

# **City of St. Louis Continuum of Care for Ending Homelessness Governance Charter**

## **ARTICLE I: Name and Geographic Area**

The name of the organization shall be the City of St. Louis Continuum of Care for Ending Homelessness, hereinafter referred to as ("STLCOC"). It will serve the City of St. Louis, Missouri.

## **ARTICLE II: Mission and Responsibilities**

### **Section 1: Mission**

A Continuum of Care is a community's plan to organize and deliver housing and services to meet the specific needs of people who are homeless as they move to stable housing and maximum self-sufficiency. It includes action steps to end homelessness and prevent a return to homelessness.

STLCOC is a broad based partnership to prevent people within the community from becoming homeless and to find ways to end homelessness. Through interagency collaboration coordination and collaboration, STLCOC will provide homeless people with effective services, and help them obtain affordable housing. STLCOC shall serve in a collaborative capacity to the Division of Homeless Services of the Department of Human Services ("DHS") of the City of St. Louis (the "Collaborative Applicant").

### **Section 2: Responsibilities**

STLCOC will fulfill the responsibilities assigned to continuums of care under Title 24, Part 578 of the Code of Federal Regulations, as they may be amended or supplemented from time to time, and will satisfy all other legal requirements necessary to secure maximum funding under relevant state and federal programs to end homelessness. STLCOC will develop, follow, and annually update a governance charter that includes all procedures and policies needed to comply with both subsection B of Title 24, Part 578 of the Code of Federal Regulations and with HUD's HMIS requirements. [578.7(a) (5)]

## **ARTICLE III: Membership**

### **Section 1: Qualifications**

- a. **Generally:** Membership in STLCOC is open to any nonprofit, for profit, individual, or governmental entity that is committed to ending homelessness or assisting people who are homeless or at risk of becoming homeless. STLCOC will conduct an annual, public invitation to new members at the beginning of each year. Membership information will be distributed broadly across the community including through various media outlets. [578.7(a) (2)]

- b. Nonprofit, For Profit, and Faith Based Entities:** Every private nonprofit, for-profit, and faith-based member organization operating as a distinct entity shall be entitled to be a member. For example, separately incorporated Catholic Charities organizations such as Queen of Peace Center, St. Patrick Center, and Saint Martha's Hall may have separate memberships in the STLCOC even if they operate under the Catholic Charities umbrella. However, an organization that has multiple corporate entities but operates as a single organization (for example, a nonprofit that creates a corporation to own a building where services are delivered) would be treated as one organization and would be entitled to one membership.
- c. Local, State, and Federal Government Entities:** Each department of a local, state, or federal government entity shall be entitled to be a member. However, subdivisions or programs within the same department cannot have separate memberships.
- d. Individuals as Members:** Individual persons may attend meetings, participate in discussions and serve on committees, regardless of membership status. Individuals can also be members, except that individual voting membership is not available to individuals who are affiliated with an organization that is already a STLCOC member. An individual is considered *affiliated* with an organization if he/she is employed by, on the board of directors of, or a member of the organization or entity. A current or formerly homeless individual receiving services from a member organization or entity shall not be considered to be affiliated with that organization or entity, and may become a STLCOC member.

## **Section 2: Approval of Members**

Applications for membership shall be submitted to the Governance and Membership Committee for review and are subject to approval by a majority vote of the Board of Directors.

## **Section 3: Withdrawal of Members**

A member may withdraw from STLCOC at any time by submitting a letter of withdrawal to the Governance and Membership Committee and presented to the Board of Directors.

## **Section 4: Removal of Members**

Any member may be removed from STLCOC by a two-thirds majority of the Board of Directors. Removal is effective only if it occurs at a meeting called for that purpose. Removal requests will be submitted to the Governance and Membership Committee, and then presented to the Board of Directors. Notice must be sent to all Board of Directors members stating that the proposed removal is a purpose of the meeting. A representative of the organization or individual recommended for removal shall have the opportunity to speak on their behalf prior to a vote of the Board of Directors. The Board of Directors may deliberate without the representative of the

organization or the individual member recommended for removal present prior to the vote of the Board of Directors.

