

RAMSEY COUNTY CONTINUUM OF CARE

GOVERNANCE CHARTER

Adopted March 28, 2024

I. Vision Statement: We work together to create a community where homelessness is rare, brief, and non-recurring, where we eliminate racial disparities, and everyone is housed.

II. Mission Statement: We prevent and end homelessness by delivering effective, people-centered, integrated responses that are equitable and driven by community voice, advocacy, and learning.

ARTICLE I: ORGANIZATION AND PURPOSE

Section 1: Name St. Paul / Ramsey Continuum of Care MN-501

Section 2: Geographic Area of Coverage Ramsey County

Section 3: Oversight Responsibility

Ramsey County Continuum of Care is responsible for planning and implementing the homeless response system in Ramsey County and carrying out the duties identified in the Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act and the Continuum of Care Interim Final Rule (24 CFR 578).

Specifically, those duties are to:

1. Operate the Continuum of Care;
2. Designate a Homeless Management Information System for the Continuum of Care; and
3. Plan for the Continuum of Care

Additionally, the Continuum of Care (CoC) must be involved in the coordination of funding streams and resources – federal, local, or private – of targeted homeless programs and other mainstream resources.

The Continuum of Care:

- promotes community-wide goals to end homelessness
- provides funding to quickly rehouse homeless individuals (including unaccompanied youth) and families while minimizing trauma and dislocation
- promotes access to, and effective utilization of mainstream programs; and
- optimizes self-sufficiency for all persons experiencing homelessness.

A schedule of Continuum of Care meetings shall be made available to the public with an open invitation for any interested person to attend.

Section 4: Homeless Management Information System (HMIS) Lead Agency

The Continuum of Care has concurred on the decision to operate a HMIS and, along with the other Continuum of Care regions in the state, has designated Institute for Community Alliances (ICA) as the lead agency of that system. Specific responsibilities of the HMIS Lead Agency are detailed in a Memorandum of Understanding (MOU) between

the Continuum of Care and ICA.

Section 5: The Designated Continuum of Care Lead Agency and Collaborative Applicant: Ramsey County

Definitions:

CoC Lead Agency: Entities tasked by the U.S. Department of Housing and Urban Development (HUD) with developing a systemic response to homelessness in their jurisdiction.

Collaborative Applicant: The Collaborative Applicant is the eligible applicant designated by the CoC to collect and submit the CoC Registration, CoC Consolidated Application (which includes the CoC Application and CoC Priority Listing) and apply for CoC planning funds on behalf of the CoC during the CoC Program Competition. The Collaborative Applicant may or may not be the same entity as the CoC Lead Agency.

Selection

The Continuum of Care selects Ramsey County as the Lead Agency and Collaborative Applicant for the community. Designation as the Lead Agency and Collaborative Applicant is valid for a maximum of 4 years before renewal by the CoC.

Specific responsibilities of the Lead Agency are detailed in a Memorandum of Understanding (MOU) between the Continuum of Care Governing Board and Ramsey County.

ARTICLE II: CONTINUUM OF CARE MEMBERSHIP

Section 1: Participants in and Role of Continuum of Care

The Ramsey County Continuum of Care seeks to be as inclusive as possible and to include the opinions and insights of various stakeholders, including people who have experienced or are experiencing homelessness. Members of the Continuum of Care may include, but are not limited to 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.

The **roles and responsibilities** of the Continuum of Care membership are to:

1. **Vote** to elect a portion of the Continuum of Care Governing Board as specified in Article III and a portion of the Steering Committee as specified in Article IV, Section 1.
2. **Comment** on proposed Governance Charter changes during comment period prior to the first full membership meeting of the year.
3. **Vote** annually through a consent agenda at a regularly scheduled meeting of the Continuum of Care membership on the Continuum of Care Governance Charter.
4. **Participate** in the committees and work groups of the Continuum of Care.
5. **Review** and provide feedback on community data and analysis related to efforts to prevent and end homelessness.
6. **Review** and provide feedback on priorities for funding projects.

