

# Regional Task Force on the Homeless

## Annual Membership Meeting

AGENDA (Annual Meeting)			
<b>Date:</b> June 14, 2018		<b>Time:</b> 10:00-11:30 a.m.	
<b>Location:</b> County Administration Center (1600 Pacific Hwy., San Diego, CA 92101), Bayside Rooms I & II (lower level conference rooms)			
Agenda Items		Presenter	Page
<b>1</b>	<b>Welcome and Introductions</b>	Gordon Walker, CEO, RTFH	
<b>2</b>	<b>Non-Agenda Public Comment</b>	Gordon Walker, CEO, RTFH	
<b>3</b>	<b>Consent Agenda</b>		
	a. Approval of May 31, 2018, Meeting Minutes	Tamera Kohler, COO, RTFH	3
<b>4</b>	<b>Action Items</b>		
	a. Approval of Service Provider Board Slate	Paul Armstrong, Membership Nominations & Selection Committee Member	7
	b. Ratification of Governance Board Slate	Simonne Ruff, Board Nominations & Selection Committee Chair	7
	c. Approval of Charter & Bylaw Revisions	Simonne Ruff, Board Nominations & Selection Committee Chair	13
<b>5</b>	<b>Informational Items</b>		
	a. HMIS RFP Update	Tamera Kohler, COO, RTFH	
	b. Special RTFH Membership Meeting on the City of San Diego's Consolidated Plan (Announcement)	Erica Snyder, Lesar Development Consultants	
	c. Open Forum	RTFH Membership	
Upcoming Meetings			
<b>RTFH Membership Meetings</b>			
<ul style="list-style-type: none"> <li>• <b>July 2018—Special Membership Meeting</b> on the City of San Diego's Consolidated Plan. Exact date &amp; location to be determined.</li> <li>• <b>August 23, 2018—Membership Meeting</b>, 10:00-11:30 a.m., County Administration Center, 1600 Pacific Hwy., San Diego, CA, Bayside Rooms I &amp; II (lower-level conference rooms).</li> </ul>			
<b>New HMIS Vendor Software Demonstrations</b>			
Exact times have not yet been specified, but demonstrations will occur within the following blocks of time:			
<ul style="list-style-type: none"> <li>• 6/18/2018 - 12:00 p.m. and 4:00 p.m.</li> <li>• 6/19/2018 - 8:00 a.m. and 12:00 p.m.</li> <li>• 6/22/2018 - 8:00 a.m. and 4:00 p.m.</li> </ul>			



**Regional Task Force on the Homeless**

**Special Membership Meeting**

**May 31, 2018**

**10:00-11:30 a.m.**

**MEETING MINUTES**

**Agenda Items:**

**1) Welcome and Introductions—Tamera Kohler, COO, RTFH**

Tamera Kohler, COO, RTFH—welcomed the membership and expressed appreciation for the work of the RTFH Rating & Ranking Committee and noted the desire of the committee and staff to get the input of the membership on the process.

**2) Council for Supplier Diversity Introduction—Ron Garnett, CEO, Council for Supplier Diversity**

Mr. Garnett thanked everyone for coming and said they are happy to host the meeting and that the facility is available for use by community partners. He noted that they actively look for ways to build a team of suppliers and ways they can support other community organizations. He explained the concept of supplier diversity, and how it is about community relations and economic empowerment in underserved communities and working with smaller owned companies to create relationships. In the supply and service chain they work to ensure that all are represented in their suppliers for diversity. He also noted some of their programs and work they are doing around poverty in San Diego.

Ms. Kohler noted that the Council for Supplier Diversity is helping with the Youth Demonstration Grant RTFH recently applied for and thanked Mr. Garnett for the partnership.

**3) Non-Agenda Public Comment—Tamera Kohler, COO, RTFH**

Michael McConnell, Funders Together to End Homelessness—

Mr. McConnell stated that he sent a letter to HUD asking them to reevaluate our PITC before certifying it for various concerns. His main concern is people living in RVs were left out this year in contrast to previous years. He stated that the number of people on the streets in tents and shelters stayed about the same as last year and said the change correlates with this major change in methodology. Mr. McConnell explained that HUD awards our community for decreasing homelessness over time and certain subpopulations, but the problem is that the state is looking at billions of dollars for homelessness for communities and when the PITC data is changed and it lowers the count by hundreds or a thousand people, it is less money we will get from the state.

Mr. McConnell said that a homeless data advocacy project identified dozens of changes of projects from year over year, and this always occurs for different reasons, but the San Diego Rescue Mission, with 400 people in their homeless programs, was not included in the count. As the RTFH who is responsible for doing the best count possible, we cannot afford to have anything less than the best count. Going forward let us ensure that this is much more transparent.

Ms. Kohler stated that it is important for us to look at our work and ensure we are doing the very best at collecting the data we are responsible for. She noted that there were a couple of agencies that did not comply and said we could have done a better job of talking about this and letting people know the reason for the changes. She noted appreciation for Mr. McConnell for giving this a platform to be discussed.

#### **4) Consent Agenda—Tamera Kohler, COO, RTFH**

The consent agenda was approved by consensus of the membership by show of hands.

#### **5) HMIS RFP Update—Tamera Kohler, COO, RTFH**

Our top vendor picks for a new Homeless Management Information System will demo their software on June 18, 19 and 22. This is an opportunity to see vendor demos and to score them. One of the things we will ask them to do is walk us through reports and the importing and exporting of data. Stay tuned as more information is coming soon.

#### **6) Rating & Ranking: Introduction, Training, Q&A—Rating & Ranking Committee (Pat Leslie, Committee Technical Assistance)**

[Presentation: Rating and Ranking, May 31, 2018](#)

Ms. Leslie thanked everyone for their feedback on the HUD Universal Tool, especially for the very detailed questions and concerns due to the Tool being different this year.

The following questions and concerns were addressed:

- Raw data rests in a depository at HUD, and when it is time to rank and rate, projects that identify as HUD funded are reviewed. If a project is no longer HUD funded the committee says they are either renewals or that the project will be ignored.
- The committee will be notifying agencies in advance this year that they need their SAMS or DUNS number. Updating of SAMS will take longer this year and requires a notarized letter, which is a change.
- Rating factors are prepopulated by HUD. The tool has varying funding thresholds for each kind of housing project, e.g., how many participants are housed in 15 days. The committee can take a look locally to see what our performance has been and what our standard should be.
- Community feedback was that some projects might be gaming the system by entering inaccurate data. Since data remains in the system for several HUD reports there is a greater concern here.

Accurate data helps us look at our big picture and identify challenges, and we expect integrity and accurate input of data into the system.

- The fact that HUD inputs the data was problematic for some. For a TH project, you can show how it would compare against the system level performance by looking at the 2017 standards and HUDs benchmarks. If the committee sees something out of skew, they look at it to see what is realistic for our community.
- The tool we were sent has HUD's goals prepopulated, but we can, as a COC, adjust them to include our local priorities, although this has to be explained at the application level.
- Regarding the relationship between Rating & Ranking and how projects are scored, one of the things HUD says is that 95 percent of all intakes in a year should be coming through CES. The majority of the projects are not evidencing that their projects are coming from CES.
- When there is a metric where system performance is significantly below HUD's standard, how does the team figure out what the benchmark will be? The committee cannot adjust thresholds, but can adjust benchmarks against actual performance data. They look at aggregate input and compare project level performance to aggregate data that was not available in prior years. This data is coming from the HMIS and from the HUD data exchange. Agencies will be seeing the results within the next two weeks.
- Deme Hill, RTFH CoC lead, is the central point of contact for NOFA related items going forward. Deme can be reached at [deme.hill@rtfhds.org](mailto:deme.hill@rtfhds.org). Look for emails from her and from the [cocsandiego@rtfhds.org](mailto:cocsandiego@rtfhds.org) email address.
- Holly Younghans, who has been part of the NOFA team for the last three years, is moving out of state for another position.
- If we make adjustment to the benchmark, is that a calculation outside of the tool? No, once we populate the local benchmarks they will be automatically incorporated into HUD's tool.
- If we customize based on the local data, the challenge is our regional application is tied through the general threshold, so it puts us at risk.
- Does that mean you are not planning on making many changes to HUD's tool? The committee is looking at elements that projects have been scored on that actually belong in the system monitoring tool. We are using the HUD tool as effectively as possible with additional criteria, but trying to minimize local additional criteria customization.
- The final tool for the year will be sent to agencies in about two weeks.
- Will the tool award partial points? The tool is designed to be all or nothing; projects either meet the benchmark or they don't, but the committee will look at it to see what is important to the community. If benchmarks are set based on the median, the majority of projects will make it, because the tool is designed to score for the median.
- HUD has criteria for acuity and for looking at the challenges of particular populations by program type. For example, there are lower benchmarks for PSH than for RRH, which reflects HUDS awareness of the acuity of the population.
- What's the denominator that we're pulling the percentage from? For instance, if someone passes away, how do we deal with that? Or if there are people still in the program that are transferred to next year, it will make a big difference. The instructions in the tool tell us how to do that and it will be different based on the individual criteria.

- The range of points that we used in previous years is gone. What HUD is saying is here is the minimum to award points. If there are places we want to bonus or make sure we get added points as incentives we would do that locally.
- Reasonable cost is a dramatic change. If you have zero exits from your program—which means no one exited your program—do you get zero points? No, you get all the points for PSH, because it's not based on exits, but on retention of 365 days. HUD has preset a standard that is not based on the rest of the community.
- If you have not always entered data detail in HMIS, this next two weeks is a really good time to do that. We cannot ignore the HUD criteria.
- Can we consider bonus points for the type of programs that are contractually obligated to serve a specific population? We don't envision scoring based on the type of contracts a project holds, however we will provide points based on what the board prioritizes.
- When will the board be reevaluating the prioritization? We anticipate it will be in July.
- Is there a general prediction of when the bulk of the NOFA work will need to happen? We anticipate a typical cycle in the third week of July because HUD is just finalizing overall awards for CoC's that experienced natural disasters last year.
- Can we have two weeks response time for NOFA related items we need to provide? A lot of the timelines are driven by the HUD due date, but we will give as much time as possible and we are currently starting on the pre-NOFA information ahead of schedule this year.
- The next iteration of the Tool will be out in two weeks and projects can use it to self-score.
- Suggestion for the formerly incarcerated population, which is out of the hands of providers. In the HUD aggregated AOR you will see if they exited to alcohol and drug places, which is a positive outcome.
- How are items outside of the providers hands scored? We recognize the nuances but are using the data provided from these standardized sources and have to answer to HUD based on their 13 criteria.
- We have a team to look at feedback received, because we are planning to have the tool finalized within two weeks.
- If you have comments, send them in right away.
- The weekly NOFA Q&A will also be right away.

Adjournment: The meeting was adjourned at 11:20 p.m.

## RTFH GOVERNANCE BOARD – ACTION/INFORMATION REPORT

**TITLE OF REPORT:**

Approval of RTFH Service Provider Governance Board Slate & Ratification of Governance Board Slate

**ADVISORY COMMITTEE NAME:**

Membership Nominations & Selection Advisory Committee

**ITEM TYPE:**

- Information
- Action
- Recommendation/Board Policy
- Request to Present at Board Meeting

**DATE:**

June 14, 2018

**PRIMARY CONTACT:**

Membership N&S Committee

**SECONDARY CONTACT:**

Tamera Kohle,r COO, RTFH

**TIME SENSITIVITY:**

- No
- Yes (If yes, state deadline and why it’s urgent)

On June 15, 2017, the RTFH Membership elected the service provider board seats and the board ratified the slate on the same day. Terms for Board Members in seats turning over in 2018 expire June 30, 2020.

**RECOMMENDATION:**

1. Endorse the Regional Task Force on the Homeless (RTFH) Governance Board Provider Seat Slate as specified in Attachment A for ratification by the RTFH Board on June 21, 2018.