### **Section 5: Affiliate Membership**

Any otherwise qualified entity or individual may elect to join as an Affiliate Member. Affiliate Members will have no voting rights, and will not be required to serve on a committee or satisfy meeting attendance requirements for active members set forth in Section 2 above to maintain the Affiliate Member status. However, Affiliate Members may be removed if they do not attend any general meetings in a calendar year. All other provisions of this Charter will apply to Affiliate Members.

## **ARTICLE IV: Officers**

### **Section 1: Titles and Duties**

STLCOC shall have the following officers: Chair, Vice Chair, and Secretary. The duties of each officer shall be as follows:

#### Chair

The Chair shall convene and preside at all meetings of the Board of Directors. The Chair shall serve as an ex-officio member of all committees, and shall perform such duties incident to the office of Chair.

#### Vice Chair

The Vice Chair shall preside at meetings of STLCOC in the absence of the Chair, and shall serve in the role of the Chair in case of the resignation or dismissal of the Chair until a new Chair is elected consistent with Section 6 of this Article. The Vice chair shall perform such duties incident to the office of Vice Chair and such other duties as may be assigned by the Board of Directors.

#### Secretary

The Secretary shall prepare meeting agendas in consultation with the Chair, notify members of all meetings, record and maintain all votes and the minutes of the meetings of STLCOC, distribute minutes of previous meetings, maintain a current membership roster and list of authorized delegates, and maintain the records of STLCOC. The Secretary shall perform such duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

### **Section 2: Qualifications**

Any active voting member may serve as Chair, Vice Chair, or Secretary. However, no person may serve as an Officer of the STLCOC and as an officer in another continuum of care simultaneously, and no representative of any collaborative applicant may serve as an Officer of the STLCOC at the same time.

### **Section 3: Terms of Office**

The Chair, Vice Chair, and Secretary will have staggered 2-year terms commencing January 2007. Persons in these offices may be re-elected to the same office; however, no person may serve in the same office for more than two consecutive full terms.

### **Section 4: Nomination and Election**

In November of each year, the Governance and Membership Committee shall present to STLCOC a slate of candidates for the open offices of Chair, Vice Chair, and Secretary for the coming term. These officers shall be elected at a regularly scheduled meeting during December of the same year and take office on the first day of January immediately following their election. No person may be nominated unless such person has agreed to serve in the office if elected.

### **Section 5: Resignation**

An officer may resign at any time by submitting a letter of resignation to the Board of Directors.

### **Section 6: Vacancies**

Vacancies in the offices of Chair, Vice Chair or Secretary shall be filled by election from the membership.

## **ARTICLE V: Board of Directors**

### **Section 1: Powers**

The affairs of STLCOC shall be managed by or under the direction of its Board of Directors.

### **Section 2: Number and Qualifications**

The Board of Directors shall be comprised of the Chair, Vice Chair, Secretary, the Chairs of each of the Standing Committees, and up to seven at-large members (the "Board Members"). The Collaborative Applicant shall be an Ex officio Board Member of the STLCOC without voting rights. Each STLCOC member organization may have more than one Board Member but shall have only one vote, except that a member organization may not have more than one representative serving as a Committee Chair. Also, the Consumer at-large Board Member shall retain the right to vote as a consumer representative even if another Board Member is affiliated with the same organization with which the Consumer at-large Board Member is affiliated.

### **Section 3: Terms of Office**

At-large Board Members will serve one-year terms. Committee chairs will serve two-year terms effective January 1, 2018. Standing Committee chairs may represent the private or public sector. At-large Board Members and committee chairs shall be elected at a regularly scheduled meeting during December of the same year and take office on the first day of the month immediately

following their election. No person may serve on the Board more than two consecutive full terms.

