

IV. Teleconference or Virtual Meetings

Teleconference and/or Virtual meetings will be guided by the following:

- A. A quorum of the body must participate for action items to be voted upon.
- B. The Backbone entity will designate a teleconference and/or virtual accessible site. The conference meeting information will be clearly identified in the Agenda, along with any other teleconferencing information, which will be posted on the EOH website.
- C. If it is a regularly scheduled meeting, Agenda must be posted 72 hours prior to the meeting. If it is a “special meeting,” Agenda will be posted within 24 hours of the meeting.
- D. All votes must be by roll call.

V. Closed Sessions

The Leadership Board encourages participation from the public. In only limited situations, Committees, Subcommittees, and Workgroups will meet in closed session, except for the approval of minutes. Approval of minutes does not require a formal roll call. Minutes are circulated prior to the meeting and automatically approved if there is a quorum and no one submits any edits. Corrections and edits are either submitted prior to the meeting or noted during the minutes agenda item and changed accordingly.

The NOFO Committee, which conducts the annual HUD competition’s local rating and ranking process for projects seeking Continuum of Care funds, reviews applications submitted, and prepares ranked recommendations for funding, will hold closed sessions on any agenda items and/or meetings that include any review, rating and/or ranking of projects, discussions of projects’ performance, and the Rating and Ranking session. Other committees dealing with sensitive content may also exercise the ability to meet in closed sessions under limited circumstances, as needed.

VI. Voting

- A. Leadership Board and all Committee votes

1. Who can vote: Only members of the Leadership Board, Committee, Subcommittees, and Workgroups can vote.
2. Majority vote: For voting matters at the Leadership Board meetings and all Committee meetings, decisions will be passed by a majority of the members present and voting (50% +1)
3. Agreements: Consistent with CoC agreements regarding voting in the Governance Charter, Leadership Board and Committees will ensure that:
 - a. No two members from one organization or department may serve in a voting seat on the same Board, Committee, Subcommittee or Workgroup (i.e., one vote per agency).
 - b. Voting members are expected to attend 75% percent of the meetings annually (except with excused 'good cause' approved by the Board Chair(s)).
 - c. Alternates & Proxy Voting is only permitted at the Leadership Board level: Leadership Board members may appoint one alternate who is able to vote by proxy and must submit a designation form identifying the individual and agreement in advance of any proxy vote.

B. Membership votes

1. Decisions will be passed by the majority of members present and voting at a meeting.
2. Documentation
 - a. All votes at the Leadership Board, Committee, Subcommittee, and Workgroup level should be tracked and documented in minutes or notes.
 - b. If the Board, Committee, Subcommittee, or Workgroup arrives at consensus before taking a roll call vote, that should be documented in the minutes or notes.

C. Rapid voting procedures

There may be a need to implement alternative voting procedures outside the voting process that is followed at regularly scheduled Leadership Board meetings. When voting is required outside of regularly scheduled Leadership Board meetings, the CoC can use one of two "rapid voting procedures." The rapid voting procedures will only be activated under the limited circumstances: 1. The lack of quorum for a vote on a time-sensitive item at a Leadership Board meeting or 2. When an item comes before the Leadership Board that is time-sensitive and needs a CoC vote outside of a regularly scheduled Leadership Board meeting.

When at all possible, delegated authority procedures should be used to accomplish the needed action item or to establish a temporary decision for later confirmation at a Leadership Board meeting (see Section below entitled, "Delegating Authority of the Leadership Board). When an item does not fall under the prescribed delegated authority and a full vote of the Leadership Board is needed, the CoC and Leadership Board shall implement one of the following rapid voting procedures.

1. Rapid Voting Due to Lack of Quorum at the Leadership Board

- a. In instances where a vote is needed on a time-sensitive item and there is no quorum present at the Board meeting, a vote will be taken of the members present at the Board meeting, but a final decision will not be made.
- b. The Leadership Board will then share information via email about the item with the remaining Board members who were not at the meeting. The email to absent members should be sent within 24 hours of the Leadership Board meeting.
- c. Voting members not present will have the opportunity to reply to the email in writing with their vote on the item. Voting members should be given 24 hours to vote.
- d. At the end of the 24 hours, written votes will be added to the votes collected at the Leadership Board meeting and a Board decision will be made.
- e. The email votes and the final decision will be documented in the meeting minutes from the original meeting that lacked quorum.