7. **Review** and provide feedback on the establishment and operations of a centralized or coordinated assessment system (CES), in consultation with recipients of Emergency Solutions Grant (ESG) funds.
8. **Delegate to** the Governing Board, Lead Agency, Steering Committee, and work groups the implementation of the CoC's strategies and day-to-day work of the Continuum.

Section 2: Continuum of Care Meetings

To fulfill these responsibilities, the full Continuum of Care membership will be ***convened at least twice annually***. The Lead Agency will issue a public invitation to all Continuum of Care membership meetings and will publish meeting agendas and materials.

In conjunction with the full CoC membership meeting, the CoC provides opportunities for people with lived experience of homelessness or housing instability, and housing and service providers, to share their experience and offer input on strategy, operations, etc.

ARTICLE III: GOVERNING BOARD

Section 1: Selection of a Governing Board

The Continuum of Care Governing Board is the delegated authority and decision-making body for the Continuum of Care consisting of 23 members to carry out the responsibilities as assigned by the Continuum of Care. The Governing Board must be racially diverse and include a range of stakeholders.

Elections

The Lead Agency will prepare a ballot in advance of the annual meeting and post it publicly with the candidates put forth by the Nominating Committee as outlined in Article IV, Section 4. The meeting packet will include the list of candidates and biographical material about each candidate. At the annual meeting, attendees will vote for candidates to fill the open seats.

Elected Membership

The membership of the Continuum of Care will elect 12 people who have applied to serve on the Governing Board, including representatives from relevant organizations who must have fiscal and/or program authority of the entity they represent.

Individual members of the Governing Board can represent more than one relevant subpopulation (i.e., one nonprofit provider representative can represent both youth and veterans if the provider serves both populations.) The Board must include at least one person who is currently homeless or who has experienced homelessness.

No more than forty-nine percent (49%) of the members of the Board may be representatives of agencies funded through the annual Continuum of Care application to HUD. No organization may be represented on the Board by more than one person unless noted below or waived by the Governing Board.

Designated Membership

Designated seats are filled by the entities listed below and the individual must have fiscal and/or program authority

of the entity they represent. Each entity appoints or re-appoints their representative annually.

| # Seats | Entity | How Designated |
|---------|--|--|
| 2 | Ramsey County | (1) Elected official (Commissioner) & (1) County or Deputy County Manager – designated by the County Board |
| 2 | City of St. Paul | (1) Elected official (Mayor or City Councilmember) & (1) Deputy Mayor or Senior Mayoral Staff Member – designated by the Mayor |
| 2 | Suburban cities | Ramsey County League of Local Governments or self-nomination |
| 1 | St. Paul School District | Superintendent or their designee |
| 1 | Suburban School District | One Superintendent or their designee by self-nomination |
| 1 | St. Paul Public Housing Agency | Designated by the Saint Paul PHA |
| 1 | Metropolitan Housing & Redevelopment Authority | Designated by the Metropolitan Council |
| 1 | Philanthropy | Designated by The Saint Paul & Minnesota Foundation |

Terms

Elected (i.e., not designated) Board members shall serve staggered terms of three years so that approximately one-third of elected members stand for election each year. Terms for elected Board members shall be renewable up to two times (for a maximum of nine consecutive years) if desired by the member and approved by the Continuum of Care. Renewing terms shall be for three years unless a seat is being filled by a vacancy (refer to Section 4: Vacancies).

Section 2: Attendance, Delegates and Membership Status

Regular attendance and participation in Governing Board activities is required. Each Governing Board member may also designate a proxy from their agency/organization who will attend and vote in the absence of the assigned voting delegate.

If a member has three (3) consecutive absences or 50% missed meetings in any 12-month period and fails to notify the chair or Lead Agency, they will be deemed inactive. The Lead Agency will contact inactive members on a quarterly basis. Members failing to meet the attendance and participation standard shall be subject to removal and replacement. The Lead Agency will be responsible for enforcing active/inactive membership status and termination policy.

Section 3: Termination

Members of the Governing Board may be removed by a two-thirds vote of remaining Board members for repeated absence, misconduct, failure to participate, or violation of code of conduct policies. A vote on terminating membership can only be taken when there has been advance notice of this vote of at least 5 days sent to all members.