#### **Section 4: Nomination and Election of At-Large Members**

In November of each year, the Governance and Membership Committee shall present a slate of candidates for the at-large positions of the Board of Directors for the coming term. One of the at-large positions of the Board of Directors shall be filled by a person who is experiencing or has experienced homelessness. The at-large positions shall be elected at a regularly scheduled general membership meeting during December of the same year and take office on the first day of the month immediately following their election.

#### **Section 5: Selection of Representatives of Standing Committees**

Candidates for the chairperson for each Standing Committee shall be nominated by the Governance and Membership Committee and then submitted to the Board of Directors for approval.

#### **Section 6: Resignation**

An officer may resign at any time by submitting a letter of resignation to the Board of Directors.

#### **Section 7: Vacancies**

Vacancies in at-large positions on the Board of Directors shall be filled by election from the membership. Vacancies in chairs of Standing Committees shall be filled by selection by the Governance and Membership Committee and the Board of Directors.

#### **Section 8: Removal of Officers and Directors**

The Chair, Vice Chair, Secretary or any member of the Board of Directors may be removed from office by a two-thirds majority of the remaining Board of Directors. Each Standing Committee may request removal of its representative from the Board of Directors by submitting a letter to the Chair of the Board of Directors. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all Board of Directors members stating that the proposed removal is a purpose of the meeting. The person recommended for removal shall have the opportunity to speak on their behalf prior to a vote of the Board of Directors. The Board of Directors may deliberate without the person recommended for removal present prior to the vote.

### **ARTICLE VI: Meetings**

#### **Section 1: General Meetings**

The STLCOC General Meetings will focus on STLCOC training and technical assistance for members. STLCOC will hold General Meetings of the full membership at least semi-annually. [578.7(a) (1)] STLCOC shall meet at least six times per year to conduct a General Meeting. At the beginning of each year the Board of Directors shall establish a schedule of dates and times

for regular General Meetings, and the Secretary shall distribute this schedule to all members. The Board of Directors shall determine the place for each meeting at least one month prior to the meeting. STLCOOC may conduct any business at a regular General Meeting, whether or not such business is on the agenda. A published agenda will be provided for each General Meeting of the full membership. [578.7(a) (1)]

## **Section 2: Board of Directors Meetings**

The Board of Directors shall meet at least six times per year. The Board of Directors shall determine the place for each meeting. The Board of Directors may conduct any business at a regular Board of Directors meeting, whether or not such business is on the agenda, except for the removal or officers or members of the Board of Directors. Board Members must attend at least 50% of all board meetings.

The Board of Directors meetings will focus on:

- Organizing an annual continuum of care planning process
- Collecting needs data and inventory system capacity
- Determining and prioritizing gaps in the continuum of care homeless system
- Developing short- and long-terms strategies with an action plan
- Implementing the action steps for the continuum of care plan

## **Section 3: Executive Session**

The Board of Directors may meet in executive session to discuss confidential or sensitive matters. The Board shall report all decisions made at such meetings to the membership but shall not be required to report the discussions of factors leading to its decisions.

## **Section 4: Special Meetings**

Special meetings of STLCOOC or the Board of Directors may be called by the Chair or by one-third of the members of the Board of Directors. The person(s) calling the meeting shall state the purpose(s) for which the meeting is to be called. Business at any special meeting is limited to the purpose(s) for which the meeting is called, and no other business of any nature may be conducted.

## **Section 5: Notification of Meetings**

The Secretary shall provide notification to all STLCOOC members of all General and Board of Directors meetings, regular and special. Such notification must be given at least two business days prior to the meeting. Notification may be by letter, telephone, facsimile, electronic or personal communication. All members are responsible for following existing processes to receive notifications through electronic mail. The notification must clearly state the date, time

and place of the meeting. In the case of special meetings, the notification must additionally state the purpose(s) for which the meeting is being called. The Secretary shall provide the published agenda to the full membership within two business days prior to the meeting. [578.7(a) (1)]

#### **Section 6: Quorum**

The presence of a simple majority of the STLCOC members entitled to vote shall be a quorum and sufficient to conduct business at any general meeting of STLCOC. The presence of two-thirds of the Board of Directors shall be a quorum and sufficient to conduct business at any meeting of the Board of Directors.