2. Rapid Voting in Writing on an Item that is Time-Sensitive:

- a. When an item comes to the attention of the Leadership Board members that is time-sensitive and cannot wait until the next regularly scheduled Board meeting, all voting members of the Leadership Board will be sent via email relevant information and materials to make an informed decision about the item.
- b. When possible, the Leadership Board should call an ad-hoc Leadership Board meeting to discuss the time-sensitive item.
- c. If an ad-hoc meeting is held, the meeting should follow the procedures identified in VI(c)(1) of the policies and procedures. adding oral and written votes together for a complete count.
 - i. A vote will be taken of the members present at the ad-hoc meeting, but a final decision will not be made.
 - ii. The Co-Chairs of the ad-hoc meeting will then share information via email about the item with the remaining Board who were not at the meeting. The email to absent members should be sent within 24 hours of the Leadership Board meeting.
 - iii. Voting members not present at the ad-hoc meeting will have the opportunity to reply to that email with their vote on the item in writing. Voting members should be given 24 hours to vote.
 - iv. At the end of the 24 hours, written votes will be added to the votes collected at the ad-hoc meeting and a decision will be made.
 - v. The email votes and the final decision will be documented in the meeting minutes from the original meeting that lacked quorum.
 - vi. Ad-hoc meetings will not be subject to public comment or 24-hour notice and will be only open to voting members of the Board.
- d. For an emergency vote with no ad-hoc meeting
 - i. All relevant information and materials will be emailed to the voting members of the Leadership Board for decision making.
 - ii. Leadership Board members will reply to the email with their written vote.
 - iii. The results of the email vote will be documented in the meeting minutes for the next regularly scheduled meeting.

VII. Public Participation

As a Board established by federal law, a Public Participation Policy was adopted in 2019 to provide public access to CoC meetings to ensure transparency and public participation.

The Public Participation Policy applies to the Leadership Board and all committees and workgroups, with the exception of closed meetings of the CoC Standards, Compliance, and Funding Committee and the NOFO Committee to make funding decisions about NOFO funding.

Members of the public will be invited to participate in Committee meetings via the EOH Website (<https://everyonehome.org>).

- A. The annual calendar of meetings, with dates, times and locations or remote conference meeting links will be posted on the EOH Website.
- B. Any meeting outside the calendar schedule will be considered a “special meeting” and will require 24-hour notice prior to the meeting.
- C. Meetings shall provide the public an opportunity to address the body at the opening of each meeting, prior to acting on any items.

VIII. Public Comment

- A. Public Comment will be set aside at the beginning of each Agenda. A total of 10 minutes will be set aside as an Agenda Item for general public comment – with a time limit of 2 minutes per person. If the number of commenters exceed the available time, it is at the discretion of the Chair or Co-Chair to either: 1) extend the time for public comment; 2) choose the number of speakers; and/or; 3) limit the amount of time for each speaker.
- B. All written public comments submitted by the time of the Meeting that indicates “for Public Distribution” will be accepted and noted during Public Comment period and distributed at the meeting. Instructions on how to submit written public comments will be noted on the EOH website.

D. Evaluation of Designated Entities

I. Purpose of Evaluations

The purpose of an evaluation process is to support accountability and continuous improvement for all Designated Entities with official responsibility to work on behalf of Everyone Home, the Oakland, Berkeley/Alameda County Continuum of Care, including the Backbone Entity, Collaborative Applicant, Coordinated Entry Management Entity, HMIS Lead Entity, and the Policy and Planning Entity. (The role of each of the Designated Entities is explicitly outline in the Governance Charter.)The goal of the evaluation process is to avoid punitive actions and instead use a performance-based model and Memoranda of Understanding (MOU) developed with each Designated Entity that specifies roles and responsibilities.