**OVERVIEW & BACKGROUND SUMMARY:**

As required by the federal Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act of 2009, the Governance Board acts on behalf of the RTFH and is representative of the relevant organizations and projects serving homeless subpopulations within San Diego. Membership of the Governance Board includes a broad array of stakeholders, including at least one homeless or formerly homeless individual, who are charged with important responsibilities and authorities on behalf of the community it represents.

The Regional Task Force on the Homeless Governance Charter (the Charter) requires the Board to select directors on an annual basis. As outlined in the Bylaws, Charter and Policy and Procedure, the Homeless Service Provider Governance Board seats are recommended by the Full Membership Nominations and Selections Committee. In accordance with RTFH board policy, a recruitment process was undertaken to engage existing and prospective Board Members for service provider seats slated for turnover.

**FISCAL IMPACT:**

None

**FUTURE ACTION NEEDED BY MEMBESHIP? If so, by what date?**

Elect membership liaison to the Board at the July Membership meeting.

**STAFF/AND OR COMMITTEE STATEMENT:**

Recruitment for RTFH Governance Board Members began with broad advertisement on April 9, 2018, with applications due by April 27, 2018. During the recruitment period, a total of five applications were received for three available service provider seats. All applications were found to be responsive.

The Membership Nominations & Selections Advisory Committee reviewed and recommended new board members and prepared a slate. Membership Nominations & Selections Committee members are as follows:

- **Education:** Pat Leslie
- **Provider:** Paul Armstrong
- **Philanthropy:** Amy Denhart
- **Community:** Angel Peoples

The evaluation criteria and maximum point values included: Knowledge of Constituency Group (10), Analytical and Systems Thinking (10), and Community Connectedness (10). A copy of the Proposal Evaluation Scoring form used is included with this report as Attachment B. The proposed slate included in Attachment A reflects the Membership Nominations & Selection Committee's recommendations.

**SUMMARY OF PREVIOUS COMMITTEE AND/OR BOARD ACTION RELATED TO THIS TOPIC:**

The RTFH Governance Board Slate was reviewed and endorsed by the RTFH Membership Nominations & Selection Advisory Committee.

**COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS:**

Notices regarding recruitment were sent electronically to the RTFH Governance Board and Membership, along with a range of community partners.

**IMPACT ON KEY STAKEHOLDERS, PROJECTS, COMMUNITIES, OR SUB-POPULATIONS :**

If endorsed, representation of service providers on the RTFH Governance Board will remain similar, but will include the key representative from South Bay Community Services for the South Bay Service Provider Board Seat.

**CONNECTIONS TO HUD/HEARTH COMPLIANCE:**

Governance Board composition aligns with HUD/HEARTH requirements.

**COB BOARD RESPONSIBILITY CATEGORY(S):**

- X Annual Regional Planning
- X Approve CoC Policies
- Conduct regular/annual CoC Plan (includes Point-in-Time Count)
- Designate and operate an HMIS
- Develop Coordinated Entry System
- Draft written standards for providing CoC assistance
- Emergency Solutions Grants Evaluation & Recommendations
- Fundraise
- Manage annual CoC funding application
- Monitor CoC & Project Performance

**ATTACHMENTS OR BACK-UP INFORMATION TO REFERENCE:**

Attachment A: Regional Task Force on the Homeless Governance Board Service Provider Slate Recommendation

*Description:* Provides an overview of the proposed Service Provider Board Seat Slate along with new terms of service.

Attachment B: Board Selection Evaluation Criteria

*Description:* Example of evaluation criteria used by the Membership Nominations & Selection Committee to review and recommend RTFH Board Members.

Attachment C: Board Seat New Candidate Bio (not provided for incumbents)

*Description:* biography of new candidate for board seat.

## REGIONAL TASK FORCE ON THE HOMELESS GOVERNANCE BOARD

Board Seat Designation	Current Board Member	Organization Affiliation	Proposed Seat Term	Next Seat Turnover
1. Homeless/Formerly Homeless	Ellis Rose++		7/2018 – 6/2020	2018
2. Homeless Service Provider - Central	Walter Phillips	San Diego Youth Services	7/2017 – 6/2019	2019
3. Homeless Service Provider - East	Laura Tancredi-Baese	Home Start, Inc.	7/2017 – 6/2019	2019
4. Homeless Service Provider – North Coastal	Greg Anglea	Interfaith Community Services	7/2018 – 6/2020	2018
5. Homeless Service Provider – North Inland	Andre Simpson	Veteran’s Village of San Diego	7/2017 – 6/2019	2019
6. Homeless Service Provider – South Bay	Kathryn Lembo	South Bay Community Services	7/2018 – 6/2020	2018
7. Homeless Service Provider	Deacon Jim Vargas	Father Joe’s Villages	7/2018 – 6/2020	2018
8. Public Housing Authority	Rick Gentry	San Diego Housing Commission**	7/2018 – 6/2020	2018
9. Public Housing Authority	David Estrella	County of San Diego Department of Housing & Community Development**	7/2017 – 6/2019	2019
10. San Diego Workforce Partnership	Peter Callstrom	San Diego Workforce Partnership**	7/2017 – 6/2019	2019
11. Education***	Susanne Terry	San Diego County Office of Education	7/2017 – 6/2019	2019
12. Health	Jeffrey Gering++	Family Health Centers of San Diego	7/2018 – 6/2020	2018
13. Health	Karen McCabe	Scripps Mercy Hospital	7/2017 – 6/2019	2019
14. Health	Dimitrios Alexiou	Hospital Association	7/2017 – 6/2019	2019
15. Law Enforcement	David Nisleit	Chief of Police, City of San Diego	1/2018 – 6/2019	2019
16. Business	Ray Ellis	Ellis & Associates, LLC	7/2017 – 6/2019	2019
17. Business	Alexandra Berenter++	Downtown SD Partnership	7/2018 – 6/2020	2018
18. Business	Sean Karafin	San Diego Regional Chamber of Commerce	7/2017 – 6/2019	2019
19. Elected Official	Supervisor Ron Roberts	San Diego County Board of Supervisors, District 4	7/2017 – 6/2019	2019
20. Elected Official	Councilmember Chris Ward	San Diego City Councilmember, District 3	7/2018 – 6/2020	2018
21. SD County Health & Human Services Agency	Nick Macchione	County Health and Human Services Agency**	7/2018 – 6/2020	2018

Board Seat Designation	Current Board Member	Organization Affiliation	Proposed Seat Term	Next Seat Turnover
22. U.S. Department of Veterans Affairs	Jessica Chamberlain	Veterans Affairs – San Diego Office**	7/2017 – 6/2019	2019
23. Funder Representative	Karen Brailean	BFT Equity Partners	7/2018 – 6/2020	2018
24. Funder Representative	Amy Denhart	Funders Together to End Homelessness San Diego	4/2018 – 6/2019	2019
25. Collective Impact	Bob Beatty	United Way Of San Diego County**	7/2018 – 6/2020	2018
26. Faith Community	Reverend Rolland Slade	Meridian Baptist Church	7/2017 – 6/2019	2019
27. Technology Business	John Ohanian	2-1-1 San Diego	7/2018 – 6/2020	2018
28. Homeless Advocate	Joel Roberts	People Assisting the Homeless	7/2018 – 6/2020	2018
29. Flexible Seat	Michael Hopkins	Jewish Family Service	7/2017 – 6/2019	2019
30. Flexible Seat	Nancy Cannon-O’Connell++	Management Consultant	7/2018 – 6/2020	2018
31. Flexible Seat	Ken Sauder	Wakeland Housing	7/2017 – 6/2019	2019

As per section 7.04 of the Bylaws, total terms served cannot exceed five (5) terms or ten (10) years.

KEY	
	Seat Rotating in 2018
	Seat Rotating in 2019
	Service Provider Seats - by Membership
++	Denotes New candidate
**	Denotes appointed Board seat for named organization

\*\*\*Note: The Education Seat became vacant mid-term, thus, it was filled during the recruitment process although it does not rotate until 2019.

**RTFH 2018 Board Member and Applicant Review**

	Board Seat Designation	Current Board Member	2017 Board Meeting Attendance	Candidate Name	Complete Application (Y/N)	RTFH Voting Member (Y/N)	Conflict of Interest (Y/N)	Knowledge of Constituency Group (10 points)	Analytical and Systems Thinking (10 points)	Community Connectedness (10 points)	Total Points (up to 30)	Notes
Recommended by RTFH Membership N&S Committee												
4	Homeless Service Provider - North Coastal											
6	Homeless Service Provider – South Bay											
7	Homeless Service Provider - At Large											
Using the "Individual Evaluation" tab, evaluate each applicant using the established criteria.												
Based on the scores of each applicant, select candidates for the available seat and input his/her name to the right of the respective category in the "Recommended Slate" tab.												
Note - HUD requires that the CoC Board: Represent the relevant organizations and projects serving homeless subpopulations...One board member may represent the interests of more than one homeless subpopulation, and the board must represent all subpopulations within the CoC to the extent that someone is available and willing to represent that subpopulation on the board.												
	· Homeless	· Co-Occurring Disorders										
	· Families with children	· Victims of domestic violence										
	· Unaccompanied youth (UY)	· Seriously mentally ill										
	· Seniors	· Transition Age Youth (TAY)										
	· Veterans	· HIV/AIDS										
	· Chronic homeless	· Human trafficking										
	· Substance abuse	· Unaccompanied women										

Kathryn Lembo

As President and CEO of South Bay Community Services (SBCS) for over 30 years, Kathryn Lembo has transformed the agency from a tiny drop-in center for drug abusing teens, into one of the largest social service and community development agencies in San Diego County. It is under her direction that the agency has grown not only in size, but in name. SBCS has won numerous awards over the years, including being named the 1995 National Winner for the Community Solutions for Education Award; the Agency's free tax preparation program was recognized by the First Lady of California, Maria Shriver, in 2010; also in 2010, SBCS won the Border Models of Excellence Award For Childhood Obesity from the United States-Mexico Border Health Commission; the 2012 American Psychiatric Foundation's Award for Advancing Minority Mental Health; and the County of San Diego, Child Abuse Prevention STARS Award in 2013, just to name a few. South Bay Community Services now employs over 300 individuals with a budget over \$28 million and over 500 units of affordable housing, yet remains both community owned and operated, from its local Board of Directors to the community-based Promotoras. It is under Kathie's leadership that South Bay Community Services has been instrumental in policy reform, just recently resulting in the County of San Diego reallocating Juvenile Justice Detention dollars to community prevention programs. Kathie is an innovative leader and her forward-thinking has contributed to the success of SBCS over the years.

## REGIONAL TASK FORCE ON THE HOMELESS GOVERNANCE BOARD ACTION/INFORMATION REPORT

**TITLE OF REPORT:**

Approval of Regional Task Force on the Homeless Governance Charter and Bylaws Revisions

**ADVISORY COMMITTEE NAME:**

Nominations & Selection Advisory Committee (N&S)

**ITEM TYPE:**

- Information
- Action
- Recommendation/Board Policy
- Request to Present at Board Meeting

**DATE:**

June 14, 2018

**PRIMARY CONTACT:**

Simonne Ruff, N&S chair

**SECONDARY CONTACT:**

Tricia Tasto-Levien, N&S vice-chair

**TIME SENSITIVITY:**

- No       Yes (If yes, state deadline and why it's urgent)

According to Section 4.2.1 of the Regional Task Force on the Homeless Governance Charter (the "Charter"), the membership of the Regional Task Force on the Homeless (RTFH) is responsible for annually approving the Charter in consultation with RTFH. To ensure continued operations of the RTFH and to comply with local and national regulations regarding Charter review, the charter is being reviewed as part of the annual charter review process.

**RECOMMENDATION:**

Approve the Regional Task Force on the Homeless Governance Charter 4.0 that was approved by the RTFH Governance Board on May 17, 2018, as outlined in Attachment A.