#### **Section 7: Action Without an In-Person Meeting**

STLCOC members may participate in all regular or special meetings in-person or via video or teleconference, if available.

On the direction of the Board Chair, the STLCOC Board may take an action without a meeting if:

- The action is within the authority of the Board;
- Proper notice and time for discussion is provided; and
- The action is approved in writing by a minimum of 80% of Board members who are entitled to vote on the matter.

Any action taken without a meeting shall be ratified at the following Board meeting and reflected in the meeting minutes.

#### **Section 8: Parliamentary Procedure**

The latest revised edition of Robert's Rules of Order shall prevail at all meetings except where contrary to the governance charter or any standing rule.

### **ARTICLE VII: Voting Privileges and Delegates**

- a. **Generally:** Each member organization shall be entitled to an unlimited number of delegates, at least one of whom shall be a person functioning at the executive or managerial level, but the organization shall have only one vote. This applies to votes taken at Board, General, and committee meetings. Each individual member shall be entitled to one vote. New members will be entitled to a vote six months after the Board of Directors approves membership. Annually each member organization shall submit any updates to its membership, including changes in contact information, the names of its authorized delegates, and committee membership, to the Governance and Membership Committee. Only active members will have voting privileges. Active membership is determined by the member's attendance at General and committee meetings. To be considered an active member, members must be in attendance at 50% of General meetings, and 50% of at least one committee's meetings. Each

member must serve on at least one of the Standing STLCOC committees. Member organizations must be represented by an authorized delegate. If a member does not attend any general meetings during a calendar year, the member may be removed from the membership pursuant to Section 5 below. Members that have withdrawn or been removed may rejoin the STLCOC by submitting a new application, and will be considered for approval under Article III, Section 2. If approved, the member will be considered a new member.

**b. Voting Rules for Membership types:**

*Nonprofit, For Profit, and Faith Based Entities*

Every private nonprofit, for-profit, and faith-based member organization operating as a distinct entity shall be entitled to one vote. For example, separately incorporated Catholic Charities organizations such as Queen of Peace Center, St. Patrick Center, and Saint Martha's Hall may have separate memberships in the STLCOC and each would be entitled to a vote even if they operate under the Catholic Charities umbrella. However, an organization that has multiple corporate entities but operates as a single organization (for example, a nonprofit that creates a corporation to own a building where services are delivered) would be treated as one organization and would be entitled to one vote. If an individual is acting as the delegate for more than one STLCOC member organization, that individual shall be entitled to only one vote.

*Local, State, and Federal Government Entities*

Members from local, state, or federal government entities who represent different departments within the applicable level of government shall be entitled to one vote per department. However, subdivisions or programs within the same department will not receive individual voting rights.

*Individuals*

Individual members, including those who are currently or formerly homeless, are entitled to one vote, except that individuals who are affiliated (as defined in Article III.1.b) with an entity that is an STLCOC member are cannot be members and are not entitled to vote.

**c. Board Chair**



The Board Chair shall only vote on matters in the event of a tie.

**d. Board Members who are not Active Members**

Board Members who are not active voting STLCOC members may vote at Board meetings, but may not vote at General meetings or on committees.

**e. Voting by Proxy**

Any member unable to be present at the time of a vote may send a representative of the member's affiliated organization, department, or entity to vote by proxy.

Members not affiliated with any organization, government, or other entity may designate a proxy of their choosing to vote on their behalf. The Chair of the STLCOC entity in which a member seeks a proxy vote must receive written notification prior to the meeting being called to order to approve any vote by proxy. Proxy voting rules apply to all STLCOC meetings including meetings of the full STLCOC, the Board, and committees or other subordinate entities.

