

Housing and Homelessness Alliance of Racine County

GOVERNANCE CHARTER

(FY2017 CoC NOFA attachment submitted 9/28/17; Rev. 10/3/2025)

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1. Organization

The name of the organization is the Homelessness and Housing Alliance of Racine County (Alliance). It is an unincorporated association organized in the State of Wisconsin. HUD's designation is Continuum of Care for the City and County of Racine, and WI-502.

2. Geographic Area

The Alliance covers the entirety of Racine County, Wisconsin.

3. Purpose

The purpose of the Alliance is to:

- a. Assess the needs of the community;
- b. Develop a county wide system to prevent and end homelessness;
- c. Promote and coordinate a county wide system of services with the goal of preventing and ending homelessness;
- d. Evaluate the services provided in the community;
- e. Facilitate the allocation of funding to best address the goals of preventing and ending homelessness; and
- f. Encourage participation in the Alliance by all members of the community.

4. Responsibilities of the Alliance

The Alliance has the following responsibilities:

4.1. Operation of the Alliance

- a. Hold meetings of the full membership, with published agendas, at least semi-annually;
- b. Issue a public invitation at least annually for new members within Racine County;
- c. Adopt and follow a written process to select a Board of Directors and review, update, and approve the process at least once every 5 years;
- d. Appoint additional committees, subcommittees, and workgroups;
- e. Adopt, follow, and update annually a governance charter in consultation with the Collaborative Applicant and the HMIS Lead;
- f. For CoC and ESG grants:
 - 1.) Establish performance targets appropriate for population and program type in consultation with recipients and sub-recipients,

- 2.) Monitor recipient and sub-recipient performance,
- 3.) Evaluate outcomes,
- 4.) Take appropriate action to address poor performance, and
- 5.) report as required to HUD;
- g. Establish and operate a centralized or coordinated assessment system in consultation with recipients of ESG Funds; and
- h. Establish and follow written standards for providing CoC assistance in consultation with recipients of ESG Funds. At a minimum, these written standards must include:
 - 1.) Policies and procedures for evaluating household eligibility for assistance;
 - 2.) Policies and procedures for determining and prioritizing which households will receive permanent supportive housing, rapid rehousing and transitional housing; and
 - 3.) Policies and procedures for determining the duration of assistance and rent households must pay while receiving rapid rehousing assistance.

4.2. Homeless Management Information System (HMIS)

- a. Designate a single HMIS for the Racine CoC geographic area and designate a Lead Agency to manage the HMIS system;
- b. Ensure that the HMIS is administered in compliance with HUD requirements.
- c. Enter into an MOU with the HMIS Lead Agency that includes at a minimum:
 - 1. Review, revise, and approve privacy, security, and data quality plans; and
 - 2. Ensure consistent participation in HMIS.

4.3. Continuum of Care Planning

- a. Coordinate implementation of a housing and service system;
- b. Conduct, at least biennially, a Point-in-Time count of homeless persons that meets HUD requirements;
- c. Conduct an annual gaps analysis of homelessness needs and services;
- d. Provide information required to complete the Consolidated Plan(s) for the City of Racine and State of Wisconsin;
- e. Consult with State of Wisconsin and City of Racine ESG recipients on the plan for allocating ESG funds and reporting/evaluating performance of ESG programs.

4.4. Preparation of a CoC Application for Funds

- a. Design, operate, and follow a collaborative process for the development of applications
- b. Approve project applications in response to a CoC Program Notice of Funding Opportunity (NOFO);
- c. Establish priorities for ranking and funding projects;
- d. Designate the collaborative applicant to submit the application;
- e. The collaborative applicant is responsible for facilitating the collection of information for the application, preparation of the application, and submitting the application;
- f. The collaborative applicant will apply for planning grant funds when made available in the NOFO.

