



**NWA CONTINUUM
OF CARE**

CONNECTING PEOPLE
WITH COMMUNITY

Governance Charter

Serving Benton, Carroll, Madison, and Washington Counties

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1. Purpose of the Charter

A. What is a Continuum of Care?

A Continuum of Care (CoC) is the group organized to carry out the responsibilities prescribed in the CoC Program Interim Rule for a defined geographic area. Responsibilities include operating the CoC, designing and operating a Homeless Management Information System (HMIS), planning for the CoC (including coordinating the implementation of a housing and service system within its geographic area that meets the needs of the individuals and families who experience homelessness there), and designing and implementing the process associated with applying for CoC Program funds.

The Northwest Arkansas Continuum of Care is an inclusive, community-based group that plans for and manages homeless assistance resources and programs efficiently and effectively with the ultimate goal of ending homelessness in our four counties.

This Charter outlines the structure of the Northwest Arkansas Continuum of Care and defines and assigns the roles and responsibilities designated in the [CoC Interim Rule](#) (24 C.F.R. § 578) as well as any other responsibilities designated by the CoC membership.

B. CoC Name and Geography

The name of this CoC shall be “NWA CoC”.

The CoC is made up of 4 counties: Benton, Carroll, Madison, and Washington.

2. Composition of the CoC

A. Structural Organization of the CoC

The CoC is composed of the following defined entities:

- CoC members,
- CoC Board of Directors
- Collaborative Applicant
- HMIS Lead Agency
- Coordinated Entry Lead Agency

B. Collaborative Applicant/Lead Agency for the CoC

The CoC designated the Northwest Arkansas Continuum of Care (nonprofit) to be the lead agency (Collaborative Applicant) for the CoC. In this role, Northwest Arkansas Continuum of Care (nonprofit) carries out all responsibilities of the CoC Collaborative Applicant as described in the CoC Interim Rule and in compliance with rules, notices, and policies published by the U.S. Department of Housing and Urban Development (HUD). The CoC Board has implemented, and reviews annually, a memorandum of understanding (MOU) with the Collaborative Applicant.

The Collaborative Applicant is the only entity that may apply for CoC planning grant project funds in HUD’s annual CoC Program Competition.

C. Homeless Management Information System (HMIS) Lead

The CoC has designated the Northwest Arkansas Continuum of Care (nonprofit) to be the HMIS Lead for the CoC. In this role, the CoC Executive Director oversees all responsibilities for administering the CoC’s HMIS as described in the CoC Interim Rule and in compliance with rules, notices, and policies published by HUD. The CoC Board has implemented, and reviews annually, an MOU with the HMIS Lead Agency.

The HMIS Lead agency through the Northwest Arkansas Continuum of Care (nonprofit) is the only entity that may apply for HMIS project funds in the annual CoC Program Competition.

D. CoC Membership

The Northwest Arkansas Continuum of Care is the core organizing and implementation entity for local delivery of housing and service initiatives intended to prevent and end homelessness. The NWA CoC brings local providers and stakeholders together to collaboratively address homelessness and plan for housing and services.

Membership of the organization is open to person with lived experience of homelessness both current and past, service providers, governmental representatives, civic organizations and individuals committed to increasing the availability and quality of services to persons or families who are experiencing or who are near homelessness.

E. Coordinated Entry Lead

The CoC has designated the Northwest Arkansas Continuum of Care (nonprofit) to be the Coordinated Entry lead for the CoC. In this role, the CoC Coordinator carries out all responsibilities for administering the CoC’s Coordinated Entry as described in the CoC Interim Rule and in compliance with rules, notices, and policies published by HUD. The CoC Board has implemented, and reviews annually, an MOU with the Coordinated Entry Lead Agency.

F. CoC Board

The CoC Board coordinates policies, strategies, and activities toward ending and preventing homelessness in the Northwest Arkansas CoC geographical area. The Board gathers and analyzes information to determine the local needs of people experiencing homelessness, implements strategic responses, educates the community on issues related to homelessness, provides advice and input on the operations of homeless services, and measures CoC performance to strengthen the housing and service system and its outcomes.

The Board reports to and is accountable to the full membership of the CoC.

