

# Orange County CoC - CA - 602

## Governance Charter

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**Introduction:** In accordance with the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 (the “HEARTH Act”) which was enacted into law on May 20, 2009, the Orange County Continuum of Care in consultation with the Collaborative Applicant (County of Orange), Continuum of Care and Emergency Solution Grant funded agencies and Homeless Management Information System (“HMIS”) Lead Agency has developed a governance charter which includes procedures and policies needed to comply with the HEARTH Act requirements as prescribed by U.S. Department of Housing and Urban Development (HUD); and a code of conduct and recusal process for the board, its chair(s), and any person acting on behalf of the board.

In addition to HEARTH Act compliance and in alignment with the Regional System of Care, the Continuum of Care (“CoC”) will operate to enhance, inform and implement services addressing the complex case management and housing needs of individuals and families experiencing homelessness in Orange County. Services supported by the Orange County CoC will also demonstrate best practices and evidence-based practices ensuring a client-centered approach, client choice and client rights and responsibilities are clear and service standards are consistently met.

The Orange County CoC designates the County of Orange as the collaborative applicant and fiscal entity for administering planning and funding for homelessness assistance program throughout the Orange County CoC.

**I. Name:**

The technical name of the organization is CoC CA-602 hereinafter referred to as the “Orange County CoC”.

**II. Geographic Boundaries:**

The Orange County CoC covers all the geography within the boundaries of Orange County, including its 34 cities and unincorporated areas as regionalized within North, Central and South Service Planning Areas.

**III. Purpose:**

The Orange County CoC serves as the locally-designated primary decision-making group whose purpose and scope is to implement the Continuum of Care program (the “CoC”) which is authorized by subtitle C of title IV of the McKinney-Vento Homeless Assistance Act (42 U.S.C. 11381-11389). As noted in CFR 24 Part 578.1 Purpose and scope of the HEARTH Act, the program is designed to:

- A. Promote communitywide commitment to the goal of ending homelessness through regional coordination and collaboration;
- B. Advocate for funding and resources to end homelessness and provide funding for proven efforts by nonprofit providers and local governments to quickly rehouse people experiencing homelessness, while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness;
- C. Promote access to and effective utilization of mainstream programs by homeless individuals and families; and

- D. Promote implementation of best practices and evidence-based approaches to homeless programming and services.

#### **IV. Responsibilities of the Orange County CoC**

The four major responsibilities of the Orange County CoC consists of:

1. Operating the Continuum of Care,
2. Designating and operating an HMIS for the Continuum of Care,
3. Planning for the Continuum of Care, and
4. Preparing an application for funds which is in accordance with § 578.7 Responsibilities of the Continuum of Care and in the HEARTH Act and § 578.79.

##### **A. Operating the Continuum of Care.**

The Orange County CoC will:

1. Hold meetings of the full membership, with published agendas, at least semi-annually;
2. Make a public invitation for new members to join available within the geographic area at least annually;
3. Adopt and follow a written process to select a board to act on behalf of the CoC. The process must be reviewed, updated, and approved by the CoC at least every five (5) years;
4. Establish committees, subcommittees and ad hoc groups to address specific functions of the Orange County CoC, as needed;
5. Work with the Collaborative Applicant to develop and update annually a governance charter, which will include all procedures and policies needed to comply with HUD mandates, HEARTH Act regulations and a code of conduct and recusal process for the board, its chair(s), and any person acting on behalf of the board;
6. Consult with recipients and subrecipients to establish performance targets appropriate for population and program type, monitor Continuum of Care and Emergency Solutions Grant funded agencies performance, evaluate outcomes, and take action to address poor performers;
7. Evaluate outcomes of projects funded under the Emergency Solutions Grants program and the Continuum of Care program, and report performance measures to HUD as required;
8. In consultation with recipients of Emergency Solutions Grants program funds within the geographic area, establish and operate a Coordinated Entry System that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services. The CoC must maintain specific policy to guide the operation of the Coordinated Entry System on how its system addresses the needs of individuals and families who are fleeing, or attempting to flee, domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from nonvictim service providers in compliance with any requirements established by HUD Notice; and