5. Alliance Membership

5.1. Open Membership and New Members

- a. Membership is open to all stakeholders, including nonprofit homeless assistance providers, victim service providers, faith-based organizations, government entities, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies, hospitals, higher education institutions, affordable housing developers, law enforcement, and organizations that serve veterans and homeless and formerly homeless individuals;
- b. The Alliance shall issue a public invitation at least annually for any interested person to

- become a member of the Alliance. The invitation will be sent to relevant organizations, posted on the Alliance website and Facebook page, and any other appropriate media; and
- c. New members may join at any time during the year.

5.2. Responsibilities of Members

The Board with input from membership, shall conduct the business of the Alliance except:

- a. This Governance Charter and any changes to it must be voted on by the entire membership;
- b. At a minimum, the Governance Charter will be reviewed by the entire membership annually following initial approval; and
- c. The entire membership must vote on the Board and Officers except where there is an appointment by the Board of a director to complete a term when there is vacancy.

5.3. Membership Meetings

- a. The full membership shall meet at least quarterly. The meetings shall include a report on the Alliance's activities, funding, and progress toward goals.
- b. The Annual meeting shall take place in November. The Annual Meeting may be delayed once by up to a 90 day period by a majority vote of the membership. The agenda for the Annual Meeting will include:
 - c. Election of Board Members to fill expiring terms;
 - d. A review of any proposed changes to this Governance Charter followed by a vote on any changes;
 - e. Any other business the Board chooses to put before its members; and
 - f. Any other business the members bring to the attention of the membership.

5.4. Notice of Meeting

Notice of the place, date and time of each General Meeting and the Annual Meeting, shall be sent to members on the Alliance e-mail list and posted on the Alliance website at least 48 hours before the meeting date, along with the proposed agenda for the meeting.

5.5. Quorum and Voting

The members present at any General Meeting and the Annual Meeting, that complies with the notice requirement set forth in section 5.4 shall be used to determine a quorum. A majority of those present is required to pass any issue before it that requires a vote.

6. Board

The Alliance shall be governed by a Board, which will provide oversight and accountability for all Alliance responsibilities.

6.1. Responsibilities of the Board

Except for those responsibilities assigned to the Alliance members in paragraph 5.2 above, the Board will act on behalf of the Alliance to fulfill the regulatory duties of a Continuum of Care set forth in 24CFR§578 and any other duties set forth by the Alliance. The Board shall be responsible for approval and implementation of all CoC policies and procedures.

6.2. Board Membership

6.2.1. Composition

- a. The Board will consist of an odd number of Directors totaling no less than 15 and no more than 31.

- b. The Board must be representative of the stakeholder organizations identified in paragraph 5.1 and must include a representative of the CoC Collaborative Applicant and the HMIS Lead, as well as representatives of each of the following four groups: 1) Government and Quasi-Government; 2) Nonprofit Homeless Service Providers; 3) Consumers and Advocates; and 4) Community Stakeholders.
- c. Representatives from the HMIS Lead Agency and the CoC Collaborative Applicant may sit on the Board after appointment by their respective agencies.
 - i. If representatives from those agencies wish to vote in Board matters, they must be approved as Board Directors by the full membership of the Alliance.
 - ii. If an appointed representative from the HMIS Lead Agency or CoC Collaborative Applicant is not approved as a Board Director by the Alliance membership, the agency may withdraw the representative and put forth another candidate.
 - iii. Alternatively, the agency may request that the appointed representative remain on the Board in a non-voting capacity.
 - iv. Representatives from the HMIS Lead Agency and the CoC Collaborative Applicant, both voting and non-voting, shall have responsibilities of Board Directors as articulated in relevant Federal, State, and local laws and this Governance Charter.
- d. The Board must, at all times, include at least one person with lived experience of homelessness or housing instability.
- e. Board members may represent more than one required area.
- f. Examples of each of the five Categories are provided below.
 - i. Persons with lived experience of homelessness or housing instability
 - ii. Government and Quasi-Government Representatives
 - City of Racine
 - County of Racine
 - State of Wisconsin
 - The Racine County Housing Authority
 - Federal Government Agencies
 - iii. Nonprofit Homeless Assistance Providers
 - Youth services provider
 - Emergency Solutions Grant (ESG) provider
 - AIDS/HIV services provider
 - Veterans services provider
 - Domestic Violence services provider
 - iv. Advocates
 - Health Care Network or Community Health Centers
 - Community advocacy groups
 - Community Action Agency
 - Legal Services Provider
 - v. Community Stakeholders
 - Hospitals, clinics and medical providers
 - Banks and Credit Unions
 - Universities, colleges and extension offices
 - Businesses

