Orange County CoC - CA - 602
Governance Charter

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Introduction: In accordance with the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 (the "HEARTH Act") which was enacted into law on May 20, 2009, the Orange County Continuum of Care in consultation with the Collaborative Applicant (County of Orange), Continuum of Care and Emergency Solution Grant funded agencies and Homeless Management Information System ("HMIS") Lead Agency has developed a governance charter which includes procedures and policies needed to comply with the HEARTH Act requirements as prescribed by U.S. Department of Housing and Urban Development (HUD); and a code of conduct and recusal process for the board, its chair(s), and any person acting on behalf of the board.

In addition to HEARTH Act compliance and in alignment with the Regional System of Care, the Continuum of Care ("CoC") will operate to enhance, inform and implement services addressing the complex case management and housing needs of individuals and families experiencing homelessness in Orange County. Services supported by the Orange County CoC will also demonstrate best practices and evidence-based practices ensuring a client-centered approach, client choice and client rights and responsibilities are clear and service standards are consistently met.

The Orange County CoC designates the County of Orange as the collaborative applicant and fiscal entity for administering planning and funding for homelessness assistance program throughout the Orange County CoC.

I. Name:

The technical name of the organization is CoC CA-602 hereinafter referred to as the "Orange County CoC".

II. Geographic Boundaries:

The Orange County CoC covers all the geography within the boundaries of Orange County, including its 34 cities and unincorporated areas as regionalized within North, Central and South Service Planning Areas.

III. Purpose:

The Orange County CoC serves as the locally-designated primary decision-making group whose purpose and scope is to implement the Continuum of Care program (the "CoC") which is authorized by subtitle C of title IV of the McKinney-Vento Homeless Assistance Act (42 U.S.C. 11381-11389). As noted in CFR 24 Part 578.1 Purpose and scope of the HEARTH Act, the program is designed to:

A. Promote communitywide commitment to the goal of ending homelessness through regional coordination and collaboration;

B. Advocate for funding and resources to end homelessness and provide funding for proven efforts by nonprofit providers and local governments to quickly rehouse people experiencing homelessness, while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness;

C. Promote access to and effective utilization of mainstream programs by homeless individuals and families; and

D. Promote implementation of best practices and evidence-based approaches to homeless programing and services.

IV. Responsibilities of the Orange County CoC

The four major responsibilities of the Orange County CoC consists of:

1. Operating the Continuum of Care,
2. Designating and operating an HMIS for the Continuum of Care,
3. Planning for the Continuum of Care, and
4. Preparing an application for funds which is in accordance with § 578.7 Responsibilities of the Continuum of Care and in the HEARTH Act and § 578.79.

A. Operating the Continuum of Care.

The Orange County CoC will:

1. Hold meetings of the full membership, with published agendas, at least semi-annually;
2. Make a public invitation for new members to join available within the geographic area at least annually;
3. Adopt and follow a written process to select a board to act on behalf of the CoC. The process must be reviewed, updated, and approved by the CoC at least every five (5) years;
4. Establish committees, subcommittees and ad hoc groups to address specific functions of the Orange County CoC, as needed;
5. Work with the Collaborative Applicant to develop and update annually a governance charter, which will include all procedures and policies needed to comply with HUD mandates, HEARTH Act regulations and a code of conduct and recusal process for the board, its chair(s), and any person acting on behalf of the board;
6. Consult with recipients and subrecipients to establish performance targets appropriate for population and program type, monitor Continuum of Care and Emergency Solutions Grant funded agencies performance, evaluate outcomes, and take action to address poor performers;
7. Evaluate outcomes of projects funded under the Emergency Solutions Grants program and the Continuum of Care program, and report performance measures to HUD as required;
8. In consultation with recipients of Emergency Solutions Grants program funds within the geographic area, establish and operate a Coordinated Entry System that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services. The CoC must maintain specific policy to guide the operation of the Coordinated Entry System on how its system addresses the needs of individuals and families who are fleeing, or attempting to flee, domestic violence, dating violence, sexual assault, or stalking, but who are seeking shelter or services from nonvictim service providers in compliance with any requirements established by HUD Notice; and