The evaluation should consider not only the MOUs, but also available financial and other resources, in determining whether each Designated Entity is fulfilling their identified roles and responsibilities.

II. Definitions

- A. **Performance-based model:** A model based on the achievement of mutually-agreed upon performance goals such as outcomes, outputs, and performance standards.
- B. **Serious and persistent problems:** Problems that are important and worthy of attention that continue to exist over a prolonged period of time after concerns have been raised by the Leadership Board and corrective measures attempted.

III. Leadership Board Responsibilities

The Leadership Board will carry out regular evaluations of Designated Entities in accordance with these policies, provisions in the Governance Charter, and the terms of their respective MOUs.

The Board will use Alameda County Continuum of Care/EveryOne Home Governance Charter, April 2023 revision, to support evaluation of each of the five named Entities, with final reports and recommendations for improvement being delivered up to the Board for review.

For serious and persistent performance problems, the Board has the right to designate new entities in these roles. (See Reassigning the Role of Designated Entities).

IV. Evaluation Requirements

A. Regular Evaluations

Regular evaluations will occur at least once every other year unless the Leadership Board takes action to direct the responsible Standing Committee to conduct an off-cycle evaluation. The Leadership Board will delegate to the appropriate Standing Committee responsibility to evaluate their respective Designated Entity. The committees will evaluate the Designated Entity based on the roles and responsibilities outlined in their respective MOU with the Leadership Board. They will consider any restrictions that arose after the MOU was in place, including any change in resources that may have impacted the Designated Entity's ability to fulfill its MOU roles and responsibilities.

For system evaluations that must occur annually, such as the Coordinated Entry evaluation, the Leadership Board should make all efforts to couple the system evaluation with the evaluation of the Designated Entity.

The Leadership Board should consider staggering evaluations of the five Designated Entities to ensure that the Board has sufficient time and focus for each evaluation. The Board should conduct no more than three Designated Entity evaluations per year.

B. Report to Leadership Board

The appropriate Standing Committee is responsible for conducting the evaluation and reporting their findings back to the Leadership Board no later than six months from the state date of the evaluation.

C. Role of Backbone Entity

As the primary staffing Entity to the Committees, Subcommittees, and Workgroups, the Backbone Entity will manage the evaluation process (except its own evaluation). The Designated Committee will provide input, feedback, and review.

D. Role of Standing Committees

The following Committees or Agencies are responsible for evaluations of the following Designated Entities:

1. Backbone Entity: Leadership Board and the Collaborative Applicant
2. Collaborative Applicant: CoC Standards, Compliance, and Funding Committee
3. Coordinated Entry Management Entity: Outreach, Access, and Coordination Committee
4. HMIS Lead Entity: HMIS Committee
5. Policy and Planning Entity: Systems Impact Committee

E. Delegating Authority of the Leadership Board

I. General

It may be necessary for the Leadership Board to delegate to others the ability to sign certain documents or certifications on behalf of the CoC. In situations where the Leadership Board is not scheduled to meet in a timely fashion to respond to requests for CoC authority signatures, the Leadership Board authorizes others to sign on its behalf in limited, specified circumstances. In any situation where the Leadership Board has delegated authority, the Designated Entity should report back to the Leadership Board about any important or unusual actions taken on behalf of the Leadership Board at the next regular meeting.

II. Delegated Authority in Limited Circumstances

The following parties are permitted to sign on behalf of the CoC under specific circumstances, without a Leadership Board vote:

A. Leadership Board Co-Chairs

1. At least one of the Leadership Board Co-Chairs may sign contracts, letters or statements on behalf of the CoC when such signatures reflect the decisions or authorizations as voted by the Leadership Board.
2. At least one of the Leadership Board Co-Chairs may sign letters or statements on behalf of the CoC when such statements are to the benefit of the CoC and in alignment with current CoC Strategic Plan and all CoC Policies and Procedures.
3. The Leadership Board Co-Chairs may stand in the shoes of any of the Designated Entities and provide signatures and certifications on behalf of such Designated Entities when those entities are unavailable to do so. The Leadership Board should make every effort to have the Designated Entity available before acting, including waiting until someone from the Designated Entity is available. This authority should be exercised on only rare occasions (such as an emergency).