**OVERVIEW & BACKGROUND SUMMARY:**

The Continuum of Care (CoC) Program Interim Rule establishes responsibilities that must be carried out by a CoC. These responsibilities include regular meetings, inviting new members, creating a process for board selection, establishing working committees, monitoring and evaluating CoC performance, implementing a coordinated assessment system, developing written standards for CoC assistance, and developing and updating annually a governance charter. The last responsibility is the subject of this report.

According to Sections 578.7 and 578.103 of the CoC Program Interim Rule, in consultation with the Collaborative Applicant and the Homeless Management Information System (HMIS) lead, CoCs are required to develop, follow, and update annually (1) a governance charter that includes all procedures and policies needed to comply with 24 CFR part 578.5(b) and with HMIS requirements as prescribed by HUD and (2) a code of conduct and recusal process for the board, its chair(s), and any person acting on behalf of the board. Additionally, the governance charter should detail the functions of the CoC board, the CoC's committee structure and roles, staff roles, and the process for amending the Charter.

Within the San Diego City and County CoC Charter and Bylaws, ultimate responsibility for Charter approval is designated to the Full Membership.

On June 15, 2017, the Full Membership voted in support of updates to the Charter as part of the annual charter review process.

On May 17, 2018, the Board approved the following recommendations:

- Language added to the bylaws to describe the function and structure of the Executive Committee.
- Updated mission statement and all instances of "City and County" to reflect "Region".
- Change instances of "Governance Board", to "Board" (Note: Clarifies functions of the board to align with HUD requirements).
- Removed the Coordinated Entry System and Subpopulations (CES) Committee; the Data Advisory Committee

and Finance committee.

- Expanded the role of the Evaluations Advisory Committee.
- Changed the name of the Nominations & Selection Advisory Committee to “Governance Advisory Committee”.
- Added language stating appointments to committees are approved or designated by the Board Chair.
- Added language to Clarify roles of RTFH management and operations staff.
- Removed Brown Act language and added, “With regard to CoC matters, the Board should hold at least four (4) open and public meetings a year, and should endeavor to operate in an open and transparent manner to the extent practicable.”

In follow-up to these actions as well as to comply with U.S. Department of Housing and Urban Development and local Charter guidelines regarding Charter review, the Nominations & Selection Advisory Committee is requesting approval by the RTFH Membership of the actions outlined in the recommendation section above.

**FISCAL IMPACT:**

None.

**FUTURE ACTION NEEDED BY BOARD? If so, by what date?**

CoC Charter review approval for 2019 should be calendared for a Governance Board meeting in Spring 2019.

**STAFF/AND OR COMMITTEE STATEMENT:**

The purpose of the Regional Task Force on the Homeless Governance Charter is to describe the structure, composition, roles, responsibilities and committee formation of the Regional Task Force on the Homeless.

Major modifications to Version 4.0 of the Charter are included in attachment A :

- Language added to the bylaws to describe the function and structure of the Executive Committee.
- Updated mission statement and all instances of “City and County” to reflect “Region”.
- Change instances of “Governance Board”, to “Board” (Note: Clarifies functions of the board to align with HUD requirements).
- Removed the Coordinated Entry System and Subpopulations (CES) Committee; the Data Advisory Committee and Finance committee.
- Expanded the role of the Evaluations Advisory Committee.
- Changed the name of the Nominations & Selection Advisory Committee to “Governance Advisory Committee”.
- Added language stating appointments to committees are approved or designated by the Board Chair.
- Added language to Clarify roles of RTFH management and operations staff.
- Removed Brown Act language and added, “With regard to CoC matters, the Board should hold at least four (4) open and public meetings a year, and should endeavor to operate in an open and transparent manner to the extent practicable.”

**SUMMARY OF PREVIOUS COMMITTEE AND/OR BOARD ACTION RELATED TO THIS TOPIC:**

The Nominations & Selection Advisory Committee met and endorsed the revised Charter on May 11, 2018. The revised Charter has been reviewed and endorsed for approval by Procopio, Legal Counsel retained by the RTFH.

**COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS:**

On April 23, 2018, the process for review of the RTFH Charter and Bylaws was opened to the membership electronically and feedback was solicited. In addition, RTFH members were encouraged to provide input and feedback in all RTFH meetings in April 2018.

On April 26 and May 2, 2018, two community forums were held providing both an in person meeting option as well as one web conference option for membership to provide input regarding the RTFH Governance Charter and Bylaws. Feedback was also received electronically from members during this process, which closed on May 4, 2018. All comments and suggestions are summarized and included in the attachments.

**IMPACT ON KEY STAKEHOLDERS, PROJECTS, COMMUNITIES, OR SUB-POPULATIONS :**

If approved, the revised RTFH Governance Charter clarifies roles and responsibilities of RTFH staff, committees, board and Executive Committee and streamlines RTFH Advisory committees.

**CONNECTIONS TO HUD/HEARTH COMPLIANCE:**

Annual Charter approval is required by HUD.

**COC BOARD RESPONSIBILITY CATEGORY(S):**

- X Annual Regional Planning
- Approve CoC Policies
- Conduct regular/annual CoC Plan (includes Point-in-Time Count)
- Designate and operate an HMIS
- Develop Coordinated Entry System
- Draft written standards for providing CoC assistance
- Emergency Solutions Grants Evaluation & Recommendations
- Fundraise
- Manage annual CoC funding application
- Monitor CoC & Project Performance

**ATTACHMENTS OR BACK-UP INFORMATION TO REFERENCE:**

- a. Key Decision Points Table
- b. Regional Task Force on the Homeless Governance Charter – May 17, 2018
- c. Regional Task Force on the Homeless Bylaws

**Nominations & Selections Advisory Committee  
2018 Charter & Bylaws Review Key Decision Points Table**

Improvement Area	Current Charter/Bylaws	Reason for Improvement	Identified Improvement	Recommended for Approval	Addressed in Draft
<b>Administrative</b>					
Executive Committee	Bylaws, new section 7.21.3	Add Executive Committee description to the Bylaws as it was not previously included.	Language added to describe the function and structure of the Executive Committee		
<b>Mission</b>					
Mission statement	Section 2.1	Use of the words “County Region” as opposed to “City and County” is more inclusive and representative of the region-wide focus of the RTFH.	Change instances of “City and County” to reflect “San Diego County Region”.		
<b>Governance Board</b>					
Remove “Governance” from all occurrences of “Governance Board”	Section 4.2.2 and all.	Improves clarity of roles due to name change of Nominations & Selection Advisory Committee to “Governance Advisory Committee”	Change instances of “Governance Board”, to “Board” (Note: Clarify functions of the board to align with HUD requirements)		
<b>Advisory Committees</b>					
Coordinated Entry System and Subpopulations (CES) Committee	4.2.4	RTFH has increased staffing to and capacity to include a CES team responsible for functions formerly undertaken by the CES Committee. Remaining functions will be assumed by the Evaluation Advisory Committee.	Add updated language clarifying the expanded role of the Evaluation Advisory Committee		
Data Advisory Committee (DAC)	4.2.4	RTFH has increased staffing to take on functions formerly	Add updated language clarifying the expanded role		

Improvement Area	Current Charter/Bylaws	Reason for Improvement	Identified Improvement	Recommended for Approval	Addressed in Draft
		undertaken by the Data Advisory Committee. Remaining functions will be assumed by the Evaluation Advisory Committee	of the Evaluation Advisory Committee		
Update Evaluation Advisory Committee description	4.2.4	RTFH has increased staffing and capacity and the Evaluation Advisory Committee will be responsible for advising on the homeless system of care	Add updated language clarifying the expanded role of the Evaluation Advisory Committee		
Remove Finance Committee	4.2.4	Responsibilities will be assumed by the Executive Committee in order to streamline work.	Remove Finance Committee		
Nominations & Selection Advisory Committee name	4.2.4	Improves clarity of the role of the committee due to name change to "Governance Advisory Committee"	Change the name of the Nominations & Selection Advisory Committee to "Governance Advisory Committee"		
Creation and Powers of Committees	Bylaws Section 7.21	Streamlines committee appointments	Add language stating appointments to committees are approved or designated by the Board Chair. Update proxy policy.		
<b>RTFH Operations</b>					
Clarify roles of RTFH management and operations staff	4.2.6	The current charter lacks reference to management, particularly the CEO. Adding this information clarifies responsibilities of the CEO, management and staff.	Add language to include management and to clarify the role of the CEO.		
<b>Meetings</b>					
Remove Brown Act language	4.2.2	Clarifies board meeting focus areas.	Remove Brown Act language and add the following: With regard to CoC matters, the Board should hold at least		

Improvement Area	Current Charter/Bylaws	Reason for Improvement	Identified Improvement	Recommended for Approval	Addressed in Draft
			four (4) open and public meetings a year, and should endeavor to operate in an open and transparent manner to the extent practicable.		

Improvements Recommended that were not Included	Current Charter/Bylaws	Reason for Recommendation	Recommended for Approval	Reason for non-inclusion
Name of Organization to Change the name to: Regional Task Force on Homelessness	All	Recommendation from the OrgCode Organizational Assessment: "The homeless" objectifies the people the RTFH serves, fosters the belief that people experiencing homelessness are a homogenous group and decreases the humanity of their important work.	No	Changing the name of the organization requires a consultative process with key stakeholders as well as changing the Articles of Incorporation and forming an ad hoc committee to work with RTFH Staff. This will be referred to the Executive Committee for discussion and to the N&S committee for inclusion in the next annual review process.
Change the composition of the board by adding and / or removing board seats.	Charter, Appendix G	To ensure the board includes all the proper stakeholders.	No	Will be worked on in the coming year.
Organizational Structure	All	As RTFH builds capacity, there are opportunities to manage and administer regional funds addressing homelessness, however, this function could raise potential conflicts of interests given the current organizational structure.	No	It is recommended that RTFH request HUD TA to assist with next steps in exploring potential options for a revised organizational structure, encompassing the need to operate a high performing Continuum of Care and a highly effective non-profit organization.



# Regional Task Force on the Homeless

San Diego ~~City & County~~

## Governance Charter

# Operational Responsibilities and Authorities

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Version ~~43.0~~

Document Number: CoCGC2.0

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### 1. Introduction

The purpose of the Regional Task Force on the Homeless Governance Charter (Charter) is to describe the structure, composition, roles, responsibilities and committee formation of the organization.<sup>1</sup> On an annual basis, the Charter will be updated allowing for Regional Task Force on the Homeless (RTFH) response to environmental, regulatory, and strategic issues. This Charter incorporates the Bylaws of the RTFH with regard to its operations and stated roles and responsibilities.

In 2009, the U.S. Department of Housing and Urban Development (HUD) enacted the Homeless Emergency Assistance and Rapid Transition to Housing Act (HEARTH) that established a Continuum of Care (CoC) program to address homelessness and created specific rules, regulations and procedures to be competitive for federal dollars. The HEARTH Act also includes a provision to establish a "governance structure" that ensures an opportunity for all stakeholders to be included and participate in the CoC program.<sup>2</sup> Subsequently HUD released the 2012 Interim Rule detailing the requirements for CoC implementation of HEARTH.<sup>3</sup>

Serving as [the San Diego City and County's CoC 601](#), the Regional Continuum of Care Council (RCCC), a cross-sector stakeholder group established in 1998, reconstituted in 2014, and merged to become RTFH in January 2017 develops strategic policy as well as

<sup>1</sup> RTFH serves as San Diego City and County's Continuum of Care as defined in Section 578.5 of the Homeless Emergency Assistance and Rapid Transition to Housing Act (HEARTH) published in July 2012.