Section 4: Vacancies

In the event of a vacancy of an elected seat, the members of the Governing Board will appoint a successor to hold the seat until the next meeting of the full CoC at which point an election will be held for the duration of the term. Priority for filling vacancies of sitting Governing Board members shall be given to candidates representing either the same, or a closely related category, as that of the vacated position. In the event of a vacancy of a designated seat, the entity responsible for designating the representative will select a replacement.

Section 5: Governing Board Responsibilities

The Continuum of Care Governing Board is the delegated authority and decision-making body for the CoC with primary responsibility to:

- Provide overall direction and high-level leadership of the CoC
- Designate and negotiate an MOU with the CoC Lead Agency and Collaborative Applicant
- Seek, secure, align, and coordinate CoC, State of Minnesota, philanthropic and other homeless assistance, and mainstream resources.
- Develop and advocate for legislation and funding to support the CoC, including a legislative platform based on Steering Committee and Lead Agency recommendations
- Coordinate strategies across systems and partners such as County, cities, school districts, public housing, etc.
- Review and consider recommendations from the Steering Committee and Lead Agency related to CoC policies and strategies
- Review, adopt, and modify CoC policies and Memoranda of Understanding (MOUs) as needed, including policies relating to Coordinated Entry, HMIS, and HUD monitoring
- Ensure compliance with HUD requirements, including:
 - Approve priorities for funding projects
 - Approve the CoC's annual NOFO submittal to HUD
 - Approve an appeals and grievance process to consider and resolve conflicts arising from CoC funding allocation decisions

The Governing Board delegates additional authority to the Lead Agency and specific committees through adopted policies that are specified in Article IV, Section 3 (Ranking Committees) and/or posted on the Heading Home Ramsey website. Among the duties delegated by the Governing Board are specific responsibilities and accountabilities related to Coordinated Entry and the re-allocation of program funds administered by Lead Agency. Adopting and changing these policies and entering MOUs, is done by a majority vote of the Governing Board.

Governing Board Staffing

The Lead Agency will provide support to the Governing Board including, but not limited to recording minutes, sending meeting notifications, preparing meeting materials and ensuring appropriate updates to the Governing Board members.

Section 6: Governing Board Officers

Officer positions shall be Chair and Vice Chair.

Eligibility

Any active Governing Board member is eligible to serve as an officer.

Officer Selections

Officers shall be elected by a simple majority of all voting members of the Governing Board. In electing officers, the Governing Board will strive for a balance between government and non-government representatives.

Terms

Officers shall be elected for a one-year term and no officer may serve more than 4 consecutive terms in the same office. The Vice-Chair shall automatically be appointed as Chair following the retirement of the Chair.

Officer Roles

Chair

- The Chair shall preside at all regular and special meetings of the Governing Board and Continuum of Care.
- The Chair shall serve as Chair of the Executive Committee.
- The Chair shall have the authority to call special meetings of the Governing Board.
- The Chair shall have the authority to sign all formal documents on behalf of the Governing Board.
- The Chair shall perform other duties as may be assigned by the Governing Board.

Vice-Chair

- The Vice-Chair shall exercise the duties of the Chair in his/her absence or recusal.
- The Vice-Chair shall serve on the Executive Committee.
- The Vice-Chair shall have the authority in the absence of the Chair to call special meetings of the Governing Board.
- The Vice-Chair shall perform other duties as may be assigned by the Governing Board.

Section 7: Governing Board Meetings

Meeting Schedule

The Governing Board shall meet as needed, but no less than bi-annually.

Special Meetings

Special meetings may be called by the Chair or Vice Chair if the full Board membership is informed at least five (5) days in advance. Advance notice must include all agenda items, and no items not included in the advance notice agenda may be considered at special meetings.

Public Meetings and Closed Sessions

Unless otherwise posted, Board meetings are open to the public. Members of the public may participate in discussion at the discretion of the chair. Closed sessions may be held at the discretion of the Board membership.

Quorum

A quorum shall consist of no fewer than 51% of the active voting members available either in person, by phone, or by e-mail. In the absence of a quorum, meetings and discussion can continue but no motions or votes may be taken.