9. In consultation with recipients of Emergency Solutions Grants program funds within the geographic area, establish and consistently follow written standards for providing Continuum of Care assistance. At a minimum, these written standards must include:
  - a. Policies and procedures for evaluating individuals' and families' eligibility for assistance;
  - b. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;
  - c. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance;
  - d. Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance;
  - e. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; and
  - f. Where the CoC is designated a high-performing community, as described in Subpart G, policies and procedures set forth in 24 CFR 576.400(e)(vi), (e)(vii), (e)(viii), and (e)(ix).

B. Designating and operating a Homeless Management Information System.

The Orange County CoC will:

1. Designate a single Homeless Management Information System (HMIS) for the geographic area;
2. Designate an eligible applicant to manage the CoC's HMIS, which will be known as the HMIS Lead;
3. Review, revise and approve a privacy plan, security plan, and data quality plan for the CoC HMIS;
4. Ensure consistent participation of recipients and subrecipients in the HMIS;
5. Ensure the HMIS is administered in compliance with requirements prescribed by HUD;
6. Ensure the HMIS operates efficiently and effectively to promote HUD funded and non-funded agency participation, system coordination, and utilization and performance is achieved; and
7. Ensure that HMIS captures the Coordinated Entry System Core Elements of Access, Assessment, Prioritization and Referral through program participation by recipients and subrecipients.

C. Continuum of Care Policies, Procedures and Standards

The Orange County CoC will:

1. Have a Policies, Procedures and Standards Committee that meets at least two times a year or as needed for the review of policies, procedures and standards of the Orange County Continuum of Care;

2. Have its various committees, subcommittees, and ad hocs proposed drafts, revisions and/or updates to policies, procedures and/ or standards be submitted to the Policies, Procedures and Standards Committee;
3. Have all proposed policies, procedures and standards reviewed and vetted by the Policies and Standards Committee to ensure adherence to the HEARTH Act, HUD Notices and regulations, best practices and evidenced-based approaches, prior to being presented to the CoC Board for adoption; and
4. Engage the public, including homeless and formerly homeless individuals, in policy and standards development and/or revisions that affect the operations of the CoC and ESG funded programs.

D. Continuum of Care Planning.

The Orange County CoC and the Collaborative Applicant (County of Orange) will develop a plan that includes:

1. Coordinating the implementation of a housing and service system within its geographic area that meets the needs of the homeless individuals, including unaccompanied youth, and families. At a minimum, this system encompasses the following:
  - a. Outreach, engagement, and assessment;
  - b. Shelter, housing, and supportive services;
  - c. Prevention and diversion strategies.
2. Planning for and conducting an annual shelter homeless count and a biennial unsheltered homeless count by Service Planning Area that meets the following requirements:
  - a. Homeless persons who are living in a place not designed or ordinarily used as a regular sleeping accommodation for humans must be counted as unsheltered homeless persons;
  - b. Persons living in emergency shelters and transitional housing projects must be counted as sheltered homeless persons; and
  - c. Other requirements established by HUD Notice or to meet local objectives.
3. The HMIS Lead Agency will assist the Collaborative Applicant in conducting an annual gaps analysis of the homeless needs and services available within the geographic area and/or Service Planning Areas;
4. Providing information required to complete the Consolidated Plan(s) within the CoC's geographic area;
5. Consulting with State and local government Emergency Solutions Grants program recipients within the CoC's geographic area on the plan for allocating Emergency Solutions Grants program funds and reporting on and evaluating the performance of

Emergency Solutions Grants program recipients and subrecipients. Emergency Solutions Grant entitlements include:

- County of Orange
- Santa Ana
- Anaheim
- Garden Grove

E. Annual Competitive Application for Continuum of Care Funding

The Orange County CoC will:

1. Design, operate, and follow a collaborative process for the development of applications and approve the submission of applications in response to a Notice of Funding Availability (NOFA) published by HUD;
2. Establish priorities for funding proposals to meet needs within in the geographic area;
3. Support the Collaborative Applicant in compiling the required application information from all projects within the geographic area that the CoC has selected for funding; and
4. Retains all of its responsibilities, even if it designates one or more eligible applicants other than itself to apply for funds on behalf of the CoC. This includes approving the CoC application.