Responsibilities of the CoC

G. Regulatory Responsibilities of the Continuum of Care (24 C.F.R. § 578.7)

Required Activities:	Responsible Party(s):
Responsibility A: Operate the CoC	
(1) Hold meetings of the full membership, with published agendas.	CoC Board, Collaborative Applicant
(2) Issue a public invitation for new members from within the CoC’s geographic area at least annually.	Collaborative Applicant
(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 once every 5 years.	CoC Board
(4) Appoint additional committees, subcommittees, or workgroups.	CoC Membership
(5) In consultation with the Collaborative Applicant and the HMIS Lead, develop, follow, and update annually a governance charter, which will include all procedures and policies needed to comply with Responsibility B and with HMIS requirements as prescribed by HUD; and a code of conduct and recusal process for the Board, its chair(s), Rank and Review Committee, and any person acting on behalf of the Board.	CoC Board, Collaborative Applicant, HMIS Lead; requires formal membership approval
(6) Consult with recipients and subrecipients to establish performance targets appropriate for population and program type, monitor recipient and subrecipient performance, evaluate outcomes, and take action against poor performers.	Collaborative Applicant
(7) Evaluate outcomes of projects funded under the ESG program and the Continuum of Care Program, and report to HUD.	Collaborative Applicant
(8) In consultation with recipients of ESG program funds within the geographic area, establish and operate either a centralized or coordinated assessment system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services. The CoC must develop a specific policy to guide the operation of the centralized or coordinated assessment system on how its system will address 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 non-victim service providers. This system must comply with any requirements established by HUD.	Collaborative Applicant
(9) In consultation with recipients of ESG program funds within the geographic area, establish and consistently follow written standards for providing CoC assistance.	Collaborative Applicant

Responsibility B: Designate and Operate an HMIS	
(1) Designate a single HMIS for the geographic area.	CoC Membership; requires formal membership approval
(2) Designate an eligible applicant to manage the CoC's HMIS, which will be known as the HMIS Lead.	CoC Membership; requires formal membership approval
(3) Review, revise, and approve a privacy plan, security plan, and data quality plan for the HMIS.	HMIS Lead
(4) Ensure consistent participation of recipients and subrecipients in the HMIS.	HMIS Lead
(5) Ensure the HMIS is administered in compliance with requirements prescribed by HUD.	HMIS Lead
Responsibility C: CoC Planning	
(1) Coordinate 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, such a system must encompass the following: (i) Outreach, engagement, and assessment; (ii) Shelter, housing, and supportive services; and (iii) Prevention strategies.	Collaborative Applicant
(2) Plan for and conducting, at least biennially, a PIT count of homeless persons within the geographic area that meets HUD requirements.	Collaborative Applicant, PIT Count Committee
(3) Conduct an annual gaps analysis of the homeless needs and services available within the geographic area.	Collaborative Applicant, Data Committee
(4) Provide information required to complete the Consolidated Plan(s) within the CoC's geographic area.	Collaborative Applicant
(5) Consult with state and local government ESG program recipients within the CoC's geographic area on the plan for allocating ESG program funds and reporting on and evaluating the performance of ESG program recipients and subrecipients.	Collaborative Applicant
Responsibility D: Preparing the Application for CoC Program Funds	
(1) Establish priorities for funding projects within the geographic area.	Board
2) Design, operate, and follow a collaborative process for developing applications and approving the submission of applications in response to the HUD NOFO in concert with funding opportunities and plan adopted by the CoC. The CoC should also ensure that all project applications are submitted by eligible participants.	Board, Collaborative Applicant

<p>(3) Designate an eligible applicant to serve as the Collaborative Applicant. The Collaborative Applicant may:</p> <ul style="list-style-type: none"> (i) Apply for planning dollars on behalf of the CoC; (ii) Submit the annual CoC Consolidated Application on behalf of the CoC; and (iii) Collect and combine the application information from all project applicants within the CoC’s geographic area. 	<p>CoC Membership</p>
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3. Membership Outreach and Meetings

A. Recruitment of and Outreach to CoC Members

The Collaborative Applicant will publish and appropriately disseminate an open invitation at least annually for persons within the CoC area to join as new CoC members. Recruitment efforts will be documented by the Collaborative Applicant.