Decision-Making

Voting can only take place in the presence of a quorum. Decisions shall be by a simple majority vote.

Email voting may be used for time-sensitive and/or critical votes or in the event that an in-person vote may not be able to be held; these votes must be initiated by the Continuum of Care Lead Agency at the direction of the Governing Board Chair. At least 51 percent of the active Governing Board membership must cast votes for an email vote to be accepted.

ARTICLE IV: COMMITTEES

Section 1: Steering Committee

The Board and Continuum of Care membership jointly establish a Steering Committee to, in collaborative consultation with the Lead Agency:

- Move the work of the CoC forward, and vote to bring key recommendations to the Governing Board for discussion and action
- Provide on-going, structured engagement with CoC Work Groups, key County Departments, and specific key stakeholder groups, including people with the lived experience of homelessness or housing instability; and ensure an inclusive process to develop and implement CoC strategies
- Handle routine business, exercise oversight, and engage with designated entities as needed
- Establish Work Groups as needed to fulfill strategic plan goals and other operational duties, ensure Work Groups establish annual work plans, and monitor implementation of those plans.
- Ensure HUD requirements are met, including:
 - Annual Point-In-Time count (PIT) and Housing Inventory Count (HIC)
 - Annual Needs Assessment
 - Review of System Performance Measures
 - Policies to establish and operate Coordinated Entry
 - Establish process for NOFO submittal including ranking process
- Review and revise HMIS policies and procedures

The Steering Committee consists of up to 25 people with intimate knowledge of the field, operations, and funding.

The Continuum of Care elects 13 seats. Members elected by the CoC shall also represent the breadth of relevant organizations as considered for the Governing Board. The Governing Board appoints 12 seats, 1 of which will be appointed from the Youth Advisory Board, with priority for the rest given to senior staff from Governing Board member entities that fill designated seats. Steering Committee members should have expertise and decision-making authority in housing and homelessness work. A member of the Governing Board may be seated on the Steering Committee. The Steering Committee must be racially diverse and include a range of stakeholders.

Meeting Attendance

The Steering Committee meets as needed. Steering Committee members are expected to attend all Steering Committee meetings. Regular attendance and participation in Steering Committee activities is required. If a member has three (3) consecutive absences or 50% missed meetings in any 12-month period and fails to notify the chair or Lead Agency, they will be deemed inactive. The Lead Agency will contact inactive members on a quarterly basis. Members failing to meet the attendance and participation standard shall be subject to removal and replacement. Each Steering Committee member may also designate a proxy from their agency/organization who will attend and vote in the absence of the assigned voting delegate.

The Lead Agency will be responsible for enforcing active/inactive membership status and termination policy.

Termination

Members of the Steering Committee may be removed by a two-thirds vote of remaining Steering Committee members for repeated absence, misconduct, failure to participate, or violation of code of conduct policies. A vote on terminating membership can only be taken when there has been advance notice of this vote of at least 5 days sent to all members.

Vacancies

In the event of a vacancy of an elected seat, the members of the Steering Committee will appoint a successor to hold the seat until the next meeting of the full CoC at which point an election will be held for the duration of the term. Priority for filling vacancies of sitting CoC Steering Committee members shall be given to candidates representing either the same, or a closely related category, as that of the vacated position.

Terms

Elected (i.e., not appointed) Steering Committee members shall serve staggered terms of three years so that approximately one-third of members stand for election each year. Terms shall be renewable up to two times (for a maximum of nine consecutive years) if desired by the member and approved by the Continuum of Care. Renewing terms shall be for three years unless a seat is being filled by a vacancy (refer to Section Vacancies above).