V. **Orange County CoC Structure:**

The operations and management of the Orange County CoC and its responsibilities are structured in four segments.

A. CoC Collaborative Applicant and Fiscal Agent

The Orange County CoC designates the County of Orange as Collaborative Applicant and Planning Grant recipient for homelessness assistance programs throughout the Orange County CoC. The County of Orange will comply with the provisions of 24 CFR 578.7, including coordinating with the development of the CoC system, CoC planning, Coordinated Entry System, HMIS and the support of the various functions and activities as required by the HEARTH Act.

In addition, the Orange County CoC Board designates the County of Orange as administrative and fiscal entity for homeless funding to support the development of the System of Care. The County of Orange is the administrative and fiscal entity for state and local funding from homeless programming that designates the CoC as the eligible applicant and requires the local government entity to be the fiscal agent.

B. Orange County CoC Board

As noted in §578.5(b) of the HEARTH Act, “The Continuum of Care must establish a board to act on behalf of the Continuum using the process established as a requirement by § 578.7(a)(3) and must comply with the conflict-of-interest requirements at § 578.95(b).”

The Continuum of Care Board is therefore acting on behalf of the members of the Orange County CoC. To this end, the Orange County CoC will strategically comprise a governing board that represents the stakeholder groups enumerated in the HEARTH Act which require the CoC Board to be representative of relevant organizations and of projects serving homeless subpopulations within Orange County, including at least one (1) homeless or formerly homeless individual.

1. Continuum of Care Board Responsibilities

The Continuum of Care Board will:

- a. Conduct the hands-on work and facilitate the committees, subcommittees and ad hoc groups of the Orange County CoC. Every member of the CoC Board must serve on a minimum of one committee;
- b. Build community awareness of the needs of all homeless and at-risk populations identified in the county;
- c. Ensure, to the greatest extent possible, access to services by the subpopulations enumerated in this charter;
- d. Ensure relevant organizations and projects serving various homeless and at risk subpopulations are represented in the planning and decision-making for the overall coordination of homeless services Continuum of Care;
- e. Ensure Regional Coordination and collaborative work across the CoC through the use of the Coordinated Entry System;
- f. Coordinate the CoC Programs and set goals and priorities for ending homelessness in Orange County;
- g. Approve Orange County CoC policies as recommended by service providers and/or Committees;
- h. Create committees, subcommittees and ad hoc groups necessary for the proper and efficient functioning of the Orange County CoC, including the CoC program Notice of Funding Opportunity (NOFO); and
- i. Dissolve committees, subcommittees and ad hoc groups, if they are determined to be unnecessary for the proper and efficient functioning of the Orange County CoC.

2. Continuum of Care Board Composition

The CoC Board is comprised of nineteen (19) members elected by the voting General Membership. A quorum consists of ten (10) voting members present. The CoC Board shall be comprised of members that provide a well-balanced perspective from multiple sectors to best lead the response to homelessness in the Orange County CoC. Additionally, the CoC Board membership shall include representation of persons of different races, ethnicities and backgrounds.

