

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. The MOU is reviewed annually and can be changed by mutual agreement of the Governing Board and Ramsey County. The MOU is included in the Addendum.

As the Lead Agency and Collaborative Applicant for the CoC, Ramsey County shall:

- Take direction from the CoC Governing Board to ensure implementation of the CoC's planned goals and priorities.
- Serve as the Collaborative Applicant for the CoC, including designing and implementing a collaborative process to develop, submit, and monitor the annual Consolidated Application to HUD, and fulfilling the responsibilities in the HUD agreement.
- Maintain staff to fulfill and execute all Collaborative Applicant and Lead Agency responsibilities, including staffing the Governing Board and related committees and work groups.
- Ensure appropriate planning, research and administrative functions are conducted for the Continuum of Care.

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. The Continuum of Care membership engages in planning with the Continuum of Care Governing Board, informs them, and holds them accountable. Members of the Continuum of Care may include, but are not limited to:

- Affordable housing developers, landlords, building owners
- Any person interested in improving the response to homelessness
- Businesses
- CDBG/HOME/ESG Entitlement Jurisdiction (County, City of St. Paul, DHS)
- Continuum of Care- funded and non-CoC funded youth homeless organizations
- Continuum of Care funded victim service provider
- Culturally specific homeless service provider
- Disability Services organization/disability advocates
- Domestic violence advocates/provider
- EMS/Crisis Response Teams
- Faith-based organizations
- Family homeless service provider
- Homeless and formerly homeless persons
- Hospitals/Health care clinics
- Law enforcement/local jails
- Legal services organizations
- LGBTQ+ service organizations/advocates
- Local/state governments
- Mental health service organizations

- Nonprofit homeless providers
- Organizations serving homeless and formerly homeless with specific barriers posed by involvement or past involvement with the criminal justice system
- Organizations that serve homeless and formerly homeless veterans
- Public housing agencies
- School district administrator/homeless liaisons
- Street outreach teams
- Substance abuse service organizations

The **roles and responsibilities** of the Continuum of Care membership are focused on **providing feedback and input** to help guide the decision-making of the Continuum of Care Governing Board and the Continuum of Care Steering Committee in the following areas:

1. **Vote** to elect a portion of the Continuum of Care Governing Board and Steering Committee as specified in Article III, Section 1.
2. **Vote** annually through a consent agenda at a regularly scheduled meeting of the Continuum of Care membership on the Continuum of Care Governance Charter. For 30 days prior to the meeting, CoC members may provide written comments on the Governance Charter (posted on the CoC website) to the Governing Board for their consideration.
3. **Participate** in the committees and subcommittees of the Continuum of Care.
4. **Review** and provide feedback on community data and analysis related to efforts to prevent and end homelessness.
5. **Review** and provide feedback on priorities for funding projects.
6. **Review** and provide feedback on the establishment and operations of a centralized or coordinated assessment system (CES), in consultation with recipients of ESG funds.
7. **Delegate to** the Governing Board, Steering Committee, and working groups, the implementation of the strategic framework 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**. Ramsey County 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 will also host a Provider and Consumer Forum.

- **The Provider Forum** is an opportunity for providers of homelessness and housing services to offer input on strategy and operations of the CoC and share information about their programs and experience. Participation in the Continuum of Care Provider Forum is vital to the Continuum of Care planning process.
- **The Consumer Forum** is a vehicle through which the CoC engages with people currently or previously experiencing homelessness or housing instability to ensure that the Continuum is informed by their experience.

ARTICLE III: GOVERNING BOARD MEMBERSHIP

Section 1: Creation and Selection of a Governing Board

The Continuum of Care Governing Board is the delegated authority and decision-making body for the Continuum of Care. The Governing Board (hereafter referred to as “the Board”), consisting of an odd number of members not less than 21 and not more than 25, shall be voted on by the Continuum of Care 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.

Election of Initial Governing Board and Steering Committee

For the initial Governing Board and Steering Committee of the redesigned Heading Home Ramsey that will be elected in January 2021, potential Board members will be recruited in advance through a public process and a list of nominees

made public prior to the meeting of the full CoC membership. CoC members will elect nominees from that list. Write-in candidates will be allowed. In future years, the election process will proceed as outlined below.

Nominating Committee

Annually, the Governing Board chair will appoint up to six members from the Continuum of Care and/or Steering Committee to serve on a Nominating Committee to recruit members to the Governing Board and Steering Committee. Interested candidates will complete an application. This committee will conduct all outreach, orientation, and nominating activities on behalf of the Governing Board. The committee will bring nominations 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.