Leadership Positions

The Steering Committee will be led by a Chair and Vice Chair. All leadership positions will be nominated and voted on by the membership of the Steering Committee and will serve annual terms. Annually, the Steering Committee will affirm or adjust the leadership of their group. In electing the Chair and Vice-Chair, the Steering Committee should consider a balance of government and non-government entities. The duties of these positions are:

Chair and Vice Chair

- Serve on Executive Committee and fulfill the duties outlined in Section 2 below
- Facilitate Steering Committee meetings

- Attend Governing Board meetings
- Engage with the Committee’s membership to ensure active participation

Voting

The Steering Committee will vote per the following:

- Each member has one vote.
- Voting can only take place in the presence of a quorum (51% of active members present)
- Email voting may be used for time-sensitive and/or critical votes or in the event that an in-person vote may not be feasible; at least 51 percent of the active Steering Committee membership must cast votes for an email vote to be accepted.

Section 2: Executive Committee

The Board and Continuum of Care membership jointly establish an Executive Committee to prepare the agenda for each Governing Board and Steering Committee meeting, facilitate coordination between the Governing Board and Steering Committee on key issues, ensure adequate communication with all Governing Board and Steering Committee members regarding meeting times and places, and perform other duties necessary for the proper functioning of the Governing Board and Steering Committee.

The Executive Committee consists of the following:

- Governing Board Chair
- Governing Board Vice Chair
- Governing Board Member-At-Large Elected by the Governing Board
- Elected Official from Ramsey County serving on the Governing Board unless that person is Chair or Vice Chair
- Mayor or Mayor’s Designee from the City of St. Paul serving on the Governing Board unless that person is Chair or Vice Chair
- Steering Committee Chair
- Steering Committee Vice Chair
- Steering Committee Member-At-Large Elected by the Steering Committee
- Lead Agency staff (non-voting)

Section 3: Ranking Committees

The Board and Continuum of Care membership empower standing committees – including, but not limited to, the Performance & Ranking Committee and the FHPAP Advisory Committee – with specific responsibilities to, in collaborative consultation with the Lead Agency:

- Evaluate proposals for funding under the purview of the CoC – including, but not limited to the COC, ESG, and MN Family Homeless Prevention and Assistance Program (FHPAP) programs – and make funding recommendations to the Governing Board for final approval
- Evaluate project performance

- Monitor programs and providers
- Approve funding re-allocations as needed in accordance with CoC program policies

Membership on a ranking committee is open to all CoC members, subject to the approval of the Steering Committee, in keeping with the CoC's Conflict of Interest Policy in Article V and Ramsey County procurement policies.

Section 4: Nominating Committee

Annually, the Governing Board will appoint up to six members from the Continuum of Care to serve on a Nominating Committee to recruit members to the Governing Board and Steering Committee. This committee will conduct all outreach and nominating activities. The committee will bring a list of candidates to the Continuum of Care annually for a vote. The committee will work closely with the Lead Agency to recruit candidates and conduct elections. The committee will select its own Chair.

Section 5: Work Groups

The Steering Committee can establish Work Groups as it deems necessary to create and carry out the work of the CoC. In these bodies, strategies are developed, deepened, and expanded into actionable work plans. These groups may also be directly responsible for specific initiatives or for exploring options to solve particular concerns. Work Groups may include any HHR members or members from the community at large. Unless specified, Work Groups have no formal decision-making authority but make policy and programmatic recommendations to the Steering Committee for further consideration.

Each Work Group shall develop and manage a work plan with clear objectives. At least one member of the Steering Committee must serve on each Work Group. Whenever possible, the Chair of each Work Group will be a member of the Steering Committee or Governing Board. Meeting locations must be accessible to all interested participants.

The Steering Committee may disband any Work Group.

ARTICLE V: CONFLICT OF INTEREST

It is the policy of Heading Home Ramsey CoC that a conflict, or the appearance of a conflict, between the Governing Board, Steering Committee or any of its official committees and the organizations, which are receiving awards of grants or benefitting from other business items, shall in all cases be avoided. No member of the CoC (Governing Board, Steering Committee, Work Group participant or CoC member) shall vote or make recommendations on funding decisions concerning the award of a grant or other financial benefits that:

- Directly benefits them as an individual, or an immediate family member;
- Directly benefits any organization in which they have a direct financial interest;
- Directly benefits any organization with which they are affiliated in an official capacity; or
- Directly benefits any organization from which they derive financial benefit, exclusive of stipends.