The CoC Board designations are:

- a. CoC Board Officers must have extensive experience (7 to 10 years) in the homeless service field, and/or functions of the Continuum of Care.
  - i. Chair
  - ii. Vice-Chair
  - iii. Secretary
  
- b. There are six (6) required categories of CoC Board Members as described by the HEARTH Act. The Orange County CoC Board will have one seat for each category. The following six (6) seats, with the exception of the seat for a person with current or past lived experience of homelessness, must be filled with persons with at minimum three (3) years of experience in their related field of representation and seat category. The seat for a person with current or past lived experience of homelessness is to be held by someone with meaningful experience and/or expertise to contribute to the Orange County CoC.
  - i. One (1) seat for person with current or past lived experience of homelessness
  - ii. One (1) seat for Education / McKinney Vento representative
  - iii. One (1) seat for Veteran or veteran service agency representative
  - iv. One (1) seat for Emergency Solutions Grant (ESG) Program funded agency or recipient agent
  - v. One (1) seat for Public Housing Agency (PHA) representative
  - vi. One (1) seat for Domestic Violence Agency representative
  
- c. There are two (2) Designated Seats for the CoC Board Members. These Designated Seats will be representative of the main populations in the Orange County Coordinated Entry System. The Designated Seats must be filled with persons with at minimum three (3) years of experience working with the subpopulation in the delivery of homeless services.
  - i. One (1) seat for the expertise on homeless services of Families
  - ii. One (1) seat for the expertise on homeless services of Transitional Aged Youth (TAY)
  
- d. There are eleven (11) seats for At-Large CoC Board Members. The At-Large Seats should be representative of the relevant organizations and subpopulations set forth in the membership section of this Governance Charter.



- i. The CoC Board will prioritize the following areas of expertise/experience for nine (9) of the At-Large Seats to ensure a well-balanced perspective from multiple sectors to best lead the response to homelessness in the Orange County CoC. The following nine (9) seats must be filled with persons with at minimum three (3) years of experience in their related field of representation and seat category.
  - 1. One (1) seat for Behavioral Health background and expertise
  - 2. One (1) seat for Faith-Based Representation
  - 3. One (1) seat for Health Care background and expertise
  - 4. One (1) seat for affordable housing development background and expertise
  - 5. Five (5) seats for expertise on homeless services and/or subpopulation focus
    - a) Black, Indigenous, and People of Color (BIPOC)
    - b) Diversion
    - c) Emergency Shelter
    - d) Individuals
    - e) LGBTQ
    - f) People with disabilities
    - g) Permanent Supportive Housing
    - h) Prevention
    - i) Rapid Rehousing
    - j) Street Outreach
    - k) Older Adults
  
- ii. The remaining two (2) At-Large Seats will not be prescribed a priority area of expertise/experience.
  - 1. The Orange County CoC encourages participation from interested stakeholders and sectors, including but not limited to businesses, universities and colleges, law enforcement, criminal justice system, persons with current or past lived experience of homelessness.
  - 2. The At-Large Seats are to bring additional levels of experience that compliments and augments the CoC Board perspective and expertise.
  
- e. Continuum of Care Board Support
  - i. Collaborative Applicant – As the Collaborative Applicant the Continuum of Care Manager and/or other County of Orange staff will facilitate the Continuum of Care Board business and will utilize resources to continue the development of the CoC system.
  - ii. HMIS Lead Agency – The HMIS Lead Agency will assist the Collaborative Applicant in providing CoC utilization, performance and gaps data and regional Service Planning Area resource information to the CoC Board.
  - iii. Coordinated Entry System Lead Agency – The Coordinated Entry System Lead Agency will assist the Collaborative Applicant in providing performance and gaps data information to the CoC Board.

### 3. Continuum of Care Board Selection Process

The inaugural CoC Board Members will be elected by the voting General Membership in December and seated in January of the new year.

- a. The Voting General Membership shall be informed when the nomination period opens and closes. Interested candidates must express their interest and provide any needed information to support the voting process.
- b. The Voting General membership will vote on the nominees, after they are interviewed by the CoC Nominating Committee and confirmed to meet the minimum qualifications related years of experience and knowledge.
- c. The nominees with the highest votes will comprise the CoC Board.