B. Collaborative Applicant

1. As part of annual submission and administration of the Consolidated Application to HUD or other federal, state, and local funders, the Collaborative Applicant may sign, submit, or certify on behalf of the CoC.
2. As part of preparation of the Consolidated Plan to HUD every five years and with annual updates, the Collaborative Applicant may sign on behalf of the CoC.
3. The Collaborative Applicant may sign on behalf of the CoC when Leadership Board Co-Chairs are unavailable, when such substitution is to the benefit of the CoC and in alignment with the CoC Strategic Plan and all CoC Policies and Procedures, solely at the request of at least one of the Leadership Board Co-Chairs.

C. CES Management Entity

1. As part of normal operations of the CES, the CES Management Entity may certify on behalf of the CoC that an existing or proposed project is a participant in CES.
2. If the CES Management Entity receives a request for alternative matching or prioritization processes for projects that would otherwise be participating in CES, the CES Management Entity must bring those types of requests to the Outreach, Access, and Coordination Committee first for vote before signing an alternative certification of support. In the absence of quorum at Outreach, Access, and Coordination Committee, a vote may be made by the Leadership Board.

D. HMIS Lead Entity

1. As part of normal operations of the HMIS, the HMIS Lead Entity may certify that an existing or proposed project is a participant in HMIS on behalf of the CoC.
2. As part of normal submission of data to HUD related to the annual PIT/HIC Sheltered Count.

E. Backbone Entity

1. The Backbone Entity may sign documents on behalf of the CoC when Leadership Board Co-Chairs are unavailable, when such substitution is to the benefit of the CoC and in alignment with the CoC Strategic Plan and all CoC Policies and Procedures, at the request of at least one of the Leadership Board Co-Chairs.
2. The Backbone Entity may circulate letters, communications, or statements on behalf of the CoC when such statements are to the benefit of the CoC and in alignment with current CoC Strategic Plan and all CoC Policies and Procedures.

F. Policy and Planning Entity

1. As part of normal oversight of the local Strategic Plan, The Policy and Planning Entity may certify that an existing or proposed project is in accordance with local CoC approved Strategic Plans or vision, including but not limited to the Alameda County Consolidated Plan, the YHDP Coordinated Community Plan, or the Alameda County Strategic Plan.
2. As part of preparation of the Consolidated Plan to HUD every five years and with annual updates, the Policy and Planning Entity may sign on behalf of the CoC.

III. Reassigning the Roles of Designated Entities

When serious and persistent performance problems exist with any Designated Entity, the Board has the right to designate new entities to fulfill these roles.

A. Serious and Persistent Performance Problems

Serious and persistent performance problems (as defined above) are problems that greatly impact the provisions of services and housing to people experiencing homelessness. They are problems that exist despite efforts from the Leadership Board and its Committees to resolve the issues.

Examples of serious performance problems might include:

1. A Coordinated Entry Management Entity that fails to enter Coordinated Entry data into HMIS or that conducts its own annual Coordinated Entry evaluation;
2. An HMIS lead that does not remedy a serious security breach and puts PII data at risk;
3. The Backbone Entity fails to attend Leadership Board meetings or assist the Board in meeting planning or development of materials without cause or warning for at least a month;
4. A Collaborative Applicant that fails to submit the CoC Collaborative Application under the time restrictions set by HUD; and
5. A Policy and Planning Entity that fails to plan and execute a PIT count consistent with HUD requirements.

B. Notice and Opportunity to Cure

If the evaluation process to review a Designated Entity concludes that there are serious and persistent performance problems, the Leadership Board and the corresponding Committee must provide notice to the Designated Entity, along with an opportunity to cure the problem. The process requires:

1. Notice to the Designated Entity's designated contact person, informing them that the evaluation has identified serious and persistent problems with their ability to meet their roles and responsibilities under their MOU. The notice should include:
 - a. The name of the Committee conducting the evaluation;
 - b. The specific nature of the serious and persistent problems including the roles and responsibilities that the Entity has allegedly failed to perform, if any;
 - c. A recitation of all efforts made by the Leadership Board to communicate with the Entity about the performance problems prior to issuing the Notice;
 - d. The findings from the evaluation;
 - e. Information that formed the basis for the findings;
 - f. List of 3rd party or other entities that were consulted in furtherance of the evaluation;
 - g. Other information that the Leadership Board and/or Committee wish to share with the Designated Entity, and
 - h. A specific deadline, no less than four weeks, for the Designated Entity to respond to the notice.