The CoC identifies and incorporates membership from an array of essential sectors, ranging from key providers to other vital community partners. The CoC recruits members to ensure that it meets all membership requirements set forth in its Governance Charter, including representation of participating geographies, certain populations, and certain organizations. Individuals who have or are presently experiencing homelessness must be represented within CoC membership. Additionally, outreach will be conducted to obtain membership from the following groups as they exist within the NWA CoC’s geographic area and are available to participate in the CoC:

- Persons who are currently experiencing or have experienced homelessness
- Victim service providers
- Faith-based organizations
- Public housing agencies
- Advocates
- Homeless Youth Agencies
- Mental Health agencies
- School districts
- Hospitals and Health Care Systems
- Universities
- Affordable housing developers
- Law enforcement
- People who have been incarcerated
- Representatives of business and financial institutions
- Representatives of private foundations and funding organizations
- Social service providers
- State and local government agencies
- Representatives from communities who are underserved or overrepresented among people experiencing homelessness such as Black, Asian, Latinx, Pacific Islanders, and Indigenous Populations; People who identify as LGBTQIA+

B. Full Membership Meetings

The CoC will hold bi-monthly meetings of the full CoC membership. Committee meetings will be held monthly unless otherwise indicated by the committee structure.

The Collaborative Applicant will announce the date, time, and location of these meetings at the beginning of the month and will publish the meeting agenda at least one week before the meeting. Meeting agendas will be distributed via email for review before the meeting.

Membership in good standing is required for agencies to make an application through the CoC Notice of Funding Opportunity (NOFO, the annual HUD funding competition). A member in good standing is defined as a member agency that has a representative at a minimum of 75 percent of the CoC membership meetings and has paid their dues. Attendance may be achieved by a physical presence at a meeting or through teleconferencing if that option is offered. For members involved for less than a year, the membership requirements are waived.

Dues

Membership dues are paid yearly in the amount of \$50 per individual and \$150 per agency. Dues will be payable at the beginning of each calendar year. An agency that has paid dues is able to bring multiple agents to CoC meetings but allowed only one vote per issue.

4. Board Composition

A. Board Member Selection and Designation

The CoC Board is selected by the CoC membership. The Board will consist of 9 to 21 members, who serve a **three-year term with a maximum of two terms (6 total years)**.

B. Board Expectations

Board members are expected to:

- Attend at minimum 75 percent of meetings and contribute to informed dialogue on actions the group undertakes
- Actively serve on a CoC committee
- Participate in CoC activities, including the PIT count, Coordinated Entry, strategic planning, advocacy and public education efforts, project and system performance reviews, and the HUD CoC NOFO application process and other funding proposals; and
- Seek input from and report back to the constituency they represent on key issues and strategies, and otherwise keep abreast of needs and gaps in the CoC.

C. Persons with Lived Experience Representation

The CoC Board is required to have at least one member with lived experience, therefore persons with lived experience and who have utilized homeless housing or services will be encouraged to apply to serve on the Board. A person with lived experience can self-nominate or be nominated by a CoC member.

5. Governing Principles

A. Board Terms

Board members will serve two-year terms with a maximum of **two terms (4 years total)**. Board members must take an absence of one year before running for another board term. The term of office begins in January following an October election. Members are expected to follow the NWA CoC Code of Conduct.

B. Board Meetings

The Board shall meet bi-monthly, offering electronic participation and voting options. Board members are expected to have at least a 75 percent attendance rate at all Board meetings, including at least one of the two full membership meetings. Special meetings can be called by the Executive Committee on an as-needed basis.

C. Quorum at Board Meetings

A simple majority (50 percent + 1) of members at a Board meeting constitutes a quorum. A quorum is needed for all votes and specifically to (a) change the CoC Governance Charter, (b) approve the slate of Board members for the membership vote, and (c) elect officers.

D. Board Voting

The Board operates by consensus whenever possible. When a vote is necessary, each member shall have one vote upon any motion.

- A. No member shall vote on any issue where there could be a conflict of interest (refer to the Code of Conduct).
- B. Robert's Rules of Order will govern procedural questions during Board meetings.
- C. A simple majority vote of the members present will be used to settle issues that reach an impasse.

E. Proxy Voting

Board members can assign voting and other responsibilities to proxies on a short-term basis. Board members seeking to do this must communicate in writing, via email or text, with at least 48 hours' notice before votes or meetings, the name, and qualifications of their proposed proxy to the Executive Committee, noting the proposed duration of this status. Under exigent circumstances, the 48-hour notice requirement can be waived. A proxy cannot be used to circumvent the Code of Conduct.