<sup>2</sup> Southern Nevada Homelessness Continuum of Care (CoC) Governance Structure

<sup>3</sup> 24 CFR 578 HUD Interim Rule, CoC Program, effective August 30, 2012

coordinates resources needed to effectively address homelessness in San Diego.<sup>4</sup>

In its capacity as the CoC as well as the regional leadership and guidance organization on homelessness in the Region, the RTFH is the authority and the central organization addressing homelessness in San Diego through the coordination of resources, evaluation of the crisis response system, development of strategies and implementation of best practices for dramatically reducing and ending homelessness.~~the central organization on homelessness in San Diego City and County,~~ † The RTFH is responsible for:

- Advocating for policies and essential services that promote fair housing, client well-being, and rights/protections under the law;
- Promoting a community-wide commitment to the goal of ending homelessness;
- Providing funding for efforts to quickly re-house individuals and families who are homeless, which minimizes the trauma and dislocation caused by homelessness;
- Promoting access to and effective use of mainstream programs and resources; and
- Optimizing self-sufficiency among individuals and families experiencing homelessness.<sup>5</sup>

## 2. Overview

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The RTFH is a membership-based, collective impact organization originally formed in 1984 as the San Diego Mayor's Task Force on Homelessness, which later expanded to serve the full region as a community collaborative. In 2004, the RTFH became an independent 501(c)3 nonprofit that absorbed the RCCC to create a regional authority on homelessness in 2017. Goals adopted by the RCCC in 2015 note the need for stakeholder engagement well beyond the homeless and housing service delivery system in order to achieve the regional goal of ending homelessness by 2020.

San Diego envisions a system of care throughout the region that ensures all persons at-risk of or experiencing homelessness have a safe, supportive and permanent place to call home with services available to help them stay housed and improve the quality of their lives. The vision is ambitious, and possible. The community is building a future where homelessness is rare, brief, and non-recurring and in which there are sufficient resources, political leadership, and civic involvement to erase homelessness as a permanent fixture in our social landscape. The vision focuses on the principles of Housing First as well as quick access to permanent housing, strengths-based consumer relationships, coordination and collaboration with mainstream partners, provision of necessary services, policy and resource advocacy, comprehensive community education, and data-driven

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<sup>4</sup> Until 2017, the RCCC was an unincorporated association as defined under Section 18035 of the California Corporations Code. The RCCC no longer exists and its functions have been transferred to the RTFH.

<sup>5</sup> <https://www.hudexchange.info/resources/documents/CoC-Duties-Establishing-and-Operating-a-CoC-Slides.pdf>

decision-making.

This Charter memorializes the purpose of the collective impact initiative to end homelessness using the federally-defined CoC responsibilities, outlines the primary work of RTFH, and promotes partnership among the various leadership bodies.<sup>6</sup> An organizational chart depicting the relationships amongst the various leadership bodies in the collective impact initiative may be found in Appendix F.

## 2.1 Mission

The mission of RTFH is to engage stakeholders in a community-based process that works to end homelessness for all individuals and families throughout the San Diego ~~City and County~~County region, address the underlying causes of homelessness, and to lessen the negative impact of homelessness on individuals, families and communities.

## 2.2 Geographic Boundaries

The RTFH includes total geography within the County of San Diego, including all (un)incorporated cities and areas. These boundaries contain other HUD designated program components, including Housing Authorities, HUD geocode areas, local Emergency Solutions Grant (ESG) Areas, communities eligible for State ESG funds, as well federally designated Community Development Block Grant (CDBG) entitlement areas, Housing Opportunities for Persons With AIDS (HOPWA), HOME Investment Partnerships Program (HOME), and U.S. Department of Veterans Affairs (VA) service areas. This geography is referred as the San Diego Region (Region). Various subdivisions are recognized within the Region such as Central, East, South, North Inland, and North Coastal areas.

## 2.3 Emergency Solutions Grant Entitlement Areas

Emergency Solutions Grant (ESG) funds are awarded to the San Diego ESG entitlement areas by HUD for the purpose of providing Essential Services, Shelter Operations, and assistance to persons who are homeless or at-risk of being homeless in the Region. The RTFH directly participates with jurisdictions that receive ESG funds. In each case, the RTFH consults with the jurisdiction to develop cooperative plans and strategies that leverage ESG and other resources to provide emergency shelter, prevention, and rapid re-housing services.

The RTFH and ESG entitlement areas are responsible for reporting and evaluating the performance of ESG program recipients and subrecipients. In response, the RTFH has prepared an ESG Guide that includes information about the responsibilities of the RTFH and ESG area, HUD regulations, cross-jurisdiction strategies, and policy statements.

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<sup>6</sup> CoC responsibilities outlined in 24 CFR Part 578.

Because the Guide is updated periodically, the most recent Guide is incorporated in its entirety in the Charter by reference here.

## 3. Assumptions/Constraints/Risks

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### 3.1 Assumptions

For the purpose of this Charter, the RTFH is assuming its current structure remains in place but acknowledges change may occur due to efficiency studies underway.

### 3.2 Constraints

Implementation of this Charter is reliant on volunteer participation from members of the community and continued funding from HUD and other sources such as those providing match and leverage to RTFH programs.

### 3.3 Risks

Should no stakeholders agree to participate in the RTFH, the Region may not meet HUD HEARTH regulations. Non-compliance with federal regulations could result in reputational damage to RTFH, as well as jeopardize current and future funding. It is the responsibility of RTFH, as the lead coordinating group inclusive of the Homeless Management Information System Lead Agency and Collaborative Applicant, to ensure the effective implementation of the Charter.

## 4. Purpose & Responsibilities

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### 4.1 Purpose

The purpose of RTFH is to assist in the coordination, development, and evaluation of services and housing for populations at-risk of and experiencing homelessness through planning, education and advocacy. To achieve this purpose RTFH will:

- Create a system for coordinated assessment and housing prioritization for the most chronic and vulnerable homeless individuals and families;
- Reinforce a Housing First philosophy for all homeless housing and service providers;
- Increase access to permanent housing through various means including rapid re-housing, permanent supportive housing, and other viable forms of permanent housing;
- Evaluate performance of services within the Region through data collection, analysis, and monitoring;
- Plan for and conduct an annual Point-In-Time Count (PITC) of homeless persons within the Region;

- Create capacity in communities throughout the Region to take ownership of and incorporate evidence-based practices to end homelessness;<sup>7</sup> and
- Develop plans to fulfill the mission of ending homelessness for all individuals and families throughout the Region.

## 4.2 Roles & Responsibilities

The RTFH is, at minimum, responsible for all duties assigned by HUD under the CoC Program.<sup>8</sup> This section defines the basic roles, responsibilities, and committee structures required for operation of RTFH. Appendix H provides a detailed overview of RTFH roles and responsibilities.

### 4.2.1 Full Membership

The RTFH garners community-wide commitment to ending and preventing homelessness by engaging stakeholders in all parts of the Region. In addition to the entities identified by HEARTH as required to participate in RTFH, the Full Membership includes a variety of community partners to the extent they are invested in ending homelessness and present in the Region. Examples of additional stakeholders include private foundations, philanthropists, employment development, and private health service organizations. Members can be individuals or representatives of organizations.

It is the responsibility of the **RTFH Full Membership (FM)** to:

- Establish a ~~Governance Board~~Board (Board) to act on behalf of RTFH. This Board must be representative of the relevant organizations and projects serving homeless sub-populations and include at least one homeless or formerly homeless individual;
- Adopt and follow a written process for selection of Board Members and review this process at least once every five years;
- Elect Homeless Service Provider seats annually;
- Elect Full Membership Liaison to the Board at discretion of FM;
- Ratify full slate of Board Members annually;
- Participate on Board ~~Advisory~~Committees;
- In consultation with RTFH, follow and ratify annually a Governance Charter;
- Attend meetings of the FM, with published agendas, at least twice per year;
- Facilitate sharing of provider expertise and intervention strategies through Learning Collaboratives, as needed; and
- Inform and support the development of regional plans.

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<sup>7</sup> West Virginia Balance of State Governance Charter.

<sup>8</sup> HUD identifies three major areas of responsibility for a CoC: operating a CoC; designing and operating a Homeless Management Information System and ensuring CoC planning.

## 4.2.2 ~~Governance Board~~Board

The Board ~~acts on behalf of RTFH and~~ is representative of the relevant organizations and projects serving people experiencing homelessness within the Region, including at least one homeless or formerly homeless individual. This cross-sector representative Board enhances the Region's capacity to coordinate and leverage resources from various sectors and carry-out its responsibilities.

It is the responsibility of the **Board** to:

- Select Board Members annually and fill vacancies as needed;
- Establish policies for RTFH operations including but not limited to written standards for providing homeless assistance, conflict of interest, recusal, and terms of assistance;
- Direct and evaluate performance of RTFH operations;
- Establish plans for reducing and ending homelessness in the Region:
  - Set regional goals and priorities for ending homelessness, including but not limited to HUD CoC and ESG targets;
  - Use data to inform planning processes, decisions, setting appropriate system level and program level performance and local and regional goals;
  - Ensure relevant organizations, funders, and projects serving homeless sub-populations are represented in planning and decision-making; and
  - Build community awareness and collaboration inclusive of the needs of all homeless populations found in the region for housing.
- Review, update, and approve annual Charter.
- Issue an annual report of homelessness in the region.
- Call and facilitate meetings of the FM. Meetings will be held, at minimum, twice annually;
- ~~Designate and operate a Homeless Management Information System (HMIS):~~
  - ~~Designate a single HMIS for the Region;~~
  - ~~Designate an eligible applicant to manage the RTFH's HMIS, known as the HMIS Lead.~~
- Designate a single Homeless Management Information System (HMIS) lead to operate the regional HMIS, designate a Coordinated Entry System (CES) lead and designate a Collaborative Applicant for the HUD CoC:
  - The RTFH is currently the management and operational organization designated for the HMIS, the CES and Collaborative Applicant for the San Diego City and County CoC 601.
- Establish priorities for funding for region and competitive annual HUD NOFA;
- ~~Prepare applications for funds:~~
  - ~~Establish priorities for funding projects;~~
  - ~~Designate a Collaborative Applicant that will ensure only one application for HUD CoC Program funds is submitted and will collect and combine required application information from all approved projects within the Region;~~
  - Authorize grant applications, raise and allocate funds, and approve sustainability plans.
- ~~Establish a designated Point of Contact (POC) for RTFH. Designation of the~~

~~POC takes into consideration two critical aspects:~~

- ~~○ The POC must have functional knowledge, access, and regular communication with the internal structures of the Collaborative Applicant;~~
- ~~○ To be effective, the POC~~Support RTFH Executive leadership and management, who must possess a comprehensive understanding of HUD regulations and detailed procedures associated with compliance with CoC, ESG, and HUD Veterans Affairs Supportive Housing (VASH) programs, including HMIS functions.
- With regard to CoC matters, the Board should hold at least four (4) open and public meetings per year, and should endeavor to operate in an open and transparent manner to the extent practicable.

#### 4.2.3 ~~Governance Board~~Board Executive Committee

The Executive Committee provides a mechanism for Board leaders (Chair, Vice Chair, Secretary, Treasurer) to engage, within the limits set by Board policy and the bylaws, in decision making, oversight, and communication on important RTFH matters.

The Executive Committee has meetings during the year separate from the Board and are convened as needed by the Chair. The Executive Committee's actions are reported not later than the next meeting of the Board. **The Executive Committee** has the responsibility to:

- Act for the Board and make decisions on matters which:
  - Require action before the next Board meeting;
  - Have been specifically delegated by the Board to the Executive Committee; and
  - Affect the budget and require immediate action.
- Evaluate and make recommendations on financial policies, goals, and budgets.
- Act for the Board in the administration of established policies and programs, and make recommendations to the Board with respect to matters of policy and operations. May use a Working Group to assist in vetting items for Board and Executive Committee meetings; and
- Review RTFH activities and programs and recommend priorities.

#### 4.2.4 ~~Governance Board~~Board Advisory Committees

The RTFH established ~~Advisory~~ Committees (~~AC~~) to provide advice on its primary activities, key issues or community initiatives. The following ~~ACs~~Committees are established as Standing ~~ACs~~Committees incorporating members of the FM and may only be disbanded by a change to the Charter. The ~~Committees~~ACs are as follows:

***Audit Committee:*** Responsible for making recommendations to the Board on hiring and firing independent auditors, negotiating the auditor's compensation, conferring with the auditor to satisfy its members that the RTFH's financial affairs are in order,

reviewing and determining whether to accept an audit, assuring non-audit services performed by the auditors conform with standards for auditor independence, and approving performance of any non-audit services provided by the auditor.