6.2.2. Term of Office

- a. Directors will serve staggered terms of three years so that approximately one-third of Directors will stand for election each year at the Annual Meeting;
- b. A Director may serve a maximum of 11 consecutive years, but is eligible for additional periods totaling 11 consecutive years after a continuous 12 month absence from the Board;

- c. If the Annual Meeting is delayed pursuant to Section 5.3, the term will be extended for a corresponding period of time; and
- d. A new term of office under these circumstances shall be deemed to have begun as of the date had the meeting not been delayed.
- e. A person representing the CoC Collaborative Applicant or HMIS Lead may serve without limit.

6.2.3. Nomination and Voting

Each year the Board will solicit recommendations from CoC members and present a slate of candidates for Membership approval. The Membership will vote for open Board positions at the Annual Meeting.

6.2.4. Resignation and Removal

- a. Any Director may resign at any time by giving written notice to the President; and
- b. Directors may be removed from the Board by a majority vote of remaining Board members for repeated absence, misconduct, failure to participate, or violation of conflict of interest.

6.2.5. Vacancies

When a Director resigns or is removed from the Board or cannot serve his/her full term for any reason, the Board may appoint another Racine CoC member to fill the unexpired term.

6.3. Officers and Terms

6.3.1. Officers

The officers of the Alliance shall be a President, Vice-President, and Secretary.

6.3.2. Election and Term

- a. The officers shall be elected by the Alliance members annually, at the Annual Meeting;
- b. A Term shall begin on the 1st of January following the annual meeting;
- c. Each officer shall hold office until December 31 following the annual meeting; and
- d. No person may hold more than one office.

6.3.3. President and Vice President

- a. The President is responsible for scheduling meetings of the Alliance, ensuring that the Alliance meets regularly or as needed, and for setting the agenda for meetings in collaboration with the Steering Committee; and
- b. In the absence of the President, the Vice President assumes the duties of the President.

6.3.4. Secretary

- a. The Secretary shall keep accurate records of the proceedings of all meetings of the CoC Board and General Meetings, including the Annual Meeting, or shall designate another person to do so at each meeting, including documenting all actions taken without a meeting;
- b. Such records will include the names of those in attendance;
- c. The Secretary shall give all notices required by law, the CoC regulations and this Governance Charter.
- d. The Secretary shall perform such other duties as the Alliance may designate and shall chair Alliance meetings in the case of the absence of the President and Vice

President.

6.3.5. Resignation of Officers

- a. Any officer may resign at any time by giving written notice to the President or the Secretary; and
- b. Any resignation shall take effect at the time specified within the written notice or if the time is not specified upon its acceptance by the Alliance or the Board.

6.3.6. Officer Vacancies

Vacancies among the officers may be filled for the remainder of the term by a vote of the majority of the Directors at any meeting at which a quorum is present.

7. Rules of Governance for the Board

7.1. Quorum and Voting

- a. A number equal to 50% plus one of the voting Directors of the Board shall be used to determine a quorum for the transaction of business at any meeting;
- b. At all meetings, business items may be decided by arriving at a consensus;
- c. If a vote is necessary, all votes shall be by voice or ballot at the will of the majority of those in attendance at a meeting with a quorum represented;
- d. Each voting Director shall have one vote and
- e. No member may vote on any item which presents a conflict of interest.