For the subsequent selection of CoC Board Members, in advance of the term expiration, the following activities and steps are to be completed:

- a. A Nominating Committee comprised of three (3) to five (5) Voting General Members will be appointed annually by the Board Chair and confirmed by the CoC Board. At least one member of the Nominating Committee will be a CoC Board member whose seat is not up for election. The Nominating Committee will support the Collaborative Applicant in outreach to potential candidates to make them aware of the upcoming CoC Board seat election. These outreach efforts will help ensure adequate representation of subpopulations listed in the CoC Board composition.
- b. The Voting General Membership will be notified of the nomination period, start and end, as well as the process to nominate a candidate or express interest in being a candidate.
- c. The Nominating Committee will support the Collaborative Applicant in reviewing submitted applications, verifying qualifications and experience/expertise of all candidates to serve as Board Members or Officers or a specific seat.
- d. The CoC General Membership will vote by secret ballot on the slate of interested and qualified candidates (that have been previously vetted by the Nominating Committee). The candidates with the highest votes will be presented to the CoC Board for ratification.
- e. The same process as outlined above in items a. through d. will be completed to fill any vacancies left by a member before the expiration of the term of that member. Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member.
- f. The traditional nominating and election timeline is as follows:
  - i. September – CoC Board Chair appoints Nominating Committee
  - ii. October – Nominating Committee convenes and outreaches to potential candidates. The Nominating Committee will interview eligible candidates who meet criteria.

- iii. November – Candidates who moved forward based on their interview are presented to the CoC General Membership for voting/election.
  - iv. December – The CoC Board ratifies slate of elected candidates by the CoC General membership.
  - v. January – CoC Board seating takes place. Outgoing CoC Board and Board staff will provide “training” for incoming Board.
- g. At the first meeting of the calendar year, the CoC Board will elect the Board Officers (Chair, Vice-Chair and Secretary) to serve for one year (1) terms. CoC Board Officers may serve for more than one (1) term.

4. Continuum of Care Board Qualifications

1. The Orange County Continuum of Care Board Members and Officers are selected to represent various constituencies. As a whole the Board should:
  - a. Be diverse, including philosophical and socio-economic diversity;
  - b. Have complementary skill sets;
  - c. Represent a balance of community stakeholders in the region; and
  - d. Be able to network with other potential CoC Board Members.
  - e. Willingness and ability to consistently attend meetings.
2. Potential Board Members must be current voting General Members who demonstrate:
  - a. A high level of ethical behavior;
  - b. Working knowledge of and compassion about addressing homelessness;
  - c. Leadership and collaborative spirit in the best interest of the Orange County CoC.
3. All Board members must attend at least seventy-five percent (75%) of meetings each year and not be absent for three (3) consecutive meetings in order to remain in good standing. Board Members and Officers failing to meet the attendance standard will be subject to removal by majority vote fifty percent plus one (50% + 1) of the CoC Board.

5. Continuum of Care Board Meetings

1. All meetings will be open to the public except as otherwise determined by the CoC Board. Any person who attends an Orange County CoC meeting may be asked by the CoC Board Chair to leave if the person is disruptive; if a conflict of interest applies; or if an agenda business item(s) is deemed by the CoC Board Chair to be of such nature that it involves only Orange County CoC closed session business.
2. Robert’s Rules of Order Abridged-Revised will guide the process during all meetings.

3. An annual calendar of the CoC Board meetings will be recommended to the CoC Board for adoption at the CoC Board meeting in October and presented at the Homeless Provider Forum meeting in November. The CoC Board meetings calendar will be distributed to all members electronically and published on the County of Orange – Homeless Services website.
6. Continuum of Care Board Documentation
    1. The Orange County CoC Board will conduct and transact business in a fair and transparent manner. To this end, the CoC Board will maintain records of all Orange County Continuum of Care agendas and minutes and make these available upon request.
    2. The Collaborative Applicant will keep record of all HEARTH Act policies, calendars, meeting minutes, and records.
  7. Continuum of Care Board Conflict of Interest and Recusal Process

Members must comply with the conflict of interest and recusal process found in §578.95 Conflicts of interest in the HEARTH Act and any additional requirements per the Continuum of Care Board Governance Charter.