~~**Coordinated Entry System and Subpopulations (CES):** The primary responsibility of CES is to advise on and support the Region's implementation and use of CES.~~

~~**Data Advisory Committee (DAC):** Responsible for advising on data and data systems necessary to achieve RTFH's mission of ending homelessness.~~

**Evaluation Advisory Committee (Evaluations):** Responsible for monitoring, evaluating and recommending improvements to enhance RTFH and RTFH Member Organization performance. Agencies receiving CoC funding are unable to participate in the annual rating and ranking process for HUD CoC funds.

The Evaluation Advisory Committee is responsible for advising on the Homeless system of care which includes:

- the CES regional support and effectiveness
- HMIS data system and/or other relevant data and systems
- Support of the HUD NOFA competitive process and collaborative application
- Regional Homeless System performance measures and metrics
- Review of AHAR, PITC and HIC
- Review of HUD CoC and ESG program monitoring and grievances of any corrective action or final funding recommendations of any competitive process RTFH may be party to; and
- Make recommendations to the Board for changes in CES or HMIS systems that require board and/or FM approval
- Report out to the Board at least annually
- Create a strategic annual plan with the RTFH staff to calendar activities and areas of focus for the committee

~~**Finance Committee (Finance):** Responsible for making recommendations to the Board on financial policies, goals, and budgets that support the mission, values, and goals of the RTFH, and to review the RTFH's financial performance against its goals in order to make programmatic and financial plan recommendations to the Board.~~

~~**Nominations & Selection Advisory Committee (N&S)**~~**Governance Advisory Committee:** Responsible for RTFH governance, N&S. The committee evaluates and recommends changes to improve RTFH's structure and ensure it is meeting the mission. N&S Governance reviews Board Member nominations and provides recommendations to the Board. It also reviews the Charter and provides recommendations to the Board and FM.

**Task Groups:** Periodically, RTFH needs to complete specific, time limited tasks in

order to comply with regulatory demands or to advance its goals and objectives. At the request of the Board, a temporary Task Group or Ad Hoc Committee may be formed to complete the identified task. These groups perform specific functions associated with completion of the task and are guided by and report to one of the established RTFH groups which may include the Board or ~~an AG~~a Committee.

#### 4.2.5 Intergovernmental Council

In order to engage key government representatives in the effort to end homelessness, RTFH will form an Intergovernmental Council (IC). The purpose of the IC will be to promote and coordinate local government activities to assist homeless persons. The IC will consist of current public officials representing various levels of government such as cities, county, state, and federal. The positions of Chairperson and Vice Chairperson will be elected and rotate among the represented agencies on an annual basis.

The **IC** will have various duties, including:

- Fill the two Elected Official seats on the Board;
- Meet regularly and serve in an advisory role to the Board; and
- Review ~~all~~ local activities and programs assisting ~~the people experiencing~~ homelessness to ensure alignment with RTFH policy and plans such as CES participation.

#### 4.2.6 Management and Operations Staff

RTFH management and staff provide infrastructure support to the Board, Full Membership and CommitteesAGs. The CEO is responsible for the direct management and operational day to day activities of the RTFH.

Examples of responsible areas include but are not limited to:

- Provide leadership and guidance on regional homelessness issues
- Collaborative Applicant
- HMIS Lead
- CES Administration & Oversight
- Performance Monitoring and Evaluation
- Point-in-Time Count Coordination
- Full Membership Coordination including Annual Recruitment
- Support to Board, Executive Officers, and CommitteesAGs
- Website & Document Portal Management
- General Point-of-Contact
- Fundraising
- Community Outreach & Education

## Appendix A: Record of Changes

The RTFH Governance Charter will be updated annually. The table below will be used to provide the version number, the date of the version, the author/owner of the version, and a brief description of the reason for creating the revised version should any changes be made.

Table 1: Record of Changes

Version Number	Date	Author/Owner	Description of Change
1.0	4/28/15	RCCC	Administrative changes
2.0	3/28/16	N&S Charter Sub-Committee	New format, condensed verbiage, added by-laws, governance structure modification
3.0	5/4/2017	N&S Committee	Changes to align with merging of RCCC & RTFH
<u>4.0</u>	<u>5/11/2018</u>	<u>N&amp;S Committee</u>	<u>Administrative changes</u>

## Appendix B: Acronyms

Table 2: Acronyms

Acronym	Literal Translation
<b>AG</b>	<del>Advisory Committee</del>
<b>CA</b>	Collaborative Applicant
<b>CES</b>	Coordinated Entry System
<b>CDBG</b>	Community Development Block Grant
<b>CoC</b>	Continuum of Care
<b>DAC</b>	<del>Data Advisory Committee</del>
<b>ESG</b>	Emergency Solutions Grant
<b>FM</b>	Full Membership
<b>HEARTH</b>	Homeless Emergency Assistance and Rapid Transition to Housing Act
<b>HMIS</b>	Homeless Management Information System
<b>HOME</b>	HOME Investment Partnerships Program
<b>HOPWA</b>	Housing Opportunities for Persons With AIDS
<b>HUD</b>	U.S. Department of Housing & Urban Development
<b>IC</b>	Intergovernmental Council
<b>IO</b>	Infrastructure Organization
<b>MOU</b>	Memorandum of Understanding
<b>N&amp;S</b>	Nominations & Selection Advisory Committee – <u>renamed Governance Advisory Committee (2018)</u>
<b>NOFA</b>	Notice of Funding Availability
<b>PITC</b>	Point-in-Time Count
<b>RCCC</b>	Regional Continuum of Care Council

Acronym	Literal Translation
VA	U.S. Department of Veterans Affairs

## Appendix C: Glossary

Table 3: Glossary

Term	Definition
Collaborative Applicant	The Collaborative Applicant is the entity that submits the annual CoC Consolidated Application for funding and is charged with collecting and combining the application information from all applicants for all projects within the RTFH's geographic area.
Collective Impact	Commitment of a group of important actors from different sectors to a common agenda for solving a specific social problem. Unlike most collaborations, collective impact initiatives involve a centralized infrastructure, a dedicated staff, and a structured process that leads to a common agenda, shared measurement, continuous communications, and mutually reinforcing activities among all participants.
Community Development Block Grant (CDBG)	CDBG, one of the longest-running programs of the U.S. Department of Housing and Urban Development, funds local community development activities such as affordable housing, anti-poverty programs, and infrastructure development.
Consolidated Plan	The Consolidated Plan is designed to help states and local jurisdictions to assess their affordable housing and community development needs and market conditions, and to make data-driven, place-based investment decisions. The consolidated planning process serves as the framework for a community-wide dialogue to identify housing and community development priorities that align and focus funding from the CPD formula block grant programs: CDBG, HOME, ESG, and HOPWA. The Consolidated Plan is carried out through Annual Action Plans, which provide a concise summary of the actions, activities, and the specific federal and non-federal resources that will be used each year to address the priority needs and specific goals identified by the Consolidated Plan. Grantees report on accomplishments and progress toward Consolidated Plan goals in the Consolidated Annual Performance and Evaluation Report (CAPER).
Continuum of Care (CoC)	A CoC is a regional or local planning body that coordinates housing and services funding for homeless families and individuals.
Coordinated Entry System (CES)	CES is a system designed to coordinate program participant intake, assessment, and provision of referrals for housing placement. The system covers the Region, is easily accessed by individuals and families seeking housing or services, is well advertised, and includes a comprehensive and standardized assessment tool.

Term	Definition
Emergency Solutions Grant (ESG)	The ESG program provides funding to: (1) engage homeless individuals and families living on the street; (2) improve the number and quality of emergency shelters for homeless individuals and families; (3) help operate these shelters; (4) provide essential services to shelter residents, (5) rapidly re-house homeless individuals and families, and (6) prevent families/individuals from becoming homeless.
Geo Code Area	A particular geographic location identified with a six-digit number by HUD and used for annual allocation of funds. The characterization is based on population statistics such as the average age or income of its inhabitants.
Geographic Boundaries	Includes all geography within the County of San Diego, including (un)incorporated cities and areas.
<del>Governance Board</del> Board	Body leading the collective impact initiative that oversees RTFH functions.
Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act of 2009	On May 20, 2009, President Obama signed the HEARTH Act of 2009. The HEARTH Act amends and reauthorizes the McKinney-Vento Homeless Assistance Act with substantial changes, including a consolidation of HUD's competitive grant programs.
HOME Investment Partnerships Program (HOME)	HOME is a type of United States federal assistance provided by HUD to States in order to provide decent and affordable housing, particularly housing for low- and very low-income Americans.
Homeless Management Information System (HMIS)	HMIS is a local information technology system used to collect client-level data and data on the provision of housing and services to homeless individuals and families and persons at risk of homelessness.
Homeless Management Information System (HMIS) Lead	Entity designated by the RTFH in accordance with HEARTH to operate HMIS.
Housing Opportunities for Persons with AIDS (HOPWA)	To help take care of the housing needs of low-income people who are living with HIV/AIDS and their families.
Housing Authority	A housing authority is generally a governmental body that governs some aspect of a region's housing, often providing low rent or free apartments to qualified residents.
Housing First	Housing First is a recovery-oriented approach to ending homelessness that centers on quickly moving people experiencing homelessness into independent and permanent housing and then providing additional supports and services as needed.
Memorandum of Understanding (MOU)	An MOU is a formal agreement between two or more parties. Companies and organizations can use MOUs to establish official partnerships. MOUs are not legally binding but they carry a degree of seriousness and mutual respect.

Term	Definition
Permanent Supportive Housing (PSH)	PSH is a program that helps eligible people find a permanent home and also get local mental health services but only if and when they need that help.
Point-in-Time Count (PITC)	The PITC is a count of sheltered and unsheltered homeless persons on a single night in January. HUD requires that CoCs conduct an annual count of homeless persons who are sheltered in emergency shelter, transitional housing, and Safe Havens on a single night and unsheltered at least biennially.
Prevention Programs	Homeless Prevention Programs provide rental assistance, utility assistance and supportive services directly related to the prevention of homelessness to eligible individuals and families who are in danger of eviction, foreclosure or homelessness.
Rapid Re-Housing (RRH)	RRH is an intervention, informed by a Housing First approach that is a critical part of a community’s effective homeless crisis response system. It quickly connects families and individuals experiencing homelessness to permanent housing through a tailored package of assistance that may include the use of time-limited financial assistance and targeted supportive services.
Regional Continuum of Care Council (RCCC)	<i>The RCCC was a cross-sector stakeholder group established in 1998, reconstituted in 2014, and merged with the Regional Task Force on the Homeless in 2017 to develop strategic policy as well as coordinate resources needed to effectively address homelessness in San Diego.</i>
RTFH Member	RTFH members can be an individual, agency and/or department within a political subdivision who are concerned with and/or providing services to the various homeless sub-populations furthering the direction of the RTFH. An agency and/or department with more than one individual representing that organization will be recognized as one member.
RTFH Individual Member	RTFH full individual membership is designed for those interested in and committed to ending homelessness, including consumers, students, educators, San Diego residents, and others. Individuals who care about the quality of services provided to persons experiencing homelessness, who want to ensure they are meeting their needs to the greatest extent possible are individual RTFH members.
RTFH Organizational Member	RTFH Organizational Membership is open to organizations, corporations and agencies interested in supporting the RTFH’s commitment to ending homelessness.
Recipient	An eligible entity that signs a grant agreement for a specified funding source.
Sub-population (homeless)	For the purpose of the Charter, sub-populations are referring to categories of individuals with related, yet distinct, needs that can be addressed through a CoC. Representation of sub-populations as required by HEARTH must be reflected on the Board.