7.2. Proxies

- a. Directors may have non-voting, non-director proxies attend meetings in their place, and the individual appearing as proxy will not be counted for purposes of determining a quorum;
- b. Directors may give voting proxies to another Director;
- c. The proxy must be in writing and must include the date of the meeting the proxy is intended to cover, the name of the Board member to be given the voting proxy and must be signed and dated by the Board member giving the proxy; and
- d. A Director may only vote one proxy in addition to their own vote.

7.3. Action without a Meeting

Any action that may be taken at any meeting of the Alliance Board may be taken without a meeting if that action is approved, in writing (e.g. letter, email) by a majority of Alliance Directors who would be entitled to vote if a meeting was held for such purpose.

8. Committees and Work Groups

- a. The Alliance will carry out its responsibilities through the work of a number of Committees and Work Groups;
- b. All Alliance Members may participate on Committees and Work Groups, with the exception of the Steering Committee, which must be made up of members of the Board of Directors; and
- c. Policies, and policy decisions, made by Committees and Work Groups must be approved by the Board before taking effect.

8.1. Standing Committees

The Alliance shall have four standing committees:

8.1.1. Steering Committee

- a. The Steering Committee shall set agendas for Board meetings and shall carry out the work of the Alliance between Board Meetings;
- b. The Committee shall be made up of the representative of the Collaborative

Applicant, the HMIS Lead, the Board President, the Board Vice President, the Board Secretary, up to three additional members of the Board; a designated staff person of the Alliance; and a lived experience of homelessness or housing instability must be included as a member of the Steering Committee.

8.1.2. Rating, Ranking, and Evaluation Committee

The Rating, Ranking, and Evaluation Committee may do any of the following:

- a. Review PIT and HIC data, conduct a gaps analysis, and make recommendations for Board approval as to the priorities to be used in ranking requests for CoC funding;
- b. Establish performance targets appropriate for population and program type in consultation with recipients and sub-recipients, monitor recipient and sub-recipient performance, evaluate outcomes, and recommend to the Board action to be taken for sub-standard performance;
- c. Develop performance measures to evaluate progress and success in the elimination and prevention of homelessness, using guidance available from HUD, USICH and other resources, and making changes necessary to incorporate new regulations or guidance;
- d. Establish written standards and performance measures for ESG assistance and providers;
- e. Evaluate outcomes of projects funded under the ESG and CoC Program, and provide outcome data to be reported to HUD; and
- f. Consult with state and local government agencies, homeless service providers, private funders, and other relevant entities and organizations to evaluate available resources and reach a consensus as to the most effective allocation and implementation to eliminate homelessness.

8.1.3. Alliance Resource Development Committee

The Alliance Resource Development Committee shall include a minimum of 3 Board Directors in addition to other Alliance members, and shall

- a. Oversee the collaborative process, along with the Collaborative Applicant, for developing a collaborative application for CoC program funding;
- b. Oversee the collaborative process, along with the City of Racine and State of Wisconsin for a collaborative application for ESG program funding;
- c. Identify other funding, technical assistance, resources and opportunities for the Alliance.
- d. Identify, develop, and implement training and professional opportunities for Alliance member agency staff and the Racine community;
- e. Review findings of the Performance and Outcomes Committee, program priorities established by the Board and HUD, and the applications for new programs or projects, and make recommendations to the Board as to which programs/projects to include in the Alliance and other collaborative applications, including a ranking process;
- f. Develop and oversee an appeal process for applications that are not selected for collaborative funding opportunities.