Elections

The CoC Coordinator will prepare a ballot in advance of the annual meeting and post it publicly. The packet will include the slate of candidates and biographical material about each candidate. At the annual meeting, attendees will vote for candidates to fill the open seats. Write-in candidates are permitted; however, potential candidates are encouraged to inform the nominating committee in advance of their interest to run for a seat.

Elected Membership

The membership of the Continuum of Care will elect 11-15 representatives from the relevant organizations (defined in Article II, Section 1) that are members of the Continuum of Care who have applied to serve on the board. These individuals must have fiscal and/or program authority of the entity they represent.

One member of the board can represent more than one of the subpopulations listed above (i.e., one nonprofit provider representative can serve as the representative for youth and veterans if the provider serves both populations.) The Board must include a person who is currently or who has previously 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. To ensure a range of stakeholders on the Governing Board, no more than 10% of elected seats can be from one relevant category (for example, businesses or mental health providers).

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 if not Deputy Mayor a senior staff-- designated by the Mayor
2	Suburban cities	Ramsey County League of Local Governments
1	School District	One Superintendent
1	St. Paul Public Housing Agency	Designated by the Saint Paul PHA
1	Philanthropy	Designated by The Saint Paul & Minnesota Foundation
1	Metropolitan Housing & Redevelopment Authority	Designated by the Metropolitan Council

Terms

Elected (i.e., not designated) Board members shall serve staggered terms of three years so that approximately one-third of members stand for election each year. In the Board's first year, newly-elected members shall draw lots to determine the length of their term—one, two, or three years.

Terms for elected Board members shall be renewable up to three times 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 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 CoC Coordinator, they will be deemed inactive. The Executive Committee 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 Executive Committee 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 CoC 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 process
- Make formal decisions for the CoC, with input from committees, membership, the Lead Agency/Collaborative Applicant, and others with expertise
- Review and approve policy and program recommendations created by the Steering Committee and other committees
- Develop, monitor, and guide implementation of the Strategic Framework
- Monitor and evaluate system-wide and individual program performance toward established goals and targets
- Approve the CoC's annual NOFO submittal to HUD
- Seek, secure, align, and coordinate CoC, State of Minnesota, philanthropic and other homeless assistance, and mainstream resources. A detailed description of the Governing Board's decision-making authority in funding is included in the Governing Board Charge.
- Designate the CoC Lead Agency and Collaborative Applicant and work closely with the designated entity to fulfill major duties of the Continuum
- Delegate activities to the Steering Committee and work groups as appropriate, and receive and review any reports from the Committee and work groups

- Enter all Memoranda of Understanding (MOU) on behalf of the CoC and monitor performance under these contracts and MOUs
- Ensure transparent governance within the CoC and address potential conflicts of interest
- Communicate effectively with the CoC Membership and other key constituencies, such as the Ramsey County Board, the St. Paul City Council, and units of government on issues affecting people who are or who are at risk of being homeless
- The Governing Board delegates additional authority to operate the CoC to various bodies and the CoC Coordinator through Board policies that are posted on the Heading Home Ramsey website. Among the duties delegated by the Governing Board are specific responsibilities and accountabilities to Ramsey County as the CoC lead agency. In addition, policies related to re-allocation of FHPAP funds, Coordinated Entry, etc. further describe the role and responsibility of the Governing Board. 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 at the last meeting of each calendar year or at an alternative time approved by a majority of the members. 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, including Provider and Consumer Forums.
- The Chair shall, with assistance from Lead Agency staff, prepare the agenda for each meeting.
- Serve as Chair of the Executive Committee, which meets prior to all Governing Board meetings.
- 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 of the Governing Board.
- 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 serve as timekeeper at all Governing Board meetings.
- The Vice-Chair shall perform other duties as may be assigned by the Governing Board.

Executive Committee

The Executive Committee has responsibility for preparing the agenda for each meeting and ensuring adequate communication with all Board members regarding meeting times and places, and other issues necessary for the proper functioning of the Board.

The Executive Committee consists of the following:

- Governing Board Chair
- Governing Board Vice Chair
- 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
- Governing Board Member-At-Large Elected by the Governing Board
- Coordinator of the Continuum of Care (non-voting)
- Designated member (Chair) from the Steering Committee

Section 7: Governing Board Meetings

Meeting Schedule

The Governing Board shall meet quarterly.

Special Meetings

Special meetings may be called by any Executive Committee member if the full Board membership is informed at least five (5) days in advance. Advance notice must include agenda items for discussion and no items not part of the advance notice may be considered at the 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 one half of the elected (51%), 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

All decisions regarding Board planning, funding and governance must be formulated as a motion by active members of the Governing Board. Voting can only take place in the presence of a quorum. Decisions shall be by a simple majority vote, **except** charter amendments, and member termination decisions, which may only be decided by a two-thirds majority.

