

Springfield/Sangamon County, Illinois

Heartland Continuum of Care

Governance Charter

Article I. Continuum of Care Name, Purpose and Responsibilities

A. Name:

The name of the committee is the Heartland Continuum of Care (hereinafter referred to as Heartland)

B. Purpose:

Heartland serves as the HUD-designated primary decision making and oversight board of the Springfield/Sangamon County Continuum of Care designated to develop, coordinate and implement long-range plans meeting the needs of homeless persons within the Heartland. The purpose of Heartland will be accomplished by

1. Promoting the goal of ending homelessness throughout the Heartland;
2. Securing funding for Heartland nonprofit organizations along with State and local governments to re-house homeless individuals and families rapidly while minimizing the trauma and dislocation caused by homelessness and minimizing the trauma homelessness causes the individual, families and communities;
3. Promote the access and effective utilization of mainstream programs by the homeless living in the Heartland to facilitate individual and family stability;
4. Optimizing self-sufficiency among the homeless living in the Heartland.

C. Responsibilities:

Heartland will work to fulfill the responsibilities assigned to continuums of care under Title 24, Part 578 of the Code of Federal Regulations and seek to satisfy all other legal requirements.

Article II. Continuum of Care Members

A. Eligibility for Membership.

Members will include representatives from relevant organizations and agencies within Sangamon County, Illinois, as well as other individuals interested in the well-being of homeless and formerly homeless people. "Relevant organizations" include nonprofit homeless assistance providers, victim service providers, faith-based organizations, political subdivisions and other government entities, 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 or homeless and formerly homeless individuals.

B. Responsibilities of Members.

Most of the responsibilities of Heartland will be carried out by its Board of Directors (Board) with the following exceptions:

1. Members will vote directly to approve the governance framework outlined in Article I through VII of this charter and any subsequent amendments to that framework;
2. Every five years following initial approval of this charter, members will review, update, and approve the process for selecting directors; and
3. Members will vote annually to elect directors to available board positions.

C. Invitation for New Members.

In January of each year following the year in which the governance framework outlined in Articles I through VII of this charter is adopted, the Heartland will determine whether all current members intend to continue as members during the next calendar year. In addition, it will extend invitations for membership by:

1. distributing invitations to relevant organizations in Sangamon County and
2. submitting General Membership information and meeting dates in free public calendars throughout Sangamon County

D. Enrollment of Members.

New members may enroll at any time during the year by providing the secretary of the Board their names, contact information, and affiliations with relevant organizations if applicable. As soon as possible thereafter, the names of new members will be added to a membership list posted on the Heartland website.

E. Regular Meeting.

Each calendar year following the year in which Article I through VII of this charter are approved, at least two meetings of all members will be held approximately six months apart on the days and at the times specified in a schedule distributed to members in January of each year. The final regular meeting of the year will be the Annual Meeting.

F. Annual Meeting.

The agenda for the Annual Meeting of Heartland will include:

1. The election of directors to serve on the Board;
2. A review of any proposed changes to the Heartland's governance framework followed by a vote on those changes; and
3. Any other business the Board chooses to put before members.

G. Special Meetings.

Special meetings may be called with the written approval of a majority of the Board or by a petition of 30 percent of registered Heartland members and submitted to the Board chair or vice-chair.

H. Notice of Meetings.

Notice of the place, the date, and time of each regular and special meeting will be sent to members by e-mail or any other reasonable means of communication at least five (5) business days before the meeting date along with an agenda for the meeting.

I. Quorum.

The members present at any properly announced meeting of Heartland members will constitute a quorum.

J. Voting.

Issues presented to Heartland members for a vote will be decided by a simple majority of the votes cast in person at the regularly scheduled meetings or any special meeting called in compliance with Article II. H. Proxy votes are not permitted.