To that end, neither Governing Board nor Steering Committee members whose organizations have submitted in the HUD CoC Application and ranked for that application may vote on ranking policies. Persons with lived homeless

experience who receive services from an organization that may directly benefit from a funding decision may vote or make recommendations on funding decisions.

Members of the CoC will disclose potential conflicts of interest that they may have regarding any matters that come before the Heading Home Ramsey CoC in full session, Governing Board, Steering Committee or other meetings.

Procedure

Disclosures: All Governing Board and Steering Committee members will comply with all conflict of interest laws, ordinances, regulations, and applicable Ramsey County policies.

- Annual disclosures: All Governing Board and Steering Committee members will make a full, written disclosure to the Lead Agency of interests, relationships, and investments that could potentially result in a conflict of interest. This written disclosure will be kept on file and be updated annually. If it is not entirely clear whether a Conflict of Interest exists, then the voting member must disclose the circumstances to the executive committee to determine whether there exists a Conflict of Interest.
- Ongoing disclosures: In the event the Governing Board or Steering Committee member becomes aware of any facts that might reasonably be expected to create a conflict of interest, he or she shall immediately make a full written disclosure of such fact to the CoC and County. Full written disclosures shall include, but are not limited to, identification of all persons implicated and a complete description of all relevant circumstances. Further, the Ramsey County Compliance and Ethics Office is available and may or will be consulted as disclosures require additional analysis or consultation to resolve.

Meeting discussions: A voting member who knows he or she has a Conflict of Interest must not participate in the discussion. The person must not attempt to influence the Board's action, either at or outside the meeting.

Voting: A voting member who knows he, she, or they have a Conflict of Interest on an issue may not vote on that issue.

Procurement conflict of interest avoidance: All Governing Board members, Steering Committee members, or those involved in the selection, award, or administration of a contract are required to conduct contracting and purchasing activities in accordance with federal regulations, state statutes, and applicable Ramsey County procurement policies and procedures. For purposes of the "Procurement conflict of interest avoidance" requirements, the term "Evaluation Team member/s (aka Ranking Committee/Ranking Work Group)" will be used to refer to any Governing Board members, Steering committee members or others involved in the selection, award, or administration of a contract. An Evaluation Team member is prohibited from participating in the selection, award, or administration of a contract if he or she has a real or apparent conflict of interest. Such a conflict of interest would arise when the Evaluation Team member, or any member of his or her immediate family, his or her partner, or an organization which employs or is about to employ any of the indicated parties, has a financial or other interest in or a tangible personal benefit from an organization or firm considered for an agreement or contract. Evaluation Team members shall avoid any activity that would create a conflict between their personal interests and the interests of Continuum of Care.

Conflicts of interest include an Evaluation Team member from participating directly or indirectly in any procurement in which:

- The Evaluation Team member or any member of the Evaluation Team member's family has a financial

interest in the results of the contracting or procurement process;

- A business or organization in which the Evaluation Team member, or any member of the Evaluation Team member's family, has a financial interest in the results of the contracting or procurement process; or
- Any other person, business, or organization with whom the Evaluation Team member or a member of the Evaluation Team member's family is negotiating for or has an arrangement concerning prospective employment.

All Evaluation Team members will be provided the Ramsey County Procurement Conflict of Interest Policy and will complete the Ramsey County Procurement Conflict of Interest Certification Form prior to evaluating a procurement or contracting process.

ARTICLE VI: ADOPTION AND AMENDMENTS TO THE GOVERNANCE CHARTER

Section 1: Adoption

Adoption of this Governance Charter shall be by a majority of the members of the Continuum of Care.

Section 2: Amendments

Amendments must be posted on the HHR website for a 30 day comment period in advance of the CoC Annual Meeting. The full CoC will vote via Consent Agenda at its first meeting of the year on amendments to the Charter.

Section 3: Effective Date

Once approved, amendments to the Governance Charter become effective immediately unless the motion passed specifies a later date.

Section 4: Annual Review

The Governing Board will annually review the Governance Charter and certify they are consistent with HUD's requirements for Continuums of Care. Annually the Governing Board will consider changes recommended by members of the CoC during the posted 30-day comment period.