**ARTICLE VIII: STLCOC Designations and Responsibilities**

**Section 1: Designation**

STLCOC designates the City of St. Louis as its collaborative applicant to submit the annual STLCOC Consolidated Application for funding on behalf of STLCOC. The Collaborative Applicant is the only entity that can apply for a grant for Continuum of Care planning funds on behalf of STLCOC. DHS staff will assist in the operation and management of the STLCOC and provide oversight and monitoring of the HMIS lead agency. The Collaborative Applicant will collaborate with the STLCOC and its Board in (a) the design and operation a collaborative, fair and transparent application process (b) the development of the City's Consolidated Plan and ESG allocation and reporting processes and (c) participating in regional and State groups meeting to coordinate efforts related to the STLCOC mission and Emergency Solutions Grant ("ESG") and STLCOC awards and other funding, real or potential. [578.7(b)(1); 578.7(b)(2)]

**Section 2: Responsibilities**

1. STLCOC will be responsible for establishing committees, as well as additional subcommittees or workgroups as needed. [578.7(a)(4)]
2. STLCOC will be responsible for adopting and following a written process to select a board to act on behalf of the STLCOC. This process must be reviewed, updated, and approved by the STL COC at least once every 5 years. [578.7(a)(3)]
3. In collaboration with recipient of Emergency Solutions Grants program funds in the area, STLCOC will establish and oversee the Front Door Assessment Process, a centralized or

coordinated system that will provide an initial, comprehensive assessment of individuals' and families' needs for housing and services. [578.7(a)(8)]

4. STLCOC will establish and oversee written standards for providing transitional housing assistance, rapid re-housing assistance, permanent supportive housing assistance, homelessness prevention assistance, rental assistance, and any other programs established for Continuum of Care assistance. Covering all STLCOC programs, these written standards will include policies and procedures for:
  - a. Establishing eligibility criteria for individuals and families; [578.7(a)(9)]
  - b. Prioritizing which eligible individuals and families will receive assistance; [578.7(a)(9)]
  - c. Determining which type of assistance an individual or family will receive (especially pertaining to the choice between homelessness prevention and rapid re-housing assistance); [578.7(a)(9); 24 CFR 576.400(e)(3)(vi)]
  - d. Articulating maximum amount, duration, and type of assistance as well as program participant responsibilities, such as what percentage or amount of rent each program participant must pay while receiving either homelessness prevention or rapid re-housing assistance; [578.7(a)(9); 24 CFR 576.400(e)(3)(vii); 24 CFR 576.400(e)(3)(ix); 24 CFR 576.400(e)(3)(ix)]
  - e. Articulating minimum service expectations for every type of program in the homeless system, such as how long a particular program participant will be provided with rental assistance and whether and how the amount of that assistance will be adjusted over time. [578.7(a)(9); 24 CFR 576.400(e)(3)(viii)]
  - f. Detailing how the system will address the needs of individuals and families fleeing or attempting to flee domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from nonvictim service providers. [578.7(a)(8)]
5. STLCOC will establish system and program performance outcome targets for projects funded under the Emergency Solutions Grants program and the Continuum of Care program, and report the resulting evaluations of the project outcomes to HUD. [578.7(a)(6); 578.7(a)(7)]
6. STLCOC will consult with recipients and sub recipients to establish evaluation performance targets that are appropriate to each program, whether under ESG, STLCOC, and local funding. [578.7(a)(6)]
7. STLCOC will monitor recipient and sub recipient operations, evaluate outcomes, and take action against poor performers in consultation with recipients and sub recipients. [578.7(a)(6)]
8. STLCOC will consult with State and local government Emergency Solutions Grants program recipients and sub recipients within the Continuum's geographic area in order to discuss the plan for funding allocation. [578.7(c)(5)]
9. STLCOC will ensure coordination between each level of the homeless system and with mainstream resources for the implementation of a local housing and service system that