F. Compensation

Board members will not be compensated for their services to the CoC.

G. Termination and Resignation

The Board reserves the right to remove persons from the Board if they do not meet expectations for participation and do not communicate with the Executive Committee about their absence. Members may be dismissed from the Board for violating the Code of Conduct. A member can be removed for cause by a majority vote of the Board.

A member who fails to attend 75 percent of meetings in a calendar year and fails to communicate will be considered to have resigned. If a Board member wishes to resign, the member shall promptly submit a letter of resignation to the chair.

H. Relationship Between the CoC Board and Full CoC Membership

Board meetings will be open to the full membership and the public. Between Board meetings, Board members and the Collaborative Applicant will keep the full membership informed by involving CoC members in workgroups and committees and sharing information (including meeting minutes, resources for homeless services providers, plans and implementation progress, data about homelessness in the region and the NWA CoC overall, and funding availability) via email list.

6. Board Officers

Officers will include a chair, vice chair, secretary, treasurer and a member at large. This group shall constitute the Executive Committee of the organization, as well as the CoC Executive Director who will serve in a non-voting role. Officers may serve **two consecutive 2-year terms** in the same role/office. If an officer is serving a partial term to finish out the term of another officer that has resigned or been removed, the partial term will not be part of the two consecutive terms, if later elected for that office.

A. Chair

The chair shall be elected by the full CoC membership and shall serve for a term of two years. The chair shall have the following responsibilities:

- Conduct all CoC board and general meetings.
- Ensure the actions of the CoC are consistent with this Charter, the laws of the State of Arkansas, and HUD rules and regulations.
- Lead an annual review of MOUs with the Collaborative Applicant and HMIS Lead Agency.
- Speak or assign someone to speak on behalf of the CoC, as requested.
- Ensure that individual standing committees' performances are regularly reviewed
- Set the CoC meeting schedule and agenda with the assistance of the Collaborative Applicant.
- Guide the CoC to move forward in addressing or implementing activities, regulations, etc. that address issues of individuals and families who are currently experiencing homelessness or are at risk of becoming homeless.
- Guide the CoC in short- and long-range planning.
- Ensure all CoC members are involved in the decision-making process.

B. Vice Chair

The vice chair receives and manages all appeals and grievances related to CoC funding and operations. The vice chair shall act when the chair is unavailable to act.

C. Secretary

The secretary shall be responsible for ensuring the records and minutes of the membership and board meetings are properly recorded, reviewed, and distributed in a timely manner. He/she will ensure the maintenance of meeting attendance records and will perform other such duties as may be delegated.

D. Election Process for Officers

The Nominating Committee shall accept and make recommendations to fill vacated officer positions. Committee members will seek to balance officer representation among participating agencies. Elections will be held annually in October with quarterly elections if there are interested parties.

7. CoC Committees

CoC members are encouraged to actively participate in CoC Committee activities, correspondence, sub-committees, and/or ad hoc committees. All committees other than the Executive Committee are open to non-Board members. Attendance and minutes will be recorded at all committee meetings.

The CoC shall have the following standing committees:

- A. The **Executive Committee** is composed of the chair, vice chair, secretary, treasurer and one member at large. The CoC Executive Director will serve as a non-voting member of the Executive Committee, which will provide oversight and planning for the CoC. Responsibilities include but are not limited to planning meetings, preparing and/or reviewing reports, evaluating performance and systems, and developing necessary procedures to implement policies ratified by the CoC. The Executive Committee will lead the CoC in developing a strategic plan which will identify housing gaps, develop strategic goals, identify steps to achieve those goals, and identify responsible parties. The Executive Committee will review the annual CoC NOFO to HUD and will research additional funding sources and partners for the CoC's programs.
- B. Each year a **Nominating Committee** shall be assembled to present a slate of names to fill expiring officers' terms and to recognize candidates for officer roles, all of which will be subject to full CoC membership approval. The Nominating Committee will include the Board Chair and the CoC Executive Director along with additional CoC members.

The selection process for officers is explained in Section 6 above.