Term	Definition
Sub-recipient	Eligible entity that receives a sub-grant from the recipient to carry-out a project.
U.S. Department of Housing & Urban Development (HUD)	A U.S. government agency created in 1965 to support community development and increase home ownership.
U.S. Department of Veterans Affairs (VA)	The VA is a government-run military veteran benefit system with Cabinet-level status.

## Appendix D: Referenced Documents

This table summarizes the relationship of the Charter to other relevant documents. Here, identifying information for all documents used to arrive at and/or referenced within this document will be provided (e.g., related and/or companion documents, prerequisite documents, relevant technical documentation, etc.).

Table 4: Referenced Documents

Document Name	Document Location and/or URL	Issuance Date
Alameda County CoC/ EveryOne Home Governance Charter	<a href="http://everyonehome.org/wp-content/uploads/2016/02/CoCs-Governance-Charter.pdf">http://everyonehome.org/wp-content/uploads/2016/02/CoCs-Governance-Charter.pdf</a>	June 2015
Continuum of Care Duties	<a href="https://www.hudexchange.info/resources/documents/CoC-Duties-Establishing-and-Operating-a-CoC-Slides.pdf">https://www.hudexchange.info/resources/documents/CoC-Duties-Establishing-and-Operating-a-CoC-Slides.pdf</a>	NA
ESG Guide	TBD	TBD
HEARTH Act	<a href="https://www.hudexchange.info/resources/documents/HomelessAssistanceActAmendedbyHEARTH.pdf">https://www.hudexchange.info/resources/documents/HomelessAssistanceActAmendedbyHEARTH.pdf</a>	May 2009
HUD Interim Rule	<a href="https://www.hudexchange.info/resources/documents/CoCProgramInterimRule_FormattedVersion.pdf">https://www.hudexchange.info/resources/documents/CoCProgramInterimRule_FormattedVersion.pdf</a>	August 2012
Notice Establishing Additional Requirements for a Continuum of Care Centralized or Coordinated Assessment System	<a href="https://www.hudexchange.info/resources/documents/Notice-CPD-17-01-Establishing-Additional-Requirements-or-a-Continuum-of-Care-Centralized-or-Coordinated-Assessment-System.pdf">https://www.hudexchange.info/resources/documents/Notice-CPD-17-01-Establishing-Additional-Requirements-or-a-Continuum-of-Care-Centralized-or-Coordinated-Assessment-System.pdf</a>	January 2017
RTFH By-Laws	<a href="http://nebula.wsimg.com/295b6dc187e4b55049160278c72dfe76?AccessKeyId=84F4D43D27BED21A7BD2&amp;disposition=0&amp;alloworigin=1">http://nebula.wsimg.com/295b6dc187e4b55049160278c72dfe76?AccessKeyId=84F4D43D27BED21A7BD2&amp;disposition=0&amp;alloworigin=1</a>	January 2016
Southern Nevada Homelessness CoC Governance Structure	<a href="http://www.helphopehome.org/">http://www.helphopehome.org/</a>	August 2014
West Virginia Balance of State CoC Charter	Drop Box (will update with URL once finalized)	October 2015



## Appendix E: Approvals

The undersigned acknowledge they have reviewed the Charter and agree with the information presented within this document. Changes to this Charter will be coordinated with, and approved by, the undersigned, or their designated representatives.

*Instructions: List the individuals whose signatures are desired. Examples of such individuals are RTFH ~~Governance Board~~Board Chair, RTFH ~~Governance Board~~Board Vice-Chair, RTFH President & CEO, and any other appropriate stakeholders.*

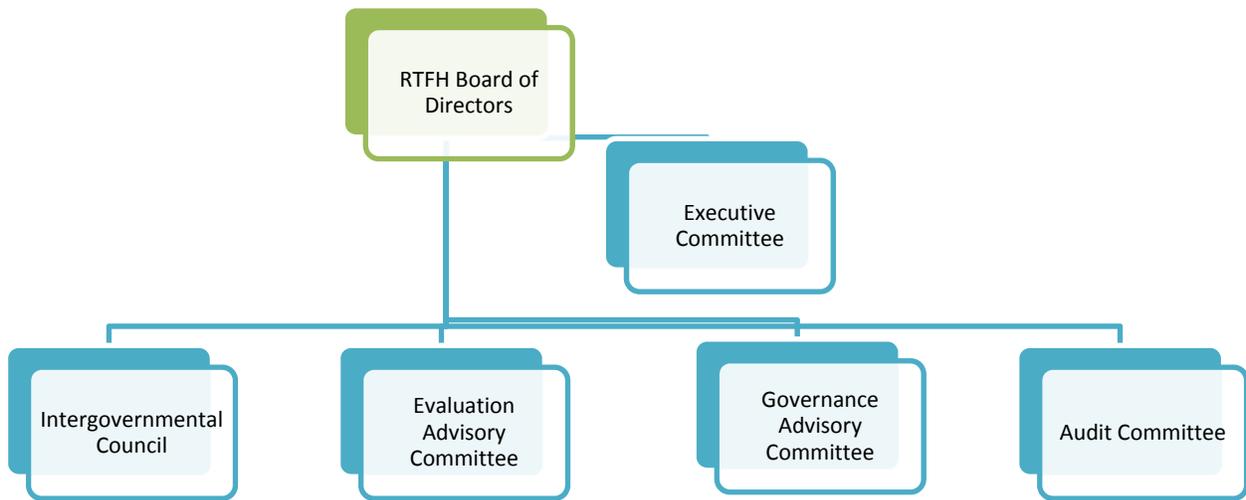
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 Title: \_\_\_\_\_  
 Role: \_\_\_\_\_

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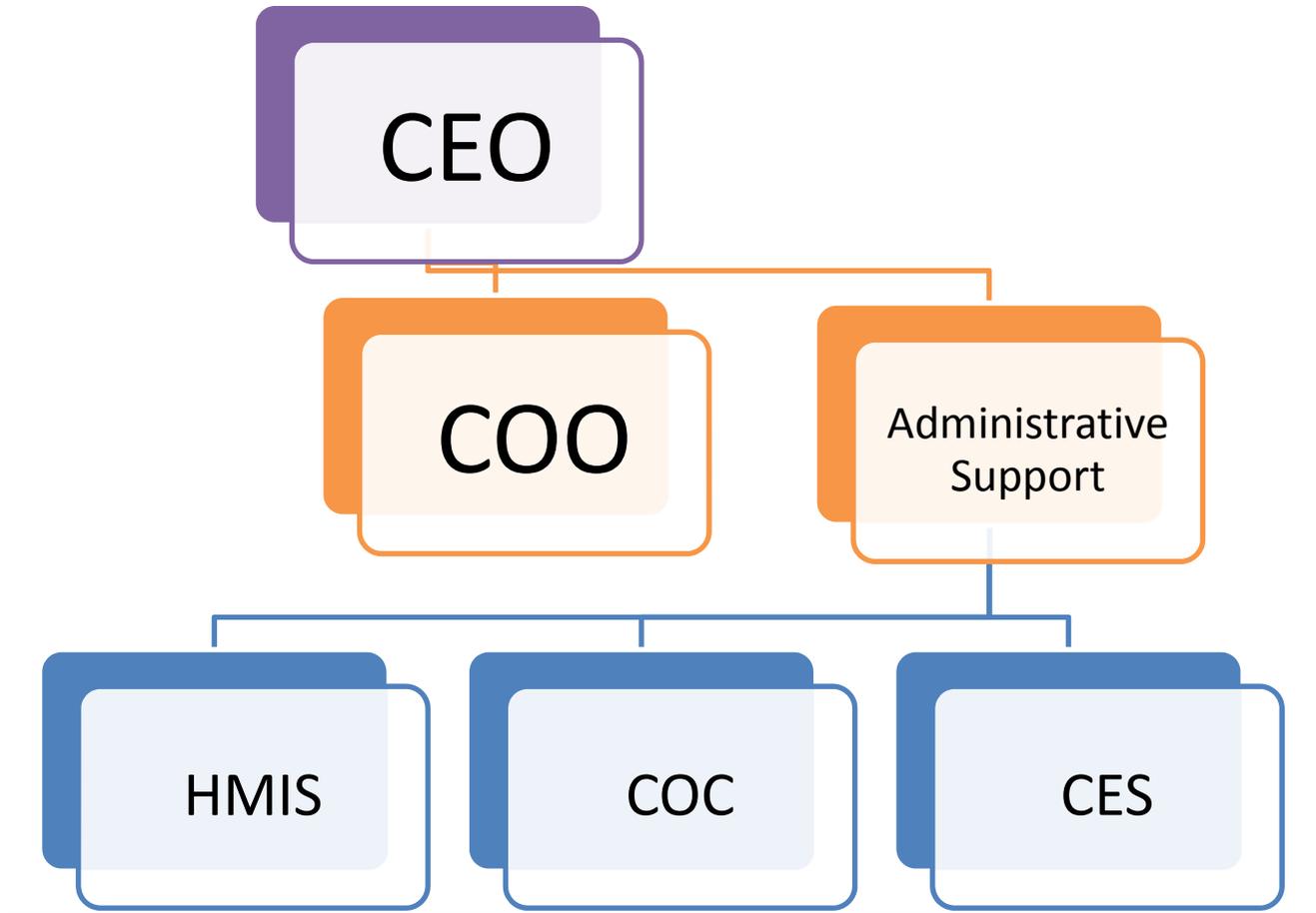
Signature: \_\_\_\_\_ Date: \_\_\_\_\_  
 Print Name: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Role: \_\_\_\_\_

## Appendix F: Organizational Chart

Table 5: RTFH Board Organizational Chart



*Table 6: RTFH Staff Organizational Chart*



## Appendix G: RTFH ~~Governance Board~~Board Structure

Table 6: RTFH ~~Governance Board~~Board Structure

Board Structure		Sub-Population Representation	Organizational Representative
<i>Appointed Seats</i>	County Health and Human Services Agency	Homeless Families with children Unaccompanied youth (UY) Seniors Veterans Chronic homeless Substance abuse Co-Occurring Disorders Victims of domestic violence Seriously mentally ill Transition Age Youth (TAY) HIV/AIDS Human trafficking Unaccompanied women	Charged with coordinating efforts of all health and human services providers.
	Public Housing Authority: County of San Diego Department of Housing and Community Development		Charged with coordinating efforts with all other public housing authorities within the Region.
	Public Housing Authority: San Diego Housing Commission		
	San Diego Workforce Partnership		Charged with coordinating efforts of all employment agencies and workforce development services providers.
	United Way of San Diego County		Charged with coordinating collective impact efforts.
	U.S. Department of Veterans Affairs		Charged with coordinating efforts of all homeless Veterans providers.
<i>Community Stakeholders</i>	Homeless / Formerly Homeless		Charged with representing all homeless individuals or formerly homeless individuals.
	Homeless Service Provider – General, Central, East, North Coastal, North Inland, and South Bay Regions (6)		Charged with coordinating efforts with all service providers in the designated region. Preference given to emerging needs and regions under the General Homeless Service Provider seat.
	Education		Charged with coordinating efforts with all education organizations.
	Health (3)		Charged with coordinating efforts with all healthcare providers.
	Law Enforcement / Justice System		Charged with coordinating efforts with all other public law enforcement agencies within the Region.

	Business (3)		Charged with coordinating efforts with all business organizations. Preference given to affordable housing developers.
	Elected Official (2)		Charged with coordinating efforts with all jurisdictions within the Region.
	Funder (2)		Charged with coordinating efforts of philanthropy.
	Faith Community		Charged with coordinating efforts of all faith-based organizations.
	Technology Business		Charged with coordinating efforts of all technology organizations.
	Homeless Advocate		Charged with advocating on behalf of persons experiencing homelessness.
	Flexible (3)		Charged with coordinating efforts in their sectors. Preference given to consumers, affordable housing developers, and County of San Diego law enforcement agencies.