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 voting 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 responsible for formulating proposals and recommendations for the Governing Board. The Steering Committee:

- Moves the work of the Board forward, and votes to bring key decisions to the full Board for discussion and action

- Provides on-going, structured engagement of the Board’s committees, key County Departments, and specific key stakeholder groups
- Handles routine business, exercises oversight, and engages with designated entities as needed during months when the full board does not convene
- Ensures inclusive process to develop and implement strategic plan
- Establishes committees or working groups to fulfill strategic plan goals and other operational duties
- Ensures committees establish annual workplans and monitors implementation of those plans.

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 with priority 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 no more than monthly. 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 CoC Coordinator, they will be deemed inactive. The Steering Committee’s Executive Committee 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 Steering Committee’s Executive Committee 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. In the Committee’s first year, newly-elected members shall draw lots to determine the length of their term—one, two, or three years.

Terms shall be renewable up to three times 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 at least 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 (Chair Elect)

- Facilitating the Steering Committee meetings
- Attend Governing Board meetings
- Attend Governing Board Executive Committee Meetings
- Serve on SC Executive Committee
- The Chair shall, with assistance from Lead Agency staff, set the agenda for each meeting, prepare materials, and complete follow-up work
- Engage with the Committee's membership to ensure engagement and active participation

Executive Committee of the Steering Committee

The Steering Committee Chair and Vice Chair, along with the Coordinator of the Continuum of Care comprise the Executive Committee. The Steering Committee may also elect an at-large member to the Executive Committee. Because Ramsey County is the Lead Agency, a SC member from Ramsey County will also be seated on the Executive Committee (unless they are elected to the Chair or Vice Chair position). They have responsibility for preparing the agenda for each meeting and ensuring adequate communication with Steering Committee members regarding meeting times and places, and other issues necessary for the proper functioning of the Committee.

Voting/Forwarding Recommendations to Governing Board

The primary role of the Steering Committee is to recommend certain actions, policies, etc. to the Governing Board. To make recommendations, 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 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 voting board membership must cast votes for an email vote to be accepted.

Section 2: Standing Committees and Working Groups

The Steering Committee can establish Standing Committees and Working Groups as it deems necessary to create and carry out the work to achieve the goals established in the Strategic Framework. 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. Except for the Executive Committees of the Governing Board and the Steering Committee, the Steering Committee, and the Ranking Working Group, all other committees and working groups of the Board may include any HHR members or members from the community at large.

Each Committee or Working Group shall develop and manage a workplan with clear objectives. At least one member of the Steering Committee must serve on each Working Group. The Chair of each Committee or Working 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 Standing Committee or Working Group.

ARTICLE V: CONFLICT OF INTEREST

A Governing Board or Steering Committee member may not participate in or vote on a decision of the board relating to an agency in which the member has a direct financial interest. While serving on the Governing Board or Steering Committee, a person shall avoid a potential conflict of interest.

A conflict of interest may occur when a member takes an action, which results or has the appearance or intention of resulting in any financial benefit on such member, his or her family members, spouse or partner, or any organization in which the member, his or her family members, spouse or partner serves in an official capacity. Service in an official capacity shall include service as an employee, owner, stockholder, director, board member, consultant, or officer that represents any such entity or organization which is seeking or receiving funding through the Governing Board, but shall not include service solely as a volunteer (that do not serve as board members or consultants) or recipient of services.

Recusal

On issues in which a voting member of the Governing Board or Steering Committee has a conflict of interest as described above, the member must recuse her/himself from voting. The member may participate in discussion upon declaring a conflict of interest. The Governing Board or Steering Committee members will be responsible for monitoring the disclosure of voting members' conflicts of interest.

Disclosure

In the event that a matter, which raises a potential conflict of interest, comes before the Governing Board or Steering Committee for consideration, recommendation and decision, the member shall disclose the conflict of interest as soon as he or she becomes aware of it, and the disclosure shall be recorded in the minutes of the meeting. To establish a procedure to encourage disclosure, all members of the Governing Board or Steering Committee will be required to sign the Disclosure Statement on an annual basis.

ARTICLE V: 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 30 days 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.

ADDENDA

- 1. Homeless Management Information System (HMIS) Lead Agency**
- 2. MOU between Lead Agency (Ramsey County) and Governing Board**
- 3. Governing Board Charge and Responsibilities**
- 4. Steering Committee Charge and Responsibilities**