8.1.4. HMIS/Data Committee

The HMIS Committee shall include the Alliance representative serving on the statewide HMIS Advisory Board unless there is none and a representative from the HMIS Lead Agency, and shall

- a. Review annually the statewide HMIS Policies and Procedures and Governance Agreement, and shall make recommendations to the statewide HMIS Advisory Board

- regarding the privacy and security provisions, and the data quality plan for the HMIS, as well as any other HMIS policies and procedures required by HUD;
- b. Recommend additional policies and procedures within the Alliance;
 - c. Recommend and implement a plan for monitoring the HMIS to ensure that:
 1. Recipients and sub-recipients participate in HMIS;
 2. Agencies are complying with regulations and notices issued by HUD;
 3. The HMIS Lead is fulfilling the obligations of the HMIS Governance Charter and Agreement with the Alliance;
 - d. Oversee and monitor HMIS data collection and reports including:
 1. Monthly sheltered point-in-time count;
 2. Housing Inventory Chart;
 3. Annual Homeless Assessment Report (AHAR);
 4. Annual Performance Reports (APRs);
 5. Point in Time (PIT) Data; and
 - e. Oversee a Point in Time Planning Sub-Committee which shall :
 1. Plan the Point in Time in January and July;
 2. Provide required forms and training;
 3. Compile data;
 4. Prepare reports; and
 5. Perform other functions necessary to obtain an accurate Point in Time count.

8.1.5 Coordinated Assessment and Prioritization Work Group

The Coordinated Assessment and Prioritization Work Group shall include a representative of the HMIS Lead Agency, the Collaborative Applicant, either a City of Racine or State of Wisconsin ESG recipient, the HMIS/Data Committee, and other Alliance members. The Work Group shall be responsible for:

- a. Development, implementation and oversight of the Alliance coordinated assessment and prioritization system;
- b. Evaluation of the coordinated assessment and prioritization system;
- c. Ensure that those persons with the greatest need and barriers within the CoC receive priority to access housing;
- d. Ensure that Alliance member agency staff are trained in the administration of the assessment tool and are utilizing it as determined by the Alliance for coordinated assessment and prioritization;
- e. Shall identify, evaluate and recommend policies and procedures for street outreach, shelter, transitional housing, rapid re-housing and permanent supportive housing that will result in shorter shelter stays, rapid access to housing and stabilization once in that housing;
- f. Ensure that HUD and USICH policies and procedures, including Housing First, are being followed within the Alliance;
- g. Develop and coordinate best practices for diversion and prevention within the Alliance; and
- h. Report any deficiencies of the system or Alliance member agency staff to the Board.

8.1.6 Other Committees and Working Groups

- a. The Alliance membership, the Board of Directors, or the Steering Committee may, based on the needs of the Alliance, establish ad hoc committees or working groups as they deem necessary.
- b. Ad hoc committees and working groups shall be limited in time to one year. If additional time is necessary to complete its work, the ad hoc committee or working group may request additional time, which may be granted by a vote of the Board of Directors or the Alliance. Additional time shall be limited to three months if approved by the Board of

- Directors and one year if approved by the Alliance. Additional extensions of time may be granted by the Alliance membership.
- c. Ad hoc committees or working groups shall give periodic reports to the Board of Directors and Alliance. At a minimum the ad hoc committee or working group shall provide a report every six months to the body that created it.
 - d. Ad hoc committees and work groups may be dissolved by a majority vote of the Board of Directors or the Alliance membership, after the passage of eight weeks without a meeting of the ad hoc committee or work group, after a final report to the Board of Directors or the Alliance membership stating that the ad hoc committee or working group shall be dissolved after the delivery and acceptance of that final report, or after the expiration of the time designated for that ad hoc committee or work group if no time extension is requested.

9. Collaborative Applicant

9.1 The collaborative applicant will be determined by a vote of the Alliance and will be documented in meeting minutes.

9.1.1 The selection process will include a general notice that a collaborative applicant is being sought. Interested potential applicants will be invited to attend a meeting to allow the interested agencies to learn about the requirements of a collaborative applicant.

9.1.2 Potential collaborative applicants will submit a notice of intent to apply. Applications will be distributed to the potential collaborative applicants who have submitted that notice.

9.1.3 An impartial committee of the membership will be formed to review and score the applications. The committee will make a recommendation to the membership.

9.2 The Board of Directors will review and evaluate the collaborative applicant's performance on an annual basis. They will report the results to the Alliance at the Annual Meeting.