9. In consultation with recipients of Emergency Solutions Grants program funds within the geographic area, establish and consistently follow written standards for providing Continuum of Care assistance. At a minimum, these written standards must include:

    a. Policies and procedures for evaluating individuals' and families' eligibility for assistance;

    b. Policies and procedures for determining and prioritizing which eligible individuals and families will receive transitional housing assistance;

    c. Policies and procedures for determining and prioritizing which eligible individuals and families will receive rapid rehousing assistance;

    d. Standards for determining what percentage or amount of rent each program participant must pay while receiving rapid rehousing assistance;

    e. Policies and procedures for determining and prioritizing which eligible individuals and families will receive permanent supportive housing assistance; and

    f. Where the CoC is designated a high-performing community, as described in Subpart G, policies and procedures set forth in 24 CFR 576.400(e)(vi), (e)(vii), (e)(viii), and (e)(ix).

B. Designating and operating a Homeless Management Information System.
The Orange County CoC will:

1. Designate a single Homeless Management Information System (HMIS) for the geographic area;

2. Designate an eligible applicant to manage the CoC's HMIS, which will be known as the HMIS Lead;

3. Review, revise and approve a privacy plan, security plan, and data quality plan for the CoC HMIS;

4. Ensure consistent participation of recipients and subrecipients in the HMIS;

5. Ensure the HMIS is administered in compliance with requirements prescribed by HUD;

6. Ensure the HMIS operates efficiently and effectively to promote HUD funded and non-funded agency participation, system coordination, and utilization and performance is achieved; and

7. Ensure that HMIS captures the Coordinated Entry System Core Elements of Access, Assessment, Prioritization and Referral through program participation by recipients and subrecipients.

C. Continuum of Care Policies, Procedures and Standards
The Orange County CoC will:

1. Have a Policies, Procedures and Standards Committee that meets at least two times a year or as needed for the review of policies, procedures and standards of the Orange County Continuum of Care;

2. Have its various committees, subcommittees, and ad hocs proposed drafts, revisions and/or updates to policies, procedures and/ or standards be submitted to the Policies, Procedures and Standards Committee;

3. Have all proposed policies, procedures and standards reviewed and vetted by the Policies and Standards Committee to ensure adherence to the HEARTH Act, HUD Notices and regulations, best practices and evidenced-based approaches, prior to being presented to the CoC Board for adoption; and

4. Engage the public, including homeless and formerly homeless individuals, in policy and standards development and/or revisions that affect the operations of the CoC and ESG funded programs.

D. Continuum of Care Planning.

The Orange County CoC and the Collaborative Applicant (County of Orange) will develop a plan that includes:

1. Coordinating the implementation of a housing and service system within its geographic area that meets the needs of the homeless individuals, including unaccompanied youth, and families. At a minimum, this system encompasses the following:

   a. Outreach, engagement, and assessment;

   b. Shelter, housing, and supportive services;

   c. Prevention and diversion strategies.

2. Planning for and conducting an annual shelter homeless count and a biennial unsheltered homeless count by Service Planning Area that meets the following requirements:

   a. Homeless persons who are living in a place not designed or ordinarily used as a regular sleeping accommodation for humans must be counted as unsheltered homeless persons;

   b. Persons living in emergency shelters and transitional housing projects must be counted as sheltered homeless persons; and

   c. Other requirements established by HUD Notice or to meet local objectives.

3. The HMIS Lead Agency will assist the Collaborative Applicant in conducting an annual gaps analysis of the homeless needs and services available within the geographic area and/or Service Planning Areas;

4. Providing information required to complete the Consolidated Plan(s) within the CoC's geographic area;

5. Consulting with State and local government Emergency Solutions Grants program recipients within the CoC's geographic area on the plan for allocating Emergency Solutions Grants program funds and reporting on and evaluating the performance of

Emergency Solutions Grants program recipients and subrecipients. Emergency Solutions Grant entitlements include:

- County of Orange
- Santa Ana
- Anaheim
- Garden Grove

E. Annual Competitive Application for Continuum of Care Funding
The Orange County CoC will:

1. Design, operate, and follow a collaborative process for the development of applications and approve the submission of applications in response to a Notice of Funding Availability (NOFA) published by HUD;

2. Establish priorities for funding proposals to meet needs within in the geographic area;

3. Support the Collaborative Applicant in compiling the required application information from all projects within the geographic area that the CoC has selected for funding; and

4. Retains all of its responsibilities, even if it designates one or more eligible applicants other than itself to apply for funds on behalf of the CoC. This includes approving the CoC application.