## Appendix H: RTFH Roles & Responsibilities

Table 6: RTFH Roles & Responsibilities

Responsibility	Required Activity	Responsible Stakeholder(s):
Operate the RTFH	Hold meetings of the FM, with published agendas, at least twice per year. One meeting will be the Annual Meeting.	Board RTFH Staff
	Make an invitation for new members to join publicly available within the geographic area at least annually. Ensure an updated membership roster is maintained.	RTFH Staff
	Adopt and follow a written process to select a Board and its members to act on behalf of RTFH. The process must be reviewed, updated, and approved by the Board and FM at least once every 5 years.	Board FM RTFH Staff
	Appoint additional committees, subcommittees, or workgroups.	Board
	Participate in <a href="#">Committees/ACs</a> , additional committees, subcommittees, or workgroups.	Board FM RTFH Staff
	Develop, follow, and update annually a Charter, which will comply with HEARTH and all other applicable regulations.	Board FM <a href="#">N&amp;S—AC Governance Advisory Committee</a> HMIS Lead Collaborative Applicant RTFH Staff
	Establish performance targets appropriate for population and program type, monitor recipient and sub-recipient performance, evaluate outcomes, and take action against poor performers. This includes ESG and CoC funded programs.	Board Evaluations <a href="#">Advisory Committee</a> RTFH Staff Recipient
	Establish and operate a CES system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services.	Board <a href="#">Evaluations Advisory Committee</a>

		CES-AG RTFH Staff
	Establish and consistently follow written standards and policies for providing homeless assistance inclusive of CoC and ESG programs.	Board <u>Evaluations Advisory Committee</u> Evaluations-AG RTFH Staff
	Designate a single HMIS for the Region.	Board
	Direct and evaluate performance of RTFH.	Board
	Provide support to Board, Executive Officers, and <u>Committees/AGs</u> . In addition, manage the Website & Document Portal and serve as the RTFH's general Point-of-Contact as directed by the Board. Conduct community outreach and engagement as appropriate.	RTFH Staff
	Review RTFH activities and act on behalf of the Board as designated by the Board.	Executive Committee
Designating and operating an HMIS	Designate an eligible applicant to manage the RTFH's HMIS, which will be known as the HMIS Lead.	Board
	Review, revise, and approve a privacy plan, security plan, and data quality plan for the HMIS.	HMIS Lead <u>Evaluations Advisory Committee</u> DAG
	Ensure consistent participation of recipients and sub-recipients in the HMIS.	HMIS Lead RTFH Staff
	Ensure the HMIS is administered in compliance with requirements prescribed by HUD.	HMIS Lead <u>Evaluations Advisory Committee</u> DAG RTFH Staff
Continuum of Care planning	Coordinate the implementation of a housing and service system within the Region that meets the needs of homeless individuals (including unaccompanied youth) and families. At a minimum, such system encompasses the following: <ul style="list-style-type: none"> <li>• Outreach, engagement, and assessment;</li> <li>• Shelter, housing, and supportive services; and</li> </ul>	Board <u>Evaluations Advisory Committee</u> CES-AG RTFH Staff

	<ul style="list-style-type: none"> <li>Prevention strategies.</li> </ul>	
	Planning for and conducting, at least biennially, a PITC of homeless persons within the Region.	RTFH Staff
	Establish plans for ending homelessness in the Region.	Board IC RTFH Staff
	Conduct an annual analysis including gaps of <del>the</del> homeless <u>systems</u> needs and services available within the Region.	RTFH Staff HMIS Lead
	Provide information required to complete the Consolidated Plan(s) within the Region.	RTFH Staff
	Consult with ESG program recipients within the Region on the plan for allocating ESG funds as well as reporting on and evaluating the performance of ESG program recipients and sub-recipients.	Evaluations <u>Advisory Committee</u> HMIS Lead RTFH Staff
	Identify and apply for competitive homeless-related federal, state, and local grants, as appropriate.	Board <u>Resources AG</u> Collaborative Applicant RTFH Staff
	Facilitate Learning Collaboratives to help assure the use of evidence-based programs and other innovations with fidelity and benefit to consumers.	FM RTFH Staff
	Issue annual report of homelessness in the region.	Board RTFH Staff
	Develop, as appropriate, and review solicitation responses for the RTFH and provide recommendations to the Board.	RTFH Staff
Actively engage with RTFH stakeholders.	Board RTFH Staff	

**AMENDED AND RESTATED BYLAWS  
OF  
REGIONAL TASK FORCE ON THE HOMELESS, INC.**  
(A California Nonprofit Public Benefit Corporation)  
(Adopted \_\_\_\_\_ 2018)

**ARTICLE I  
NAME**

Section 1.01 CORPORATE NAME. The name of this corporation is the Regional Task Force on the Homeless, Inc. (“corporation”).

**ARTICLE II  
OFFICES**

Section 2.01 PRINCIPAL OFFICE OF THE CORPORATION. The principal office for this corporation shall be located at 4699 Murphy Canyon Road, San Diego, California 92123. The Board of Directors (“Board”) is granted full power and authority to change such principal office from one location to another within California.

Section 2.02 OTHER OFFICES OF THE CORPORATION. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is authorized to conduct its activities.

**ARTICLE III  
PURPOSES**

Section 3.01 GENERAL AND SPECIFIC PURPOSES. The corporation’s general and specific purposes are described in its Articles of Incorporation, and include a variety of charitable services and functions. The corporation shall serve as a regionally-focused homelessness assistance coordination and related services organization, the purposes of which include but are not limited to serving as a Continuum of Care entity under the HEARTH Act.

**ARTICLE IV  
CONSTRUCTION AND DEFINITIONS**

Section 4.01 CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**ARTICLE V  
DEDICATION OF ASSETS**

Section 5.01 DEDICATION OF ASSETS. This corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more entities that are a California nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

**ARTICLE VI  
MEMBERSHIP**

Section 6.01 MEMBERSHIP. The corporation has “Members” as the term is defined in Section 5056 of the California Nonprofit Corporation Law. The membership of the Members in the corporation is not transferable. There are two types of Members: Organizational and Individual. The Members are listed and identified on **Attachment 1**, which may be amended from time to time by the Board without amending these bylaws. Members shall meet, at a minimum, semi-annually as called by the Board to review and update the corporation’s goals and policies, including the Governance Charter, and to elect new Directors of the Board. A majority of the full membership constitutes a quorum for ratifying the Governance Charter and election of Directors of the Board.

Section 6.01.1 Each Organizational Member shall annually designate up to three (3) individuals to serve as its representative to the corporation, subject to acceptance and approval of the Board. Notwithstanding, each Organizational Member shall have one (1) vote at Membership meetings.

Section 6.02 ASSOCIATES. Nothing in this Article VI shall be construed as limiting the right of the corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 6.03 RIGHTS. The Members shall have the [collective](#) right to approve, as set forth in these bylaws, this corporation’s elected directors of the board, on the disposition of all or substantially all of this corporation’s assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve this corporation, and as otherwise required under the California Nonprofit Corporation Law or set forth in these bylaws.

**ARTICLE VII  
GOVERNANCE BOARD/ BOARD OF DIRECTORS**

Section 7.01 GENERAL POWERS. Subject to the powers of the Members, the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the Continuum of Care Governance Charter as it may be amended from time to time (the “Charter”), the HEARTH Act and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these

Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Governance Board, referred to herein as the Board of Directors. Each individual appointed to the Board of Directors may be referred to as a "Director" or "Board member". The Board may delegate the management of the corporation's activities to any person(s), infrastructure organization, management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.02 SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 7.01 of these Bylaws, but subject to the same limitations, the Board shall have the power to:

- a. Appoint and remove, at the pleasure of the Board, ~~all corporate officers, agents, and employees~~ the Chief Executive Officer (CEO); prescribe powers and duties for them as are consistent with the Charter, the law, the Articles of Incorporation, and these Bylaws; and fix the ~~CEO's~~ compensation.
- b. Conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with the Charter, the law, the corporation's Articles of Incorporation or these Bylaws;
- c. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California.
- d. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- e. Adopt and use a corporate seal and alter the form of the seal.
- f. Carry on a business and apply any revenues in excess of expenses that result from the business activity to any activity in which it may lawfully engage.
- g. Acquire by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey, or otherwise dispose of real and personal property.
- h. Act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust.
- g. Managing Request for Proposals ("RFP") protocol, contracting for services, preparing and submitting grant applications, and obtaining insurance.

Section 7.03 DESIGNATED DIRECTORS.

(a) The number of directors shall be no less than thirteen (13) and no more than thirty-one (31), unless changed by amendment to these Bylaws. ~~All~~ Except as otherwise provided herein, directors shall be nominated and elected by the existing Board of Directors and subject to approval by the Members. All directors shall have full voting rights.

(b) The qualifications for directors are dedication to the aims and objectives of the corporation, leadership experience, relevant sector experience, a high ethical standard, possession of interpersonal skills, service as an eligible voting member of the corporation's Membership, eligibility to conduct business with a governmental entity, and a willingness to promote the corporation and a dedication to its charitable endeavors. At least one (1) Director must be homeless or formerly homeless, and seven (7) Directors must be directly elected by the Membership to represent homeless services providers from designated geographic regions. ~~The Membership may elect to have one (1) of these seven (7) Directors represent the Membership on the Board in a liaison role.~~ All-Each of those Directors should be representative of the member organizations and/or projects or programs serving homeless subpopulations. The Membership may elect to have one (1) of these seven (7) Directors represent the Membership on the Board in a liaison role. The Director seats are listed and identified on **Attachment 2**, which may be amended from time to time by the Board without amending these bylaws.

Section 7.04 TERMS OF OFFICE. Directors shall hold office for two (2) years and until a successor director has been designated and approved by the Members. Notwithstanding the foregoing, the ~~members~~ Directors of the initial Board shall stagger their terms by dividing the number of members of the Board into three groups of unequal or equal number and then labeling the groups 1, 2, and 3. Thereafter, by lot, the name of a Director shall be assigned to one of the three groups. The terms for each of the directors in Group 3 shall expire after one year; the terms for each of the directors in Group 2 shall expire after the second year; and, the terms for each of the directors in Group 1 shall expire after the third year. ~~There shall be no limitation upon the number of consecutive terms to which a Director may be reelected.~~ Total terms served cannot exceed five (5) terms or ten (10) years.

Section 7.05 INTERESTED PERSONS. No more than forty-nine percent (49%) of the ~~directors~~ Directors serving at any one time may be "interested persons." For purposes of this section, an "interested person" is: (a) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation, if any, paid to a director as a director; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any person listed in (a) above. Any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7.05.1 No Director may participate in Board discussions or vote in decisions concerning the award of a grant or other financial benefits to an organization which employs the Director, or on which the Director serves as a ~~Board board~~ member or officer. This applies only to direct awards, not discussions or votes related to policy.

Section 7.05.2 The Board shall comply with all conflicts requirements of the HEARTH Act section 578.95.

Section 7.06 EVENTS CAUSING VACANCIES ON BOARD. A vacancy on the Board shall be deemed to exist if a Director dies, resigns, is removed, or if the authorized number of ~~directors~~ Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law. Vacancies on the Board shall be filled by the vote of a majority of ~~directors~~ Directors then in office, subject to approval by the Members. Each ~~director~~ Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly qualified and elected.

Section 7.07 REMOVAL. A director may be removed at any time with or without cause by a majority vote of the Board subject to approval by a majority vote of the Members, or by a majority two-thirds vote of the Members. ~~or by a majority vote of the Board subject to approval by a majority vote of the Members.~~

Section 7.08 RESIGNATION. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any Director may resign effective upon giving written notice to the President/CEO, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected by the Board and approved by the Members before such time, to take office when the resignation becomes effective.