9.3 Responsibilities of the Collaborative Applicant:

a. Application for CoC NOFO Funds

1. The collaborative applicant is responsible for coordinating with appropriate organizations to collect information for the application, prepare the application, and submit the application;
2. The collaborative applicant will apply for planning grant funds when made available in the NOFO;
3. It is the responsibility of the Board of Directors to ensure that the HMIS lead agency provides the aggregate data necessary for the application to the Collaborative Applicant;
4. It is the responsibility of the Collaborative Applicant to seek the aggregate data necessary for the completion of the application from the HMIS lead agency;
5. The Collaborative Applicant will coordinate with the HMIS lead agency and the Steering Committee to develop a schedule for benchmark reviews of the NOFO application within 15 days of the release of the NOFO;
6. Prior to submitting the application, the Collaborative Applicant shall provide the completed application to the Steering Committee with sufficient time to review the completed application. The Application shall be reviewed to ensure its accuracy and that it aligns with the values and vision of the Alliance as a whole;
7. The final application shall be reviewed and approved by the Board of Directors prior to submission.

b. Monitoring

1. Monitor recipients and subrecipients receiving CoC and ESG and other funding requiring a collaborative submission.
2. Identify underperforming agencies and provide support to ensure that all performance

measures, CoC standards, and funding requirements are met.

3. Recognize agencies demonstrating best practices and work to spread knowledge and skills throughout the Alliance. Facilitate and develop a plan for strengthening Alliance programs.

4. Provide data from monitoring – both positive and negative – to the Rating, Ranking, and Evaluation Committee.

c. Develop System Performance Measures

1. Actively participate in the work of the System Performance Committee, including attending meetings, analyzing data, and assisting the Committee in reporting findings to the Board, the Alliance general membership, and others.

d. Community Needs Assessment

1. Work with the Alliance to identify needs in the community and gaps in services.

2. Assist the Alliance in developing a plan to address unmet needs and eliminate identified gaps, utilizing HUD guidance, local and state resources; and

e. The Collaborative Applicant and the Alliance may delineate other responsibilities in a Memorandum of Understanding or other contract to further the goals and objectives of the Alliance.

9.4 Participation with the Board of Directors

1. The Collaborative Applicant may appoint up to three individuals to be added to the slate of potential Directors to be elected at the Annual meeting.

a. One of those three individuals shall be designated as the Representative of the Collaborative Applicant. If the Representative of the Collaborative Applicant fails to be approved as a Director by the majority of the Alliance membership, the Collaborative Applicant may appoint another Representative to be voted on by the Alliance membership at the next meeting of the Alliance or the Representative may remain on the Board in a non-voting capacity.

b. The two individuals not designated as representatives of the Collaborative Applicant would be subject to a vote of the Alliance membership to become members of the Board of Directors. If either fails to be approved by a majority of the Alliance membership, the Collaborative Applicant may choose to appoint another individual as a member of the Board of Directors, subject to approval at the next meeting of the Alliance membership.

c. The Representative of the Collaborative Applicant and the two Directors appointed by the Collaborative Applicant will hold office for a period of three years, and they may be re-appointed and re-elected subject to the same term limits of any other members of the Board of Directors.

2. It is the responsibility of the Representative of the Collaborative Applicant and Directors appointed by the Collaborative Applicant to attend meetings of the Board of Directors and the Alliance, actively engage with the work of the Alliance, and ensure interactive communications between the Alliance, the Board of Directors, the Steering Committee, and the Collaborative Applicant.

10. HMIS Lead and HMIS

10.1 The HMIS Lead will be determined by a vote of the Alliance and will be documented in the meeting minutes.

10.2 HMIS Software Designation. The HMIS Software designation will be voted on by the Board of Directors and will be documented in the meeting minutes.

10.3 HMIS Governance Charter. The Alliance is a signatory on the statewide HMIS Governance Charter that covers the four (4) HUD recognized continua in the State of Wisconsin. The President is authorized to execute the Document on behalf of the Alliance.