V. Orange County CoC Structure:

The operations and management of the Orange County CoC and its responsibilities are structured in four segments.

A. CoC Collaborative Applicant and Fiscal Agent
The Orange County CoC designates the County of Orange as Collaborative Applicant and Planning Grant recipient for homelessness assistance programs throughout the Orange County CoC. The County of Orange will comply with the provisions of 24 CFR 578.7, including coordinating with the development of the CoC system, CoC planning, Coordinated Entry System, HMIS and the support of the various functions and activities as required by the HEARTH Act.

In addition, the Orange County CoC Board designates the County of Orange as administrative and fiscal entity for homeless funding to support the development of the System of Care. The County of Orange is the administrative and fiscal entity for state and local funding from homeless programming that designates the CoC as the eligible applicant and requires the local government entity to be the fiscal agent.

B. Orange County CoC Board

As noted in §578.5(b) of the HEARTH Act, "The Continuum of Care must establish a board to act on behalf of the Continuum using the process established as a requirement by § 578.7(a)(3) and must comply with the conflict-of-interest requirements at § 578.95(b)."

The Continuum of Care Board is therefore acting on behalf of the members of the Orange County CoC. To this end, the Orange County CoC will strategically comprise a governing board that represents the stakeholder groups enumerated in the HEARTH Act which require the CoC Board to be representative of relevant organizations and of projects serving homeless subpopulations within Orange County, including at least one (1) homeless or formerly homeless individual.

1. Continuum of Care Board Responsibilities

   The Continuum of Care Board will:

   a. Conduct the hands-on work and facilitate the committees, subcommittees and ad hoc groups of the Orange County CoC. Every member of the CoC Board must serve on a minimum of one committee, subcommittee, or ad hoc each year;
   b. Build community awareness of the needs of all homeless and at-risk populations identified in the CoC;
   c. Ensure, to the greatest extent possible, access to services by the subpopulations enumerated in this charter;
   d. Ensure relevant organizations and projects serving various homeless and at-risk subpopulations are represented in the planning and decision- making for the overall coordination of homeless services in the CoC;
   e. Ensure regional coordination and collaborative work across the CoC through the use of the Coordinated Entry System;
   f. Coordinate the CoC Programs and set goals and priorities for ending homelessness in Orange County;
   g. Approve Orange County CoC policies as recommended by committees;
   h. Create committees, subcommittees and ad hoc groups necessary for the proper and efficient functioning of the Orange County CoC, including the CoC program Notice of Funding Opportunity (NOFO); and
   i. Dissolve committees, subcommittees and ad hoc groups, if they are determined to be unnecessary for the proper and efficient functioning of the Orange County CoC.

2. Continuum of Care Board Composition

   The CoC Board is comprised of 19 to 25 members in total, who are elected by the voting General Membership, with an odd number of members selected during each election. A quorum consists of fifty percent (50%) plus one (+1) voting members present. The CoC Board shall be comprised of members that provide a well-balanced perspective with multiple experiences and backgrounds to best lead the response to homelessness in the Orange County CoC.

   a. The CoC Board designations are: The CoC Board includes three (3) Officers, who shall be elected by the CoC Board each year. These positions include:

i. Chair: Responsible for leading the monthly CoC Board meetings and facilitating the work of the Orange County CoC, as determined in this Charter.
ii. Vice-Chair: Responsible for chairing CoC Board meetings in the absence of Chair or when Chair must recuse themself
iii. Secretary: Responsible for tracking attendance and motions for CoC Board meetings, reviewing the draft CoC Board meeting minutes, and chairing CoC Board meetings in the absence of both the Chair and Vice Chair, or when Chair and Vice Chair must recuse themselves

b. The CoC Board shall have 19 to 25 total CoC Board member seats, with an odd number of members appointed during each election. The makeup of the CoC Board shall include at least the following number of people with each of these experiences and backgrounds. One person may represent more than one of these experiences and backgrounds. By January 2027, the CoC Board will include at least one representative from the Youth Action Board (YAB).
    i. People who have experienced homelessness or housing instability. At least 30% of the CoC Board must be comprised of people with lived experience, though the CoC Board can prioritize including more in any given year. This includes:

        1. At minimum, two (2) seats will be determined by the Lived Experience Advisory Committee (LEAC). This could be the LEAC chair or someone else.
        2. At minimum, two (2) seats will be determined by the YAB. This could be the YAB chair or someone else.
        3. It is important to the CoC Board that the Board members with lived experience of homelessness represent an array of household and age makeups. However, because some people with lived experience may not want to disclose that experience publicly, there are no required seats for people from specific household types or age groups. Ideally, the Board is recommended but not required to include at least one person from each of the following groups:
            a. Lived experience of homelessness as a Transitional Age Youth (TAY) in the last five (5) years
            b. Lived experience of homelessness as a single adult
            c. Lived experience of homelessness with their family
            d. Lived experience of homelessness as an older adult
            e. Lived experience of homelessness as a person with a disability

    ii. People whose experiences reflect those of the people experiencing homelessness within the CoC. Each nomination and election cycle, the CoC Nominating Ad Hoc will utilize the most recently available data, including but not limited to HMIS, Point-in-Time (PIT) Count, and American Community Survey (ACS) data, to determine how to prioritize desired representation and expertise to ensure that the CoC Board membership background and experience recommendations align with current trends in who experiences

homelessness in Orange County.

iii. People who are currently representing, in a professional capacity, the following:
   1. Veteran/military service-focused agency (at least 1)
   2. Emergency Solutions Grant (ESG) Program entitlement jurisdiction (at least 1)
   3. Public Housing Agency (PHA) (at least 1)
   4. Domestic violence agency (at least 1)
   5. Education field / McKinney-Vento liaison (at least 1)
   6. Behavioral health field, which may include a Certified Community Behavioral Health Clinic (CCBHC) (at least 1)
   7. Health care field, which may include a Federally Qualified Health Center (FQHC), Healthcare for the Homeless, or other accessible primary care provider (at least 1)
   8. TAY Agency (at least 1)
   9. Family Agency (at least 1)
   10. Business community, such as a member of the Business Improvement District
   11. Law enforcement
   12. Recovery Housing or Sober Living provider
   13. Local workforce development organization, such as a member of the local Workforce Development Board, State Workforce Agencies, or American Job Centers
   14. Local court system managing Assisted Outpatient Treatment (AOT) and/or other civil commitment processes, or from specialty courts (e.g. Mental Health Court, Drug Court, Care Court)
   15. People with experience with the following parts of the CoC. Ideally, the CoC Board will include members who represent all parts of the system, but at minimum the CoC Board must include members who represent at least three (3) of the following:
      a. Diversion
      b. Street Outreach
      c. Prevention
      d. Emergency Shelter
      e. Rapid Rehousing
      f. Permanent Supportive Housing
      g. Faith-based organization or community
      h. Affordable housing development background

c. Continuum of Care Board Support
   i. Collaborative Applicant – Shall serve as the designated entity responsible for coordinating and supporting the Continuum of Care (CoC) overall governance, planning, funding, and compliance activities for state and federal funding sources. This may be led by the CoC Manager and/or other County of Orange staff, in coordination with the CoC Board Officers.
   ii. HMIS Lead Agency – Shall be responsible for the administration, oversight, and ongoing management of the CoC's Homeless Management Information

System (HMIS), including data quality, security, reporting, system compliance, and technical support, consistent with applicable federal, state, and local requirements. Shall work collaboratively with the Collaborative Applicant to provide data to the CoC Board to assist in evaluating utilization, performance and system gaps.

iii. Coordinated Entry System Lead Agency – Shall be responsible for the administration and oversight of the CoC's Coordinated Entry System (CES), ensuring that access, assessment, prioritization, and referral processes are implemented consistently, equitably, and in accordance with applicable policies and procedures, as approved by the CoC Board.