- meets the needs of the homeless individuals (including unaccompanied youth) and families. This housing and service system will encompass (a) outreach, engagement, and assessment, (b) shelter, housing, and supportive services, and (c) prevention strategies. [578.7(c)(1)]
10. STLCOC will conduct an annual gaps analysis of the homeless needs and services available within the geographic area. [578.7(c)(3)]
  11. STLCOC will conduct an annual Point-in-Time Count for homeless persons within the geographic area. Count homeless persons living somewhere not designed or ordinarily used as a sleeping accommodation for humans as “unsheltered.” Count homeless persons living in emergency shelters or transitional housing as “sheltered.” Also meet other requirements as they are established by HUD by notice. [578.7(c)(2)]
  12. STLCOC will provide input required for local Consolidated Plan(s) and consult with Emergency Solutions Grants funding recipients to discuss allocation. [578.7(c)(4)(5)]
  13. STLCOC will ensure the Homeless Management Information System (HMIS) is in compliance with HUD requirements, has appropriate plans for privacy, security and data quality, and has consistent participation by all STLCOC providers. [578.7(b)(3)(4)(5)]
  14. STLCOC will establish annual funding priorities based on annual gaps analysis of the homeless needs and services available within the geographic area and on HUD priorities. [578.7(c)(3)]
  15. STLCOC will conduct collaborative funding processes to select providers for STLCOC, ESG and local funding.
  16. STLCOC will approve the local STLCOC application.
  17. STLCOC will incorporate input from STLCOC into funding and program decisions.

## **ARTICLE IX: Committees**

### **Section 1: Standing Committees and Duties**

STLCOC shall have seven Standing Committees:

#### **1. System Performance Committee**

The System Performance Committee conducts system gaps analysis, population prioritization, and recommendations for the Board of Directors and DHS to ensure adequate homeless and housing solutions. It also reviews System Performance Measures (SPM) prior to submission to HUD, and oversees Point-In-Time (PIT) counts, and reviews the Housing Inventory Count (HIC) prior to submission to HUD. The Committee shall establish a PIT Subcommittee, which will conduct the annual PIT count and ensure compliance with HUD guidelines.

#### **2. Program Performance Committee**

The Program Performance Committee creates a formal, transparent process to rank and prioritize all new projects seeking support through the STLCOC or ESG funding, advises whether each project meets basic criteria, and ranks projects based on established criteria.

This committee also evaluates individual STLCOC and ESG program performance, and develops protocols for reallocating funding.

3. **Service Delivery Committee**

The Service Delivery Committee creates policies, procedures, and standardized forms for STLCOC program operations, including coordinated entry. It also builds and implements a plan for regular trainings, including training on working with priority populations, ongoing coordinated entry training, housing navigation/case management training, and other homeless services best-practices.

4. **Advocacy Committee**

The Advocacy Committee assures that homeless populations are represented fairly in STLCOC programs and priorities, and educates the public about issues pertaining to homelessness. The committee annually recommends to the STLCOC a set of positions to be adopted and issues to be studied by the STLCOC, and brings legislative issues to the Board. The committee shall establish a Consumer Council Subcommittee, which composed entirely of homeless and formerly homeless persons and will ensure that consumer voice is heard and considered in STLCOC programs and decision-making.

5. **Governance and Membership Committee**

The Governance and Membership Committee shall present a slate of officers and members of the Board of Directors as provided in Article IV, Section 4, and Article V, Section 4. This committee shall also be charged with recruiting and retaining a wide range of organizations into membership and with recommending rules and procedures for STLCOC.

6. **Homeless Management Information System (HMIS) Committee**

The HMIS Committee sets HMIS standards consistent with HUD Data Compliance requirements. It works with the Board of Directors, DHS, and the HMIS lead to develop and implement recommendations to improve client tracking, provider use, and coordinated entry implementation. The committee annually reviews and updates the HMIS policy and procedure manual, and ensures that the STLCOC is educated and informed about the contents of the manual. It analyzes utilization of HMIS and provides recommendations for increasing participation. The committee reviews data system vendors and recommends the choice of vendor.