    1. Conflict of Interest – Members of the CoC Board and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally vested to avoid a conflict of interest in accordance with County, State and Federal laws, regulations and ordinances and shall refrain from engaging in any behavior that conflicts with the best interest of County.
      - a. Members of the CoC Board shall not vote nor attempt to influence any other Board member on a matter under consideration by the Board or any of its committees or subcommittees as follows:
        - i. Regarding the provision of services by such member (or by an entity that such member represents); or
        - ii. By providing direct financial benefit to such member or the immediate family of such member; or
        - iii. Engaging in any other activity determined by County, State or Federal law, regulations and ordinances to constitute a conflict of interest.
      - b. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County Staff to assist them in making that determination.
      - c. Neither the CoC Board nor any of its members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem or any other identifier of the CoC Board.

- d. No assets or assistance provided by County to CoC Board shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.
2. Code of Conduct – The members of the CoC Board are entrusted with specific responsibilities related to use of public funds invested in addressing homelessness. Board Members are expected to observe the highest standards of ethical conduct in the execution of these responsibilities. In the performance of their duties, CoC Board Members are expected to carry out the mandate of the Orange County CoC to the best of their ability and to maintain the highest standards of integrity while interacting with other members of the Board, Orange County CoC representatives, service recipients, service providers, and the public.
- a. The Orange County CoC prohibits the solicitation and acceptance of gifts or gratuities by the CoC Board, Ranking Committee, Voting Members, or employees and agents of the Collaborative Applicant from anyone who intends to receive personal benefit or preferential treatment. Violation of any portion of this code could subject a Voting Member to immediate termination from membership as determined by the CoC Board;
  - b. The Orange County CoC promotes impartiality in performing official duties and prohibits any activity representing a conflict of interest. Individuals should not act on a matter if a reasonable person who knew the circumstances of the situation could legitimately question fairness;
  - c. Officers, Voting Members and Committee Members shall:
    - i. Put forth honest effort in the performance of their duties;
    - ii. Not knowingly make unauthorized commitments or promises of any kind purporting to bind the Orange County CoC without previous CoC Board approval;
    - iii. Disclose waste, fraud, abuse and corruption to the appropriate authorities;
    - iv. Adhere to all laws and regulations that provide equal opportunity to all United States citizens regardless of race, color, religion, sex, gender, sexual orientation, national origin, age, or disability, or any other protected category;
    - v. Conduct themselves with courtesy and respect. Personal relationships should not result in special considerations that influence the performance of their official duties in a manner contrary to the interest of the broader Orange County CoC. CoC Board Members and Officers are expected to exercise adequate control and supervision over matters for which they are individually responsible.

- vi. Assure that the resources entrusted to them are used for conducting official business only. Members and Officers of the CoC Board must abide by the Conflict of Interest Policies established for CoC Board operations.
  - vii. Protect any confidential information provided to, or generated by, the activities of the Orange County CoC; and
  - viii. Not use confidential information of the Orange County CoC for any purpose or disclose such confidential information to any third party, except as necessary to perform their duties and responsibilities as members of the CoC Board.
3. Termination Policy - Any CoC Board Member, or the entire CoC Board, may be removed for cause by a two-thirds (2/3) vote of the Orange County CoC Voting Membership at a specially called meeting. Cause is constituted by a violation of the conflict of interest regulations or a violation of the Code of Conduct and ethics.

C. Orange County CoC General Membership

Membership is based upon organizations within the Geographic Area participating in the responsibilities of the Orange County CoC by having organizational representatives actively participate in CoC board, committees, and working groups.

As noted in § 578.5 Establishing the Continuum of Care. Relevant organizations will include:

“nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans and homeless and formerly homeless individuals.”