2. Provide an opportunity for the Designated Entity to respond to the findings.
 - a. Provide at least four weeks for the Designated Entity to respond in writing to the findings.
 - b. Within one week of receipt of the Designated Entity's response, offer a meeting (virtual or in-person) with representatives from the Leadership Board, the evaluation committee, and the Designated Entity to discuss efforts to come in compliance with the MOU.
 - i. Determine activities agreed upon to come into compliance with the MOU.
 - ii. Determine an agreed upon and reasonable time frame for compliance.
 - c. Come to an agreement in writing, signed by designees of the Leadership Board and the Designated Entity, the activities that the Designated Entity will undertake to improve their performance and the time frame for the effort.

C. Decision to Reassign the Role of the Designated Entity

If after every effort has been made to provide notice, allow time to review and respond, the Designated Entity has been unable to cure any serious and persistent performance problems, the Leadership Board can move forward to reassign the roles and responsibilities of any Designated Entity.

There are some situations where an organization may choose voluntarily to step away from their role as a Designated Entity. In those situations, the guidance below should guide the process for reassigning roles and responsibilities.

1. Responsibility for Reassigning Roles and Responsibilities

The following is a list of entities responsible for reassigning roles and responsibilities:

- a. Collaborative Applicant – The Leadership Board with the CoC Standards, Compliance, and Funding Committee, with assistance from the Backbone Entity.
- b. Coordinated Entry Management Entity – The Leadership Board, the Collaborative Applicant (unless they are also the Coordinated Entry Management Entity), and the Outreach, Access, and Coordination Committee, with the assistance of the Backbone Entity.
- c. HMIS Lead Entity – The Leadership Board, the Collaborative Applicant (unless they also are the HMIS Lead Entity), and the HMIS Committee, with the assistance of the Backbone Entity.
- d. Policy and Planning Entity – The Leadership Board, the Collaborative Applicant (unless they also are the Policy and Planning Entity), the Systems Impact Committee.
- e. Backbone Entity – The Leadership Board and Collaborative Applicant, with the option for assistance from a 3rd party entity.

2. Competitive Process for Reassigning Designated Entities

The Leadership Board shall make every effort to use a competitive RFP process to identify entities to reassign roles and responsibilities of Designated Entities. If a competitive process

identifies not strong candidates, reassignment can be done at the discretion of the Leadership Board and the appropriate committee, as identified above.

F. Conflict of Interest & Code of Conduct

I. Purpose

The purpose of the Conflict of Interest policy is to protect Everyone Home, the Oakland, Berkeley/Alameda County Continuum of Care (CoC), when it contemplates entering into a transaction or arrangement that might benefit the private interests of CoC board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers, which might result in a possible excess benefit transaction. The Conflict of Interest policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

The Department of Housing and Urban Development (HUD) requires non-Federal entities that receive Federal assistance awards, excluding States, to develop and maintain written standards/codes of conduct covering conflicts of interest and governing the actions of interested parties engaged in the selection, award, and administration of contracts.

Continuum of Care Boards are covered by Federal and state regulations and 24 C.F.R. §578.95 (b-d) and 24 C.F.R. §576.404 (a-b), which define conflicts of interest and the required actions to avoid conflicts of interest. CoCs are required to have a code of conduct that covers conflict of interest in compliance with 2 C.F.R. §200.3189(c)(1).

CoC board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers are expected to use good judgment, to adhere to high ethical standards and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests and those of the CoC. A conflict of interest exists when the loyalties or actions are divided between the interests of the CoC and the interest of the board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers. Both the fact and the appearance of a conflict of interest should be avoided.