K. Minutes.

An approved set of minutes of every General Membership meeting of Heartland will be published on the Heartland website at least two weeks after the minutes are approved. Minutes will identify all persons in attendance, summarize the matters discussed at the meeting and record all motions made, the names of the individuals who made and seconded each motion, the number of individuals voting for and against each motion, and the names of any individuals abstaining from a vote.

Article III. Continuum of Care Board of Directors

A. Responsibilities.

Heartland's Board of Directors (Board) will act on behalf of the Heartland to fulfill the responsibilities assigned to continuums of care by the Department of Housing and Urban Development. In so doing, the Board will operate through committees that will draft and periodically (not less than once every five years) review policies and procedures while monitoring operations relating to their discrete areas of responsibilities. However, unless otherwise specified in this charter or approved by the Board, no committee of the Board may adopt policies or procedures or take any action on behalf of the Heartland without approval of or ratification by the Board.

B. Composition

The Board of Heartland will consist of an odd number of Heartland members totaling no less than 11 and no more than 19. In addition, the Board must be representative of the relevant organizations identified in Article II. A. and the projects serving the various homeless subpopulations in Sangamon County and must include:

1. At least three representatives of organizations providing housing or services for the homeless;
2. At least one homeless or formerly homeless individuals;

3. Members from the public and private sectors; and
4. A member from at least one Emergency Solutions Grants program recipient in Heartlands geographic area.

C. Term of Office

Directors will serve staggered terms of three years so that approximately one-third of these directors stand for election every year. There is no limit to the number of terms that a director may serve.

D. Nomination Process.

Each year the Executive Committee will solicit recommendations for the Heartlands members and develop for Board approval a slate of candidates for election to the Board giving preference to those candidates who:

1. Help satisfy the Board composition requirements of Article III. B.;
2. Have been nominated repeatedly by a cross-section of members;
3. Bring valuable experience and expertise to the Board; and
4. Have proven their interest, diligence, and effectiveness in helping Heartland fulfill its purpose.

E. Resignation and Removal.

Directors may resign from the Board at any time by giving written notice to the Board chair. In addition, directors may be removed from the Board by a majority vote of remaining Board members for repeated absence, misconduct, failure to participate, disruptive or obstructive conduct, or violation of conflict of interest policies.

F. Board Vacancies.

When a director resigns or is removed from the Board or cannot serve their full term for any other reason, the Board may appoint another Heartland member to fill the remainder of the term.

G. Regular Meetings.

The Board will meet no less than 6 times a year in accordance with a schedule given to all directors in January of each year,

H. Special Meetings.

Special meetings of the Board may be convened by the Board chair or by petition of at least 30 percent of the Board's directors.

I. Notice of Meetings.

Notice of the place, the date, and time of each meeting of the Board will be sent to directors by e-mail or any other reasonable means of communication at least five days before the meeting date along with an agenda for the meeting.

J. Quorum.

The members present at any properly announced meeting of the Board will constitute a quorum.

K. Voting.

All issues presented to the Board for a vote will be decided by a simple majority of votes cast at a properly announced meeting of the Board. Each director will have one vote and proxy voting is not permitted.

L. Minutes.

An approved set of minutes of every Board meeting of Heartland will be published on the Heartland website at least two weeks after the minutes are approved. Minutes will list all the Board members present at the meeting, summarize the matters discussed at the meeting and record all motions made, the names of the individuals who made and seconded each motion, the number of individuals voting for and against each motion, the disclosure of any conflicts of interest, and the names of any individuals abstaining from the vote.

Article IV. Board Committees – In General

A. Board Committees.

The standing committees of the Board will include the Executive Committee, Services and Strategic Planning Committee and the HMIS Committee. In addition, the Executive Committee may convene ad hoc committees as it sees fit to carry out the purposes of the Heartland, and all standing committees may appoint subcommittees as necessary to more effectively execute their responsibilities.

B. Committee Authority.

Unless entrusted with specific authority to act on behalf of the Board as a whole, Board committees will serve in an advisory capacity only. No recommendations or actions taken by a committee will be considered actions of the Board without approval or ratification by the Board.