Additionally, the Orange County CoC will strive to ensure representation from diverse and public agencies including those dedicated to behavior health, substance use recovery services, health, employment training and development, youth, the LGBTQ community, and housing and community development.

a. Nominations for Orange County CoC General Membership

A public invitation within the Geographic Areas of the CoC will be extended annually for new members to join in accordance with the HEARTH Act as described in § 578.7 *Responsibilities of the Continuum of Care*.

b. General Membership Terms

There is no term limit. Membership, however, may be terminated by the Orange County CoC in accordance with subsection I. Removal below.

c. Continuum of Care Meetings

The Orange County CoC will hold meetings of the full membership with published agendas at least twice a year. The Orange County Homeless Provider Forum serves to facilitate CoC full membership meetings.

d. Quorum

A number equal to a majority of those belonging to the Orange County CoC will constitute a quorum for the transaction of business at any general membership meeting.

e. Voting

At all meetings, business items may be decided by arriving at a consensus. If a vote is necessary, all votes will be by voice or ballot at the will of the majority in attendance. The exception to this rule is a vote to elect CoC Board members, in this case a vote will be held by secret ballot. Each active organization will have one vote given by one representative even when more than one organizational representative is present. No active organization may vote on any item which presents a real or perceived conflict-of-interest.

f. Conflict of Interest

Members must comply with the conflict of interest and recusal process found in the § 578.95 Conflicts of interest of the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 (HEARTH Act).

“(a) Procurement. For the procurement of property (goods, supplies, or equipment) and services, the recipient and its subrecipients must comply with the codes of conduct and conflict-of-interest requirements under 24 CFR 85.36 (for governments) and 24 CFR 84.42 (for private nonprofit organizations).

(b) Continuum of Care board members. No Continuum of Care board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.

(c) Organizational conflict. An organizational conflict of interest arises when, because of activities or relationships with other persons or organizations, the recipient or subrecipient is unable or potentially unable to render impartial assistance in the provision of any type or amount of assistance under this part, or when a covered person’s, as in paragraph (d)(1) of this section, objectivity in performing work with respect to any activity assisted under this part is or might be otherwise impaired. Such an organizational conflict would arise when a board member of an applicant participates in decision of the applicant 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 of a recipient or subrecipient participates in making rent reasonableness determinations under § 578.49(b)(2) and § 578.51(g) and housing quality inspections of property under § 578.75(b) that the recipient, subrecipient, or related entity owns.

(d) Other conflicts. For all other transactions and activities, the following restrictions apply:

(1) No covered person, meaning a person who is an employee, agent, consultant, officer, or elected or appointed official of the recipient or its subrecipients and who exercises or has exercised any functions or responsibilities with respect to activities assisted under this part, or who is in a position to participate in a decision-making process or gain inside information with regard to activities assisted under this part, may obtain a financial interest or benefit from an assisted activity, have a financial interest in any contract, subcontract, or agreement with respect to an assisted activity, or have a financial interest in the proceeds derived from an assisted activity, either for him or herself or for those with whom he or she has immediate family or business ties, during his or her tenure or during the one-year period following his or her tenure.

(2) Exceptions. Upon the written request of the recipient, HUD may grant an exception to the provisions of this section on a case-by-case basis, taking into account the cumulative effects of the criteria in paragraph (d)(2)(ii) of this section, provided that the recipient has satisfactorily met the threshold requirements of paragraph (d)(2)(ii) of this section.

(i) Threshold requirements. HUD will consider an exception only after the recipient has provided the following documentation:

(A) Disclosure of the nature of the conflict, accompanied by a written assurance, if the recipient is a government, that there has been public disclosure of the conflict and a description of how the public disclosure was made; and if the recipient is a private nonprofit organization, that the conflict has been disclosed in accordance with their written code of conduct or other conflict-of-interest policy; and

(B) An opinion of the recipient's attorney that the interest for which the exception is sought would not violate State or local law, or if the subrecipient is a private nonprofit organization, the exception would not violate the organization's internal policies.