3. Continuum of Care Board Selection Process

In advance of each term expiration, the following steps are to be completed to select new CoC Board Members:

a. A Nominating Ad Hoc of at least six (6) people will be appointed annually by the CoC Board Chair.
   i. At least one (1) member of the Nominating Ad Hoc will be a CoC Board member whose seat is not up for election.
   ii. At least one (1) member of the Nominating Ad Hoc will be a Voting General Member or represent an organization that has a Voting General Member.
   iii. At least four (4) members of the Nominating Ad Hoc will not be current CoC Board members.
b. The Nominating Ad Hoc will review the CoC Governance Charter (Charter) and make any proposed revisions needed to ensure the CoC Board composition, selection process, and qualifications align with the community's priorities and the backgrounds and experiences of key partners, including people with lived experience, in the community. The Nominating Ad Hoc will review the most recently available data to provide due diligence to ensure that the CoC Board membership background and experience recommendations align with current trends in who experiences homelessness in Orange County. The recommended Charter changes will go to the CoC Board for approval. Should the CoC Board provide feedback or recommendations to the proposed changes, the Nominating Ad Hoc will review feedback and incorporate the CoC Board recommendations into the Charter to inform the nomination and election process. In the event that the Nominating Ad Hoc is not in agreement with the CoC Board feedback and recommendations to the Charter, the Nominating Ad Hoc will submit a new version of the Charter for the CoC Board to review and approve before the rest of the CoC Board nomination and election process moves forward.
c. The Nominating Ad Hoc will support the Collaborative Applicant in outreach to potential CoC Board candidates to make them aware of the upcoming CoC Board election. These outreach efforts will help ensure adequate representation of backgrounds and experiences listed in the CoC Board composition.
d. The Voting General Membership will be notified of the nomination period, start and end, as well as the process to nominate a candidate or express interest in being a candidate.

e. The Nominating Ad Hoc will support the Collaborative Applicant in reviewing submitted applications and verifying qualifications and background and experience of all candidates who apply to serve as CoC Board Members or Officers. The Nominating Ad Hoc will determine a process to verify all candidates meet minimum qualifications before referring such candidates to the CoC General Membership.
f. The CoC General Membership will vote by secret ballot on the slate of qualified candidates. The Nominating Ad Hoc will utilize a prioritization tool that identifies candidates with the highest votes and ensures desired representation of various experiences and backgrounds for the CoC Board membership. The selected candidates will be presented to the CoC Board for ratification. If the selected candidates are not ratified by the CoC Board, the Nominating Ad Hoc may review the results of the voting and selection process and return to the CoC Board at the following meeting.
g. The Lived Experience Advisory Committee (LEAC) will select a minimum of two people to represent them on the CoC Board. The CoC General Membership will not vote on the representatives' participation on the CoC Board.
h. The Youth Action Board (YAB) will select a minimum of two people to represent them on the CoC Board. The CoC General Membership will not vote on the representatives' participation on the CoC Board.
i. Should a member leave before the expiration of their term, the Collaborative Applicant will confirm whether the vacancy needs to be filled to meet the designated CoC Board composition. The Collaborative Applicant will utilize the applications and prioritization tool from the most recent election to identify a candidate with the highest votes and fulfills desired representation. If the*designated CoC Board composition cannot be fulfilled, the Collaborative Applicant will follow the same process as outlined above in items a. through f. Appointments made to fill a vacancy left by a member before the expiration of their term shall be for the remaining term of the member.
j. The traditional nominating and election timeline is as follows:

    i. August/September – CoC Board Chair appoints Nominating Ad Hoc
    ii. September/October – Nominating Ad Hoc convenes to review and update sections of the Charter that pertain to the CoC Board composition, selection process, and qualifications
    iii. October/November – Nominating Ad Hoc outreaches to potential CoC Board candidates. The Nominating Ad Hoc will determine a process to verify that CoC Board candidates meet minimum qualifications for the Board.
    iv. November/December – Candidates who moved forward are presented to the CoC General Membership for voting/election.
    v. December – CoC Board ratifies slate of elected candidates by the CoC General membership.
    vi. January – CoC Board seating takes place. Outgoing CoC Board and CoC Board Support will provide training and orientation for incoming CoC Board.

k. CoC Board Member Terms
    i. CoC Board members will serve a three (3) year term;

ii. CoC Board members will be given the option to renew their term after the completion of one (1) term, membership on the CoC Board will be confirmed through the election process by the CoC General membership;
iii. CoC Board members will serve no more than two (2) consecutive full terms;
iv. CoC Board members who have served two (2) consecutive full terms must wait one (1) year before being eligible to serve again on the CoC Board

l. At the first meeting of the calendar year, the CoC Board will elect the Board Officers (Chair, Vice-Chair and Secretary) to serve for one-year terms. CoC Board Officers may serve for more than one (1) term.