C. Committee Members and Chairs.

The Chair and members of each committee will be selected annually by the Executive Committee subject to Board approval and may include both directors and non-directors. Before determining committee membership for the year, The Executive Committee will provide an opportunity for Heartland directors and members to volunteer for particular committees. However, the Executive Committee will exercise its judgment in accepting or rejecting these volunteers. Before appointing any individual to a committee to Executive Committee will take into account.

1. The relevance of the individual's experience and expertise to the work of the committee;
2. The appropriate size of the committee and the unique contribution, if any, that the individual is likely to make to the committee's work.
3. The potential conflicts of interest the individual will face in serving on that committee;
4. The diligence and effectiveness the individual has demonstrated in carrying out previous assignments for the Heartland;
5. The advantages of engaging as many interested members as possible in Heartland work; and
6. The need to continuously cultivate new Heartland leaders.

The Board Chair and Vice-Chair may participate in all committees.

D. Notice of Meetings.

A schedule of meetings will be distributed to committee members in January of each year, in the case of ad hoc committees, as soon as possible following the appointment of committee members. In addition, notice of the place, the date, and time of each committee meeting will be sent to committee members by e-mail or any other reasonable means of communication at least five days before the meeting date along with and agenda for the meeting.

E. Committee Decisions.

All committees must strive for consensus among their members in reaching recommendations or taking action on issues put before them. If consensus cannot be achieved on an issue, the issue will be presented to the Board as a whole for deliberation and resolution.

F. Minutes.

An approved set of minutes of every committee meeting will be published on the Heartland website at least two weeks after committee and Board approval of the minutes. Minutes will list all the individuals present at the meeting, summarize the matters discussed at the meeting and record all motions made, the names of the individuals who made and seconded each motion, the number of individuals voting for and against each motion, the disclosure of any conflicts of interest, and the names of any individuals abstaining from the vote.

G. Executive Committee.

The Executive Committee will consist of Board chair, vice chair, treasurer, secretary and immediate past chair of the Board. The Executive Committee will have all the powers and authority of the Board in the intervals between Board meetings but will remain subject to the direction and control of the full Board.

H. Service and Strategic Committee

The Service and Strategic Committee will review trends and changes within the HCC system and report them to the Board with recommendations for action.

I. HMIS Committee

The HMIS Committee will work with the HMIS Lead to revise as necessary the Board approved privacy plan, security plan, data quality plan and all other policies, procedures required by regulations issued by the Department of Housing and Urban Development for the HMIS.

Article V. Board Officers

A. Officer Positions.

The Board will have four officers: chair, vice chair, treasurer, and secretary. No one may occupy more than one office at a time.

B. Election of Officers.

At the final Board meeting of the year, directors will elect individuals to fill the positions of officers whose terms are expiring from candidate (s) suggested to the Board by the Executive Committee. In the case of a mid-term vacancy in any officer position, directors will elect an individual to fill that vacancy at their next scheduled meeting.

C. Terms of Office.

Officers will serve a two-year term unless filling a mid-term vacancy, in which case an officer will serve for the remainder of the calendar year in which he is elected and two full years thereafter.

D. Resignation and Removal.

An officer may resign from the Board at any time by giving written notice to the Board chair of

vice chair. In addition, officers may be removed from their positions by a majority vote of remaining Board members for repeated violation of the code of conduct or conflict of interest policies outlined in Article VI of this charter.

E. Duties of the Chair.

The chair will preside over meetings of:

1. Heartland Continuum of Care members;
2. the Board
3. the Executive Committee

F. Duties of the Vice Chair.

In the absence of the chair or in the event of a mid-term vacancy in the chair position, the vice chair will assume the duties of the chair.