10.4 HMIS Lead Representative. The HMIS Lead shall appoint a Representative to the Alliance Board of Directors. The Representative shall be subject to approval as a member of the Board of Directors by a vote of the Alliance. If the Representative is approved as a Director they shall exercise and be subject to the same terms as any other Director. If the Representative fails to be approved as a Director, the HMIS Lead may appoint another Representative to be voted on at the next meeting of the Alliance. Alternatively, the HMIS Lead may choose to have the original person appointed as Representative in a non-voting capacity on the Board of Directors.

11. Code of Conduct and Conflicts of Interest

11.1. Conduct and Attendance

- a. Officers, Board members, committee members and other persons given the authority to act on behalf of the Alliance must exercise care, diligence and prudence when acting on behalf of the Alliance;
- b. These individuals must timely and competently complete work they have agreed to undertake on behalf of the Alliance; and
- c. They must regularly attend Board and committee meetings and be prepared to discuss matters and make decisions. "Regularly attend" means attending a majority of the relevant Board and/or committee meetings. The Alliance will consider the circumstances of each member, with excused and pre-arranged absences generally not counting against the attendance of the Board or committee member. After three absences an officer or Alliance staff member will reach out to the Director or committee member.

11.2. Conflict of Interest

11.2.1. Rules Regarding Conflict

- a. Officers, Directors, committee members and other persons may not participate in or influence discussions concerning the award of a grant, other funds, or decisions that will benefit any organization that they or an immediate family member represents or is affiliated with, or any organization from which they or a member of their immediate family will receive a benefit, whether financial or otherwise;
- b. When one is aware of a financial interest or any other personal interest in a matter coming before the Board, a committee, or general membership they must fully disclose the nature of the interest and potential conflict and withdraw from discussing and voting on the matter.

11.2.2. Disclosure

If a Board member or other member believes there is an item on the agenda of a meeting they are attending that may be a conflict of interest, it should be disclosed immediately.

11.2.3. Abstention from Decision-Making.

- a. The meeting minutes shall reflect the disclosed potential or actual conflict and that the individual abstained from voting.
- b. An individual's decision to abstain from participation in a discussion or vote shall not impact the establishment of quorum. Quorum shall be established prior to any abstentions and shall be maintained if individuals abstain from discussion or voting.
- c. After an abstention, majority shall be calculated based on the individuals voting, with the abstaining individuals removed from the overall number.

11.2.4. Annual Conflict of Interest Acknowledgement Form

A Conflict of Interest form shall be completed and signed annually by any Board or committee member or other person if they will be given the authority to make decisions

on behalf of the Alliance.

11.2.5. Conflict Of Interest – CoC Application and Other Funding Application Decisions

An ad hoc committee will be convened each year for the purpose of making final CoC application ranking and funding decisions.

- a. Members serving on the committee shall not be affiliated with an organization that is a current recipient of CoC funding or an applicant for CoC funding;
- b. Having an immediate family member affiliated with such an organization would also disqualify one from serving on the committee; and
- c. A person would also be disqualified from serving on the committee if there were circumstances that would interfere with the ability to be an objective, fair and impartial committee member.
- d. An organizational conflict of interest occurs when a CoC recipient or subrecipient is unable (or potentially unable) to provide objective or impartial assistance/ decision-making because of activities or relationships with other persons or organizations. Any individual with an organizational conflict of interest shall notify the Alliance Board of that conflict and refrain from participating or using any influence regarding that matter.

12. Approval of Governance Charter and Subsequent Amendments

- a. This Governance Charter and any amendment to it must be approved by a majority of the Alliance membership;
- b. The Board will review the Governance Charter annually and recommend changes that are necessary to comply with CoC and other regulations and law, as well as those that would assist in the efficient operation of the organization and meeting goals;
- c. Input from members will also be solicited; and
- d. No less than every five (5) years a special committee shall be convened composed of any interested Alliance members and the Board to thoroughly review and discuss the Governance Charter, and recommend changes to the Alliance membership.