4. Continuum of Care Board Qualifications

All CoC Board members must bring a commitment to the work to end homelessness using best practices adopted locally. CoC Board members with lived experience of homelessness who are not also representing a local organization will be compensated for their time and expertise using the CoC's current compensation methods and rates.* The Orange CoC Board Members and Officers are selected to represent various personal and professional backgrounds, experiences, and entities. As a whole, the Board should:

i. Be representative of the people who experience homelessness in Orange County;
ii. Have complementary skill sets;
iii. Represent a balance of community partners in the region; and
iv. Be willing to collaborate with other potential CoC Board Members and bring in new leaders.

5. Potential and current CoC Board Members must be current voting General Members who demonstrate:
   i. A high level of ethical behavior, including compliance with the Conflict of Interest and Recusal process as defined in this Charter;
   ii. Working knowledge of, compassion about, and commitment to ending homelessness and furthering effectiveness and collaboration within the CoC Board and across the CoC's work.
   iii. Leadership and collaborative spirit in the best interest of the Orange County CoC.
   iv. Willingness and ability to consistently attend meetings and participate in Committees, with accommodation as needed.

6. All CoC Board members must attend at least 75% of meetings each year and not be absent for three (3) consecutive meetings in order to remain in good standing. All CoC Board members must also participate in at least one (1) committee, working group, or ad hoc each year, and attend at least 75% of the meetings. CoC Board Members failing to meet the attendance standard will be subject to removal by majority vote fifty percent plus one (50% + 1) of the CoC Board.
   i. When there is a strategic plan, CoC Board members serving as a Chair of a committee will be de-facto owners of their committees' assigned strategies to own. Should a CoC Committee Chair be unable to participate as an owner,

a representative from their CoC Committee may be appointed.

5. Continuum of Care Board Meetings

    1. All meetings will be open to the public except as otherwise determined by the CoC Board. Any person who attends an Orange County CoC meeting may be asked by the CoC Board Chair to leave if the person is disruptive; if a conflict of interest applies; or if an agenda business item(s) is deemed by the CoC Board Chair to be of such nature that it involves only Orange County CoC closed session business.
    2. Robert's Rules of Order Abridged-Revised will guide the process during all meetings.

    3. An annual calendar of the CoC Board meetings will be recommended to the CoC Board for adoption at the CoC Board meeting in October and presented at the Service Provider Forum meeting in November. The CoC Board meetings calendar will be distributed to all members electronically and published on the County of Orange – Homeless Services website.

6. Continuum of Care Board Documentation

    1. The Orange County CoC Board will conduct and transact business in a fair and transparent manner. To this end, the CoC Board will maintain records of all Orange County Continuum of Care agendas and minutes and make these available upon request.

    2. The Collaborative Applicant will keep record of all HEARTH Act policies, calendars, meeting minutes, and records.

7. CoC Board Conflict of Interest and Code of Conduct

    1. Conflict of Interest – Members serving on the CoC Board or any of its committees, ad hocs and/or working groups, shall abstain from voting on any issue in which they may be personally vested to avoid a conflict of interest in accordance with County, State and Federal laws, regulations and ordinances and shall refrain from engaging in any behavior that conflicts with the best interest of the CoC. Members must comply with the conflict of interest and recusal process found in the § 578.95 Conflicts of interest of the HEARTH Act[1] and any additional requirements as outline in the Charter and the Orange County CoC Conflict of Interest Policy and Procedure (Attachment A).

        a. Members shall not vote nor attempt to influence any other Member on a matter under consideration by the CoC Board or any of its committees, ad hocs or working groups as follows:

[1] 1 CFR 24 578.95 § 578.95 Conflicts of Interest: https://www.hudexchange.info/resource/2035/coc-program-interim-rule-formatted-version/

i. Regarding the provision of services by such member (or by an entity that such member represents); or
ii. By providing direct financial benefit to such member or the immediate family of such member; or
iii. Engaging in any other activity determined by County, State or Federal law, regulations and ordinances to constitute a conflict of interest.

b. Determining Whether a Conflict of Interest Exists – If a question arises as to whether a conflict exists that may prevent a Member from voting, the CoC Board Chair or designee may consult with designated Collaborative Applicant staff to assist in making that determination.

c. Neither the CoC Board nor any of its Members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem or any other identifier of the CoC Board.

d. No assets or assistance provided by the Collaborative Applicant to the CoC Board shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

2. Code of Conduct – Members serving on the CoC Board or any of its committees, ad hocs or working groups, are entrusted with specific responsibilities related to use of public funds invested in addressing homelessness. Members are expected to observe the highest standards of ethical conduct in the execution of these responsibilities. In the performance of their duties, Members are expected to carry out the mandate of the Orange County CoC to the best of their ability and to maintain the highest standards of integrity while interacting with other Members, Orange County CoC representatives, service recipients, service providers, and the public, as outlined in the Orange County CoC Code of Conduct (Attachment B).

a. The Orange County CoC prohibits the solicitation and acceptance of gifts or gratuities by the CoC Board, committees, ad hocs or working groups, Voting Members, or employees and agents of the Collaborative Applicant from anyone who intends to receive personal benefit or preferential treatment. Violation of any portion of this Code of Conduct could subject a CoC Voting Member to immediate termination from membership as determined by the CoC Board;

b. The Orange County CoC promotes impartiality in performing official duties and prohibits any activity representing a conflict of interest. Individuals should not act on a matter if a reasonable person who knew the circumstances of the situation could legitimately question fairness;

c. Members shall:

i. Put forth honest effort in the performance of their duties;

ii. Not knowingly make unauthorized commitments or promises of any kind purporting to bind the Orange County CoC without previous CoC Board approval;

iii. Disclose waste, fraud, abuse and corruption to the appropriate authorities;

iv. Adhere to all laws and regulations that provide equal opportunity to all United States citizens regardless of race, color, religion, sex, gender, sexual orientation, national origin, age, or disability, or any other protected category;

v. Conduct themselves with courtesy and respect. Personal relationships should not result in special considerations that influence the performance of their official duties in a manner contrary to the interest of the broader Orange County CoC. Members are expected to exercise adequate control and supervision over matters for which they are individually responsible.

vi. Assure that the resources entrusted to them are used for conducting official business only. Members of the CoC Board must abide by the Conflict of Interest Policies established for CoC Board operations (See Section V.B.7.1.).

vii. Protect any confidential information provided to, or generated by, the activities of the Orange County CoC; and

viii. Not use confidential information of the Orange County CoC for any purpose or disclose such confidential information to any third party, except as necessary to perform their duties and responsibilities as members of the CoC Board.

3. Termination Policy - Any Member, or the entire CoC Board, may be removed for cause by a two-thirds (2/3) vote of the Orange County CoC Voting Membership at a specially called meeting. Cause is constituted by a violation of the Conflict of Interest regulations or a violation of the Code of Conduct.

C. <u>CoC General Membership</u>

CoC General Membership is based upon organizations within the Geographic Area participating in the responsibilities of the Orange County CoC by having organizational representatives actively participate in CoC Board, committees, ad hocs and working groups.

As noted in § 578.5 Establishing the CoC. Relevant organizations will include:

> "Nonprofit homeless assistance providers, victim service providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social service providers, mental health agencies,

hospitals, universities, affordable housing developers, law enforcement, and organizations that serve veterans and homeless and formerly homeless individuals."