II. Definitions

For purposes of this policy, the following terms have the specific meanings:

A. Conflict of Interest

HUD's CoC Interim Rule Section §578.95 identifies four types of conflicts of interest:

1. Individual conflicts of interest regarding provision of services, which occur when interested parties indirectly benefit financially or otherwise by the activities carried out using CoC grant funds. This includes any decision or activity made by a recipient or subrecipient that gives the appearance of impropriety;
2. Organizational conflicts of interest regarding provision of services, which occur when interested parties are unable, or potentially unable, to render impartial assistance or perform objectively;

3. Conflicts of interest related to the procurement process, which occur when interested parties violate the code of conduct or conflict of interest rules of 2 C.F.R. §200.112 during the procurement of goods, supplies, equipment, or services; and
4. Conflicts of interest related to CoC Board decision-making, which occur when CoC Board members or officers participate in or influence discussions or decisions concerning the award of a grant or other financial benefits to organizations that the member or officer represents.

Such conflicts are presumed to exist in those circumstances in which CoC board members, staff, consultants, volunteers, funding recipients or subrecipient, or committee member's actions may have a preferential impact upon the agency or entity employing the CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers. Such actions are presumed to include, but are not limited to, the development of policies in which a self-serving bias may be present, as well as in decisions affecting the allocation of resources.

A CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers must take certain affirmative steps to prevent, address, and/or manage conflicts of interest.

B. Interested Person

Any CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

C. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the CoC has a transaction or arrangement.
2. A compensation arrangement with the CoC or with any entity or individual with which the CoC has a transaction or arrangement; and / or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the CoC is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists. Compensation for persons with lived experience or for staff is not a conflict of interest.

D. Compensation

Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Gifts or gratuities by anyone for someone's personal benefit are not insubstantial if they are in excess of \$25.

E. Recusal

When a participant declines to participate in a matter because of a potential conflict of interest. Recusal means that the person does not participate in discussions, deliberations, or debates, make recommendations, give advice, consider findings, or in any other way assume responsibility for or participate in any aspect of the work or decision-making relating to the matter where there are potential conflicts of interest.

III. [Activities that Constitute a Conflict of Interest](#)

A conflict of interest occurs when CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers takes an action which results, or has the appearance of resulting in personal, organizational, or professional gain.

No CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers may participate in or influence discussions and/or decisions concerning the award of a grant or other financial benefit(s) to the CoC that the member represents or to the member individually. All interested persons must identify actual or perceived conflicts of interest as they arise and comply with this policy. Disclosure should occur at the earliest possible time and, if possible, prior to the discussion of any such issue. Individuals with a conflict of interest should abstain from discussing and voting on any issue in which they may have a conflict.

Examples of Conflicts of interest include the following:

- A. When a CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers participates in or influences decisions concerning the award of a grant or other financial benefit to the organization that the member, staff, recipient or sub-recipient represents (including as a staff, board member, or volunteer).

A board member is considered to represent an organization if that person is an employee, agent, consultant, volunteer, board member/officer, or elected or appointed official of the organization.

- B. When a CoC board member, staff, consultant, volunteer, funding recipient or subrecipient member of a committee with governing board delegated powers participates in or influences decisions concerning grant awards or other financial benefits to organizations with whom they have immediate family or business ties, during their tenure or during the one-year period following their tenure.
- C. When a CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers participates in making rent reasonableness determinations and housing inspections on units that the board member, staff, volunteer, funding recipient, subrecipient, or related entity owns.
- D. When a CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers may condition an individual's or family's acceptance of emergency shelter or housing owned by the recipient, subrecipient, or parent or subsidiary of the subrecipient, as a condition of assistance.

- E. When a funding recipient or subrecipient provides an individual or family with any type of Homelessness Prevention (HP) assistance when the participant is living in housing owned by the recipient, subrecipient, or parent or subsidiary of the subrecipient.
- F. When a funding recipient or subrecipient carries out the initial evaluation for HP assistance for an individual or family when the participant is living in housing owned by the recipient, subrecipient, or parent or subsidiary of the subrecipient.
- G. When a voting member of the governing board who receives compensation, directly or indirectly, from the CoC for services votes on matters pertaining to that member's compensation.
- H. When a voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the CoC for services votes on matters pertaining to that member's compensation.