- C. The **HMIS/Data Committee** guides the planning and implementation of the HMIS system serving the NWA CoC four county area. The committee oversees participation in HMIS activities and coordinates efforts to ensure accurate, timely, and useful data reports. It provided oversight for PIT and Housing Inventory Count data collection and reporting and HMIS data quality and compliance. This committee also assesses training needs, reviews data quality and other reports, reviews and presents findings to the Board on system performance and identifies areas where information management implementation can be strengthened. The committee is chaired by the HMIS Lead representative.
- D. The **Rank and Review Committee** will be identified by the Executive Committee and voted on by the full membership. This committee will include at least one Board member whose agencies are not applying for funding. Non-Board members whose agencies are not applying for funding may be added to this committee as well. The Rank and Review Committee has the responsibility to review HUD-funded projects to ensure they are meeting stated goals, expending dollars appropriately and in a timely manner, and serving HUD-eligible participants. This committee has the added responsibility of using objective tools to score grant applications and prioritize projects for the annual NOFO process. This committee provides feedback on draft project proposals to each applicant. Appeals of any Committee decisions shall be handled according to the process outlined in Section 9 of this Charter. The Rank and Review Committee establishes the process for applying, reviewing, and prioritizing project applications for funding in the annual HUD CoC Program Competition.

- E. A **Coordinated Entry Committee** oversees the implementation of a Coordinated Entry System (CES) for the CoC. This committee coordinates efforts with the Board around policy and procedure development for CES in the CoC.
- F. **Diversity, Equity & Inclusion** oversees all DEI policies and procedures for the CoC. This committee coordinates efforts with the Board around best practice and development to offer to agencies across the CoC.
- G. The Board may create **ad hoc committees**, as it deems necessary and at its discretion.

8. Committee Governing Principles

A. Committee Composition

Chairpersons of all standing committees shall be active members of the CoC and are designated as chairs by the committee members. Chairs are expected to report on committee activities at Board meetings.

B. Committee Meetings

Each standing committee should meet at least bi-monthly, with the exception of the Nominating Committee, the Rank and Review Committee, and the PIT Committee.

C. Vacancy

Committee chairpersons may request that other individuals join their committee. Upon vacancy of the chairperson role, committee members can vote to fill the vacancy and will inform the Executive Committee in this situation. The vacancy should be filled within 10 working days.

9. Appeals Process

The following steps shall be followed in the event of any or all appeals of findings, activities, or rulings of the CoC:

- a. An appeal must be submitted in writing or by email to the attention of the vice chair.
- b. The vice chair shall submit the appeal as received to the Executive Committee.
- c. If a Board member or officer is involved in the appeal, they will be excluded from the discussion and any subsequent votes.
- d. The Executive Committee shall meet to discuss the appeal and will make a decision on the final outcome.
- e. The Executive Committee will share the decision with the full board.

10. Conflict of Interest & Code of Conduct

CoC members must always conduct themselves with the highest ethical standards. Members are required to follow the CoC Code of Conduct. Conflicts of interest, and even the appearance of a conflict of interest, must be avoided.

All individuals and representatives of organizations who have, are seeking, or are considering

seeking funds under the endorsement of the CoC must adhere to the following:

- Members shall disclose to the CoC any conflict or appearance of conflict which may or could be reasonably known to exist.

- Each Board member is required at least annually to complete either 1) a written attestation of having no current conflicts of interest that would prevent them from making decisions about CoC project funding and ranking; or 2) a written disclosure of any such conflicts of interest.
- Members shall not vote on any item that would create a conflict or appearance of conflict.
- Members shall not participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents.
- Members shall not lobby or seek information from any other member of the CoC if such action would create a conflict or the appearance of a conflict.

A. Nondiscrimination

The members, officers, and persons served by the CoC shall not discriminate against any CoC member because of race, color, religious creed, age, military or veteran status, marital status, national origin, sex, sexual orientation, gender identity or gender expression, intellectual disability, or physical disability and will follow all state and federal regulations regarding nondiscrimination.

11. Governance Charter Adoption

This Charter was adopted in full by the Northwest Arkansas CoC membership on ??

12. Charter Amendment and Review

The CoC Board will review, update, and approve this Governance Charter at least annually.

Any CoC member may propose an amendment to the Charter. This Governance Charter may be amended by a majority vote at a meeting of the Board, provided that the proposed revisions or amendment(s) were circulated in writing to the membership and each Board member at least 10 business days before action is taken by the Board.