Additionally, the Orange County CoC will strive to ensure representation from an array of public agencies including those dedicated to behavior health; substance use recovery services; health; employment training and development; youth; and housing and community development.

a. Nominations for Orange County CoC General Membership
A public invitation within the Geographic Areas of the CoC will be extended annually for new members to join in accordance with the HEARTH Act as described in § 578.7 Responsibilities of the CoC.

b. General Membership Terms
There is no term limit. Membership, however, may be terminated by the Orange County CoC in accordance with subsection I. Removal below.

c. Continuum of Care Meetings
The Orange County CoC will hold meetings of the full membership with published agendas at least twice a year. The Orange County Service Provider Forum serves to facilitate CoC full membership meetings.

d. Quorum
A number equal to a majority of those belonging to the Orange County CoC will constitute a quorum for the transaction of business at any general membership meeting.

e. Voting
At all meetings, business items may be decided by arriving at a consensus. If a vote is necessary, all votes will be by voice or ballot at the will of the majority in attendance. The exception to this rule is a vote to elect Members, in this case a vote will be held by secret ballot. Each active organization will have one vote given by one representative even when more than one organizational representative is present. No active organization may vote on any item which presents a real or perceived conflict-of-interest.

f. Conflict of Interest
CoC General Members must comply with the conflict of interest and recusal process found in the § 578.95 Conflicts of interest of HEARTH Act[2] and any additional requirements as outline in the Charter and the Orange County CoC Conflict of Interest Policy and Procedure (Attachment A).

g. Code of Conduct

[2] CFR 24 578.95 § 578.95 Conflicts of Interest: https://www.hudexchange.info/resource/2035/coc-program-interim-rule-formatted-version/

Members will ensure a commitment to the Orange County CoC Code of Conduct (Attachment B).

h. Removal
Any CoC General Member of the Orange County CoC may be removed by a two-thirds majority of all organizations present during a scheduled meeting.

D. Collaboration with Commission to End Homelessness
The Commission to End Homelessness focuses on regional policy and implementation strategies, affordable housing development, data and gaps analysis, best practice research, social policy and systems change to promote an effective response to homelessness within the County of Orange. The CoC Board will regularly provide information and recommendations around CoC funded homeless programs to the Commission to End Homelessness. This will ensure regional alignment of efforts to resolve homelessness.

1. The CoC Board will collaborate with the Commission to End Homelessness to:

   a. Address gaps within the System of Care;

   b. Strengthen operational performance;

   c. Ensure regional access and alignment;

   d. Receive expertise related to each System of Care component in support of the CoC System integration objectives; and

   e. Identify, secure and prioritize funding opportunities that provide system enhancements within the five components of the System of Care" Community Corrections, Behavioral Health, Healthcare, housing, Benefits and Support Services.

2. The CoC Board will at least annually report to the Commission to End Homelessness on the progress of the Orange County CoC. These reports may include:

   a. HUD System Performance Measures (SPM) Report

   b. Housing Inventory Chart (HIC)

   c. Gaps Analysis Reports

   d. Point-in Time (PIT) Count (unsheltered biennially and sheltered annually)

   e. Funding priorities, grants and funding awards from federal and state government

   f. Any other reports requested by the Commission to End Homelessness to help further system of care policy recommendations and regional system

development.

3. The chairperson of the CoC Board and the Commission to End Homelessness may establish ad hoc committees to provide recommendations regarding time-limited tasks that support the goals of the Commission to End Homelessness and assist in the functions of the CoC Board.
4. Non-conflicted Commission to End Homelessness members may participate on review panels concerning the award of a grant or other program funding related to the CoC when there is a conflict of interest among CoC Board members.

VI. Continuum of Care Legal Entity

The County of Orange is the Collaborative Applicant who will submit grants to HUD on behalf of the project applicants comprised in the Orange County CoC. All contracts funded by the CoC competition have direct contracts with HUD. Submission will be in compliance with § 578.9. The County of Orange is the designated administrative entity and fiscal agent for homeless services system funding awards that intersect with the CoC and the System of Care programs.

VII. Public Statement and Media Policy

In the interest of presenting a unified voice in the community, the Collaborative Applicant, County of Orange, is the designated spokespersons and media points of contact for the Orange County CoC for inquiries or official statements related to the Orange County CoC. Members will refrain from making public comments or speaking to the media on behalf of the Orange County CoC, unless the Collaborative Applicant determines that the interests of the Orange County CoC are best served by another member speaking on behalf of the group. When making public statements or speaking to the media on issues related to homelessness, Members will make clear, to the best of their ability, whether they are speaking in their own organization's/individual's name or on behalf of the Orange County CoC.