IV. Conflict of Interest Procedures

A. Duty to Disclose

Each CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers has a duty to disclose any actual, possible, or perceived conflict of interest. They must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the board and / or members of committees that the board has delegated powers considering a proposed transaction or arrangement.

Participation on the Review and Rank process for the CoC local program annual funding will require an additional conflict of interest form specific to the Review and Rank process.

B. Disclosure

1. **Annual Disclosure:** Continuum of Care board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers shall complete and sign an annual conflict of interest statement, disclosing issues with any possible relationships or areas of influence. The forms shall be returned to the Collaborative Applicant and remain on file with the Collaborative Applicant and/or their designee for at least 5 years.

The annual disclosure shall affirm such person:

- a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy, and
 - c. Has agreed to comply with the policy.
2. **Verbal Disclosure** Continuum of Care board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers shall verbally disclose potential conflicts of interest prior to participating in discussions that may result in decisions that may confer financial benefit on themselves, family members, spouse or partner, or organization in which they in any official capacity.

C. Recusal

Any CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers has a duty to recuse themselves, including stating a reason, at any time from involvement in any decision or discussion in which they believe they have or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists. Recused members should not be included in the vote tally for any vote where they have been recused, but are counted toward quorum.

D. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the CoC board or delegated committees, an interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

E. Addressing the Conflict of Interest

1. The CoC Leadership Board and/or relevant committees shall review the material facts of the conflict of interest. The transaction may be approved only if a majority of the directors or committee members, not counting the vote of such person, concludes that:
 - a. The proposed transaction is fair and reasonable to the CoC;
 - b. The CoC proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person; and
 - c. The proposed transaction is the most beneficial arrangement which the CoC could obtain in the circumstances with reasonable efforts.
2. The minutes of any meeting at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by such person and reviewed by the Chair of the board.
3. After exercising due diligence, the governing board or committee shall determine whether the CoC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the CoC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. When real or perceived or possible conflicts of interest arise, CoC board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers must disclose the conflict to those present. The disclosure and the member's recusal from any discussion / vote related to the topic must be recorded in the meeting minutes.
6. The recusal process must be described in the CoC Governance Charter.

F. Obligations of the Collaborative Applicant

The CoC's Collaborative Applicant will verify that all recipients and sub-recipients, current or proposed, have a Code of Conduct statement on file as part of the threshold requirements for inclusion in the annual CoC NOFO application.

G. Annual Conflict of Interest Requirements

Each year, CoC board members, staff, consultants, volunteers, funding recipients or subrecipients, or members of a committee with governing board delegated powers will be required to review and sign a conflict of interest form.

V. Violations of the Conflict of Interest Policy

- A. If the governing board or committee has reasonable cause to believe a CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform them of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers respond and after making further investigation as warranted by the circumstances, the governing board or committee determines the CoC board member, staff, consultant, volunteer, funding recipient or subrecipient, or member of a committee with governing board delegated powers has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

VI. Records of Proceedings

The minutes of the CoC board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the CoC board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

VII. Exceptions and Changes to Policy

The CoC reserves the right to make an exception to this policy and procedures based on communication from HUD that impact the CoC's ability to carry out the policy and procedures as described above. The CoC also reserves the right to amend this policy on an annual basis.

VIII. Code of Conduct

Members of the CoC, the Leadership Board, and seated committees are expected to abide by the following Code of Conduct:

- A. Commit to the collective impact initiative mission to end and prevent homelessness and support the recommendations in the Centering Racial Equity in Homeless System Design Report, the Home Together Community Plan, and CoC projects and initiatives by working to ensure the collaboration/engagement of your own agency or constituency. This can include marshaling resources and changing policies and practices.
- B. Communicate the needs, requirements and hopes of the agency/constituency you represent while building toward consensus and activities that strengthen the collective impact effort and needs of the entire system.
- C. Express concerns and offer solutions or amendments during the discussion and/or public comment period of a proposal/analysis/policy.
- D. Do not dominate discussions; make space for and remain open-minded about differing views.
- E. Prepare for meetings by reviewing materials in advance.
- F. Respond to emails and other requests from staff and colleagues in a timely manner.
- G. Abide by the CoC's Conflict of Interest policy, recusing yourself from decisions as appropriate.
- H. Abide by the CoC's Anti-Discrimination policy.
- I. Be an ambassador in the community on behalf of the collective impact effort to end homelessness in Alameda County.