7. **Coordinated Entry Committee**

The Coordinated Entry Committee will conduct an annual review of the Coordinated Entry System, including the prioritization list, matching processes, acuity review, and Coordinated Entry policies and procedures, and provide recommendations to the Board for any changes; review monthly Coordinated Entry reports, determine critical data points, and report to the Board any issues identified to inform decision making; recommend and hold Coordinated

Entry trainings; ensure that all access points are adequately aligned with the Coordinated Entry process and make recommendations to the Board for new access points; work with the Advocacy Committee to solicit consumer feedback on Coordinated Entry, process and tools; and bring significant Coordinated Entry issues to the STLCOC Board of Directors in a timely manner.

## **Section 2: Selection and Terms**

Except for the Consumer Council Subcommittee, any person may be recruited to serve on any Standing Committee or subcommittee by the Board of Directors, or by the committee or committee members. Committee membership may be drawn from the community at large, not only from those associated with STLCOC. Each committee may select the vice-chair, and the Board of Directors may assign Board Members to the committees.

## **Section 3: Subcommittees**

Each committee may as it determines necessary divide into subcommittees, task forces and focus groups. However, each Standing Committee shall have only one representative on the Board of Directors.

## **Section 4: Ad Hoc Committees**

The Board of Directors may from time to time appoint and approve the appointment of such ad hoc committees as may be needed. The Board of Directors shall determine the responsibilities, selection and terms of such committees.

# **ARTICLE X: Amendments**

## **Section 1: Amendments**

This governance charter may be amended or repealed by a two-thirds majority of members present and voting at any meeting of STLCOC, provided that the amended or replacement governance charter shall have been presented in their final form and discussed at the preceding meeting of STLCOC. Notification for such meeting shall clearly state that amendment(s) to or repeal of the governance charter is being considered.

# **ARTICLE XI: Board of Directors Code of Conduct, Conflicts of Interest and Recusal Process [578.7(a) (5)]**

## **Section 1: Code of Conduct**

STLCOC board members must exercise care when acting on behalf of STLCOC. These individuals must complete the work they have agreed to undertake in a timely manner. In addition, they must attend Board meetings and be prepared to discuss matters presented for their deliberation. Absence without notice or explanation for three meetings within a calendar year or repeated failure to complete work assignments will be grounds for removal from the Board.

Repeated failure to participate thoughtfully and respectfully in discussions or persistent disruptive or obstructive conduct during meetings will be grounds for removal.

## **Section 2: Conflicts of Interest and Recusal Process**

STLCOC board members must abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of STLCOC and its processes. Failure to honor these rules will be grounds for removal from the board and any of its committees.

1. Members may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefit to:
  - a. Any organization that they or a member of their immediate family represents; or
  - b. Any organization from which they or a member of their immediate family derives income or anything of value.
2. Whenever STLCOC board members or any of their immediate family members have a financial interest or any other personal interest in a matter coming before the Board of Directors or one of its committees, they must:
  - a. Fully disclose the nature of the interest; and
  - b. Withdraw from discussing, lobbying and voting on the matter.

## **Section 3: Procedures**

At the beginning of every Board of Directors Meeting, the facilitator must ask if there are any conflicts of interest or potential conflicts of interest that need to be disclosed before the business included in the meeting's agenda is discussed. Any matter in which STLCOC board members have an actual or potential conflict of interest will be decided only by a vote of disinterested individuals. The minutes of any meeting at which such a vote is conducted must reflect the disclosure of interested directors' actual or potential conflicts of interest and their recusal from participation in the decision. STLCOC board members must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclosing any conflicts of interest they face or are likely to face in fulfilling their duties as board members.

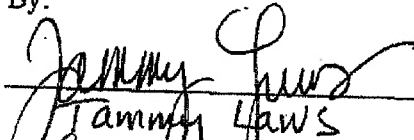
**CERTIFICATION OF RATIFICATION**


This is to certify that the City of St. Louis Continuum of Care for Ending Homelessness did formally ratify and adopt this governance charter on the date specified below:

Date Ratified:

Executed at St. Louis, Missouri, this 15<sup>th</sup> day of August 2019.

By:

  
\_\_\_\_\_  
Jammy Law's  
CoC, Chair

  
\_\_\_\_\_  
Shanna Nieweg  
CoC, Secretary