G. Duties of the Treasurer.

The treasurer will keep or cause to be kept a record of all monies received and paid out by the Heartland and of all vouchers and receipts given for those monies. In addition, the treasurer will:

1. Keep or cause to be kept books of accounts of the financial conditions of the Heartland and issue a report on that condition at the annual meeting of heartland members;
2. Deposit or cause to be deposited in the depository or depositories designated by the Board all of the money received by the Heartland.
3. Perform any other duties that may be required from time to time by the Board or incident by law to the office of treasurer; and
4. On the expiration of his term of office, deliver to his successor paper, property, books, and monies in his possession or under his control.

H. Duties of the Secretary.

The secretary will keep or cause to be kept accurate minutes of members, Board, and Executive Committee meetings. In addition, the secretary will ensure that:

1. Maintain a current list of General members, Board members and committee members.
2. Board committees are preparing timely minutes of their meetings;
3. All minutes are promptly published on the Heartland website; and
4. Proper notice is issued for all member, Board , and Executive Committee meetings.

Article VI. Code of Conduct and Conflicts of Interest

A. Attendance and Conduct.

Directors, committee members, and other Heartland agents must exercise care, diligence, and prudence when acting on behalf of the Heartland. These individuals must complete on time the work they have agreed to undertake. In addition, as required by their respective positions, they must attend Board and committee 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 and from any committee to which an individual has been assigned. In addition, repeated failure to participate thoughtfully and respectfully in discussions or persistent disruptive or obstructive conduct during meetings will be grounds for removal.

B. Conflicts of Interest.

1. Directors, committee members, and other Heartland agents must abide by the following rules in order to avoid conflicts of interest and promote public confidence in the integrity of the Heartland and its processes. Failure to honor these rules will be grounds for removal from the Board and any of its committees and for dismissal from the Board's service.
 - a. Directors, committee members, and other Heartland agents may not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to:
 - i Any organization that they represent; or
 - ii Any organization from which they derive income or anything of value.
 - b. Whenever Heartland directors, committee members, agents, have a financial interest or any other personal interest in a matter coming before the Board or one of its committees, they must:
 - i Fully disclose the nature of the interest; and
 - ii Withdraw from discussing, lobbying, and voting on the matter.
2. At the beginning of every meeting of the Board and every Board committee, the meeting facilitator must ask if there are any conflicts of interests or potential conflicts of interest that need to be disclosed before the business included in the meeting's agenda is discussed.
3. Any matter in which directors or committee members have an actual or potential conflict of interest will be decided only by a vote of disinterested individuals. In addition, the minutes of any meeting at which such a vote is conducted must reflect or potential conflicts of interest and their abstention.
4. Heartland directors, committee members, and agents must sign a conflict of interest form annually, affirming that they have reviewed the conflict of interest policy and disclose any conflicts of interest that they face or are likely to face in

fulfilling their duties as directors.

Article VII. Approval of Governance Charter and Subsequent Amendments

A. Scope of the Governance Charter.

The governance charter of Heartland (the Charter) includes Articles I through VII, which establish a framework for governing the Heartland, as well as a series of appendices that establish the policies and procedures needed to comply with Subpart B of Title 24, Part 578 of the Code of Federal Regulations and other policies, procedures, and agreements governing the routine operations of the Heartland.

B. Approval and Subsequent Amendment of Heartland Governance Framework.

The governance framework outlined in Article I through VII of the Charter and every subsequent amendment to that framework must be approved by a majority of Heartland members.

C. Approval and Subsequent Amendment of Operating Policies and Procedures.

The operating policies, procedures, and agreements incorporated into the Charter as appendices and every subsequent amendment or addition to those policies, procedures and agreements must be approved by a majority of Board members.

D. Regular Reviews of the Governance Charter.

The Executive Committee will review the Charter annually and recommend to the Board changes to improve the functioning of the Heartland and maintain compliance with federal and state regulations. In addition, every five years after initial approval of the Charter, the Board, acting through the Executive Committee, will invite interested members to participate in a review and discussion of the Board selection process. Based on the consensus achieved in that discussion, the Board will ask the Heartland members to ratify the existing selection process or approved proposed changes to that process at their next Annual Meeting.