G. Anti-Discrimination

I. CoC-wide Anti-Discrimination Policy

Everyone Home, the Oakland, Berkeley/Alameda County Continuum of Care (CoC) does not tolerate discrimination on the basis of race, color, national origin, ancestry, religion, age, familial status, veteran status, disability, sex, actual or perceived sexual orientation, gender identity or expression, marital status, source of income, or other reasons prohibited by law. The CoC and all recipients and sub-recipient organizations receiving CoC or Emergency Services Grant (ESG) program funds must comply with all federal, state and local civil rights, non-discrimination, and privacy laws, including the HUD Equal Access Rule.

II. Applicable Laws and Regulations

CoC and ESG projects must operate in compliance with federal nondiscrimination and equal opportunity requirements, including the Fair Housing Act, Title VI of the Civil Rights Act, the Age Discrimination Act of 1975, Section 504 of the Rehabilitation Act, and the Americans with Disabilities Act. The requirements of the Equal Access in Accordance with an individual's gender identity regulation, and the requirements of executive orders

regarding equal employment opportunity and opportunities for minority and female owned businesses also apply. Please see 24 CFR 5.105 for a full list of applicable federal laws, regulations and Executive Orders.

III. Complaints and Grievances for the Leadership Board and Committees, Subcommittees, and Workgroups

A. General

The CoC recognizes that individuals, including participants, participating provider agencies, or other parties, may express dissatisfaction with aspects of its conduct and welcomes the opportunity to respond to such complaints. To be sure of a response, the complaint or grievance may be anonymous but must be received in writing and must include a reliable form of contact information. The complaint or grievance may be written by the individual, including a program participant or by someone on the participant's behalf.

Complaints should be sent in writing to the Backbone Entity. Contact information for submission of grievances can be found on the Everyone Home website. Complainants wishing to receive a response to the complaint should provide their name, address, email, and telephone number when they submit their complaint.

When a discrimination complaint is received, the CoC Leadership Board will complete an investigation of the complaint within 60 days by attempting to contact and interview a reasonable number of persons who are likely to have relevant knowledge and by attempting to collect any documents that are likely to be relevant to the investigation. Within 30 days after completing the investigation, the CoC Leadership Board will write an adequate report of the investigation's findings, including the investigator's opinion about whether inappropriate discrimination occurred and the action(s) recommended by the investigator to prevent discrimination from occurring in the future. If relevant to the Coordinated Entry System, the findings of the investigation will be shared with the Coordinated Entry System Lead Entity and the System Coordination Committee. If appropriate and applicable, the investigator may recommend that the complainant be re-assessed or re-prioritized for housing or services. The report will be kept on file for two years.

(General complaints that are not related to discrimination, gross misconduct, gross negligence, or illegal activity should be addressed initially by the provider and following the provider's complaints procedure. HUD has established a website where individuals can file a complaint if they believe their VAWA rights have been violated - Violence Against Women Act (VAWA) | HUD.gov / U.S. Department of Housing and Urban Development (HUD)).

B. Complaints against the Leadership Board, its Committees, Subcommittees, or Workgroups

In situations where complaints are against the Leadership Board, its Committees, Subcommittees, Workgroups (including against a Committee, Subcommittee, or Workgroup member), the review will be done by an ad hoc group of standing Committee members not implicated by the complaint. The process and timing to complete an investigation should follow the same practices as articulated in Section III.A. above.

In these situations, complaints should be sent in writing to the Backbone Entity. Contact information for submission of grievances can be found on the Everyone Home website. Complainants wishing to receive a response to the complaint should provide their name, address, email, and telephone number when they submit their complaint.