(ii) Factors to be considered for exceptions. In determining whether to grant a requested exception after the recipient has satisfactorily met the threshold requirements under paragraph (c)(3)(i) of this section, HUD must conclude that the exception will serve to further the purposes of the Continuum of Care program and the effective and efficient administration



of the recipient's or subrecipient's project, taking into account the cumulative effect of the following factors, as applicable:

(A) Whether the exception would provide a significant cost benefit or an essential degree of expertise to the program or project that would otherwise not be available;

(B) Whether an opportunity was provided for open competitive bidding or negotiation;

(C) Whether the affected person has withdrawn from his or her functions, responsibilities, or the decision-making process with respect to the specific activity in question;

(D) Whether the interest or benefit was present before the affected person was in the position described in paragraph (c)(1) of this section;

(E) Whether undue hardship will result to the recipient, the subrecipient, or the person affected, when weighed against the public interest served by avoiding the prohibited conflict;

(F) Whether the person affected is a member of a group or class of persons intended to be the beneficiaries of the assisted activity, and the exception will permit such person to receive generally the same interests or benefits as are being made available or provided to the group or class; and

(G) Any other relevant considerations. “

g. Removal

Any member of the Orange County CoC may be removed by a two-thirds majority of all organizations present during a scheduled meeting.

D. Collaboration with Commission to End Homelessness

The Commission to End Homelessness focuses on regional policy and implementation strategies, affordable housing development, data and gaps analysis, best practice research, social policy and systemic change to promote an effective response to homelessness within the County of Orange. The CoC Board will regularly provide information and recommendations around CoC funded homeless programs to the Commission to End Homelessness. This will ensure regional alignment of efforts to resolve homelessness.

1. The CoC Board will collaborate with the Commission to End Homelessness to:
  - a. Address gaps within the System of Care;
  - b. Strengthen operational performance;
  - c. Ensure regional access and alignment;

- d. Receive expertise related to each System of Care component in support of the CoC System integration objectives; and
  - e. Identify, secure and prioritize funding opportunities that provide system enhancements within the five components of the System of Care” Community Corrections, Behavioral Health, Healthcare, housing, Benefits and Support Services.
2. The CoC Board will at least annually report to the Commission to End Homelessness on the progress of the Orange County CoC. These reports may include:
    - a. HUD System Performance Measures (SPM) Report
    - b. Housing Inventory Chart (HIC)
    - c. Gaps Analysis Reports
    - d. Point-in Time (PIT) Count (unsheltered biennially and sheltered annually)
    - e. Funding priorities, grants and funding awards from federal and state government
    - f. Any other reports requested by the Commission to End Homelessness to help further system of care policy recommendations and regional system development.
  3. The chairperson of the CoC Board and the Commission to End Homelessness may establish ad hoc committees to provide recommendations regarding time-limited tasks that support the goals of the Commission to End Homelessness and assist in the functions of the CoC Board.
  4. Non-conflicted Commission to End Homelessness members may participate on review panels concerning the award of a grant or other program funding related to the CoC when there is a conflict of interest among CoC Board members.

**VI. Continuum of Care Legal Entity**

The County of Orange is the Collaborative Applicant who will submit grants to HUD on behalf of the project applicants comprised in the Orange County CoC. All contracts funded by the CoC competition have direct contracts with HUD. Submission will be in compliance with § 578.9. The County of Orange is the designated administrative entity and fiscal agent for homeless services system funding awards that intersect with the CoC and the System of Care programs.

**VII. Public Statement and Media Policy**

In the interest of presenting a unified voice in the community, the Collaborative Applicant, County of Orange, is the designated spokespersons and media points of contact for the Orange County CoC for inquiries or official statements related to the Orange County CoC. Members will

refrain from making public comments or speaking to the media on behalf of the Orange County CoC, unless the Collaborative Applicant determines that the interests of the Orange County CoC are best served by another member speaking on behalf of the group. When making public statements or speaking to the media on issues related to homelessness, Members will make clear, to the best of their ability, whether they are speaking in their own organization's/individual's name or on behalf of the Orange County CoC.