Section 7.09 DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 7.10 NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 7.11 PLACE OF BOARD MEETINGS. Meetings shall be held at the principal office of the Corporation, or at any other place within or without the State of California that has been designated in the notice of the meeting, or if there is no notice, at such place as has been designated from time to time by resolution of the Board. ~~To the extent required by law or the Charter, meetings of the Board shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (California Government Code Sections 54950, et seq.), as the same may be modified from time to time ("Brown Act"), and shall occur within San Diego County.~~

Section 7.12 ANNUAL MEETINGS. The Board shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the Board.

Section 7.13 REGULAR MEETINGS. Regular meetings of the Board, shall be held at

such times and places as may from time to time be fixed by the Board. Regular meetings of the Board will be called, held and conducted in accordance with ~~the Brown Act~~ Board policy. ~~Items may be placed on the agenda by the President/CEO, the Chairperson of the Board, or any two Directors., and~~ a ~~Agendas for such open and publicly noticed meetings as described in the Charter will be posted at least seventy-two hours previous prior to the meeting. Items may be placed on the agenda by the President/CEO, the Chairperson of the Board, or any two Directors.~~

Section 7.14 SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the ~~chairperson~~ Chairperson of the Board, if any, the President/ CEO, the Secretary, or any two directors. The party calling such special meeting shall determine the place, date and time thereof. Special meetings of the Board may be held only after each director has received twenty-four (24) hours' notice delivered personally or by any other means. Any such notice shall be addressed or delivered to each director at the director's address (or telephone or facsimile number, or electronic mail address, as applicable) as it is shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver. Notice will be deemed waived by any Board member who is actually present at the meeting or at or prior to the meeting files a written waiver of notice with the Secretary of the Board. ~~Special meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with the Brown Act, and agendas for such special meetings will be posted twenty four (24) hours prior to the meeting in a location accessible to the public. Emergency meetings of the Board related to a charter held by the corporation will be called, held and conducted in accordance with Government Code section 54956.5.~~

Section 7.15 QUORUM. A majority of the actual number of directors shall constitute a quorum. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 7.16 PARTICIPATION IN MEETINGS BY TELECONFERENCE. Directors may participate in teleconference meetings so long as all of the following requirements ~~in the Brown Act~~ are complied with:

- a. At a minimum, a quorum of the Board shall participate in the teleconference meeting from locations within San Diego County if business of the Continuum of

Care is on the agenda;

- b. All votes taken during a teleconference meeting shall be by roll call;
- ~~e. If the Board elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;~~
- ~~d. All locations where a Director participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;~~
- ~~e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board directly at each teleconference location; and~~
- ~~f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.~~

Section 7.17 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.18 CONDUCT OF MEETINGS. Meetings of the Board shall be presided over by a chairperson elected by a majority of the Directors then in office, or, if not elected, by the President. The Secretary shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 7.19 FEES AND COMPENSATION. Directors shall serve without compensation for their service. The Board may approve the reimbursement of a director's actual and necessary expenses incurred when conducting the corporation's business.

Section 7.20 STANDARD OF CARE. Pursuant to Section 5231 of the California Nonprofit Public Benefit Corporation Law, a Director shall perform the duties of a Director, including duties as a member of any committee upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons as to matters that the Director

believes to be within such person's professional or expert competence; or

- c. A committee upon which the Director does not serve as to matters within its designated authority, which committee the Director believes to merit confidence; provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Section 7.21 CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two (2) or more Directors, and if desired by the Board, one (1) or more Member representatives, to serve at the pleasure of the Board. Appointments to committees of the Board shall be ~~by majority vote of the authorized number of Directors~~ approved or designated by the Chairperson of the Board. The ~~Board Chairperson~~ may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Annually, each committee will elect a Committee Chair to preside at committee meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. A Vice Chair will also be elected annually to fulfill the duties of the Chair if absent or disabled. Any such committee ~~shall~~ may have ~~all~~ the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of a majority of all Board members;
- b. Fill vacancies on the Board or any committee of the Board;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;
- e. Create any other committees of the Board or appoint the members of committees of the Board; or
- f. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

Section 7.21.1 ~~NOMINATIONS AND SELECTION~~ GOVERNANCE COMMITTEE. ~~Responsible for corporate governance, the Nominations and Selection~~ The Governance Committee evaluates and recommends changes to improve the corporation's structure and ensure it is meeting the mission. The committee reviews Board Member nominations and provides recommendations to the Board. It also reviews the Charter and provides recommendations to the Board and Membership.

Section 7.21.2 EVALUATION ADVISORY COMMITTEE. The committee is responsible for monitoring, evaluating and recommending improvements to enhance the performance

of the corporation in achieving its mission to end homelessness. Agencies receiving U.S. Department of Housing and Urban Development Continuum of Care funding are unable to participate in the annual rating and ranking process. The committee is also responsible for advising the Board regarding the homeless system of care, including the Coordinated Entry System, HMIS and other data systems as appropriate, and other functions as directed by the Charter or Board.

~~Section 7.21.3 DATA ADVISORY COMMITTEE. Responsible for advising on data and data systems necessary to achieve the corporation's mission.~~

~~Section 7.21.4 COORDINATED ENTRY SYSTEM / SUB POPULATIONS COMMITTEE. The primary responsibility of the Coordinated Entry System / Sub Populations Committee is to advise on and support the corporation's implementation and use of the Coordinated Entry System.~~

~~Section 7.21.5 FINANCE COMMITTEE. Responsible for making recommendations to the Board on financial policies, goals, and budgets that support the mission, values, and goals of the RTPH, and to review the corporation's financial performance against its goals in order to make programmatic and financial plan recommendations to the Board.~~

Section 7.21.3 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Officers listed in Article VIII, plus any additional Directors designated by the Board. During intervals between meetings of the Board, the Executive Committee shall have and exercise all of the authority of the Board except as otherwise limited by these bylaws, by Board policy, or by other Board action. The Executive Committee has meetings convened as needed by the Chairperson or President/CEO. The Executive Committee's actions are reported to the full Board not later than the next regular meeting of the Board. The Executive Committee's responsibilities include evaluation and making recommendations on financial policies, goals, and budgets.

Section 7.21.6 ~~4~~ AUDIT COMMITTEE. Responsible for making recommendations to the Board on hiring and firing independent auditors, negotiating the auditor's compensation, conferring with the auditor to satisfy its members that the corporation's financial affairs are in order, reviewing and determining whether to accept an audit, assuring non-audit services performed by the auditors conform with standards for auditor independence, and approving performance of any non-audit services provided by the auditor

Section 7.22 Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings, ~~and~~ other Board actions, ~~and the Brown Act, if applicable~~, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board's resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 7.23 NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of this corporation. The corporation may carry liability insurance respecting the conduct of the corporation's business by the ~~directors~~ Directors.

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

Section 8.01 REQUIRED OFFICERS. The officers of this corporation shall be a President/ CEO, a Secretary, and a Treasurer/ Chief Financial Officer.

Section 8.02 PERMITTED OFFICERS. The corporation, at the Board's direction, may also have a ~~chairperson~~-Chairperson of the Board, a chief operating officer, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as may appointed be under Article VIII, Section 8.05 of these Bylaws. Each officer shall hold office for such period, have such authority, and perform such duties as the Board at its pleasure may from time to time determine.

Section 8.03 DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/ Chief Financial Officer may serve concurrently as either the President/ CEO or the ~~chairperson~~-Chairperson of the Board.

Section 8.04 ELECTION OF OFFICERS. The officers of this corporation shall be chosen by the Board and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors are elected and qualified, subject to the rights of an officer, if any, under any employment contract.

Section 8.05 SUBORDINATE OFFICERS. The Board may appoint and may empower the chairperson of the Board or the President/ CEO to appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 8.06 REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 8.07 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 8.08 VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8.09 PRESIDENT/ CEO. Subject to the control of the Board, and subject to the President/ CEO's contract of employment, if any, the President/ CEO is the general manager and

chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The President/ CEO has the general powers and duties of management usually vested in the office of President/ CEO and such other powers and duties as may be prescribed from time to time by the Board.

Section 8.10 CHAIRPERSON OF THE BOARD. If a Chairperson of the Board is elected, he or she shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time.

Section 8.11 VICE-CHAIR. If the Chair is absent or disabled, the Vice-Chair designated by the Board, shall perform all duties of the Chair. When so acting, a Vice-Chair shall have all powers of and be subject to all restrictions on the Chair. The Vice-Chair shall have such other powers and perform such other duties as the Board or these Bylaws may require.

Section 8.12 SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present and absent, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and a register showing the names of all directors and their respective addresses. The Secretary shall keep the seal of the corporation and shall affix the same on such papers and instruments as may be required in the regular course of business, but failure to affix it shall not affect the validity of any instrument. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meetings of the Board to all directors promptly after the meetings. The Secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer. In general, the Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 8.13 TREASURER/ CHIEF FINANCIAL OFFICER. The Treasurer/ Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer/ Chief Financial Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Board at all reasonable times. The Treasurer/ Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (b) disburse the corporation's funds as the Board may order; (c) render to the President, chairman of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer/ Chief Financial Officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the Bylaws may require.

**ARTICLE IX  
TRANSACTIONS BETWEEN CORPORATION**

## AND DIRECTORS OR OFFICERS

Section 9.01 CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest) unless all of the following apply:

- a. The Director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board meeting minutes.
- b. The Director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation in the proposed contract or transaction (i.e., the interested Director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose.
- d. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
- e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

Section 9.02 INTERESTED DIRECTOR'S VOTE. In determining whether the Board validly met to authorize or approve a self-dealing transaction, an Interested Director may be counted to determine the presence of a quorum, but an Interested Director's vote may not be counted toward the required majority for such authorization, approval, or ratification.

~~Section 9.03 PERSONS LIABLE AND EXTENT OF LIABILITY. If a self-dealing transaction has not been approved as provided in this Article, the interested director(s) may be required to do such things and pay such damages as a court may provide as an equitable and fair remedy to the Corporation, considering any benefit received by it and whether or not the interested director(s) acted in good faith and with the intent to further the best interests of the Corporation.~~

Section 9.0403 CONTRACTS OR TRANSACTIONS WITH MUTUAL DIRECTORS. No contract or other transaction between the corporation and any corporation, firm, or association of which one or more of the corporation's directors is a director is either void or void-able because such director is present at the meeting of the Board or committee thereof which authorizes, approves, or ratifies the contract or transaction if:

- a. The material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee

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authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director; or

- b. As to contracts or transactions not approved as provided in subsection a. of this Section, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved, or ratified.

Notwithstanding the foregoing, this Section shall not apply to self-dealing transactions described in Section 9.01 of this Article above.

#### **ARTICLE X LOANS TO DIRECTORS AND OFFICERS**

Section 10.01 CORPORATE LOANS AND ADVANCES. The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

#### **ARTICLE XI INDEMNIFICATION**

Section 11.01 INDEMNIFICATION. To the fullest extent permitted by law, the corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code. On written request to the Board of Directors by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board of Directors shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 11.02 OTHER INDEMNIFICATION. No provision made by this corporation to indemnify its directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which either may otherwise be entitled.

#### **ARTICLE XII INSURANCE**

Section 12.01 INSURANCE. This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

**ARTICLE XIII  
MAINTENANCE OF CORPORATE RECORDS**

Section 13.01 MAINTENANCE OF CORPORATE RECORDS. This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of Board and committees of the Board; and
- c. Such reports and records as required by law.

**ARTICLE XIV  
INSPECTION RIGHTS**

Section 14.01 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This corporation shall keep at its principal California office the original or a copy of the Article of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 14.02 DIRECTORS' AND MEMBERS' RIGHT TO INSPECT. Each Director and Member shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, as permitted by California and federal law. The inspection may be made in person or by the director's or Member's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of confidential information) pertaining to access to books, records, and documents.

Section 14.03 ACCOUNTING RECORDS AND MINUTES. On written demand on the corporation, any director or Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the Member's rights or a director's interest as a director. Any such inspection and copying may be made in person or by the Member's or director's agent or attorney.

**ARTICLE XV  
REQUIRED REPORTS**

Section 15.01 ANNUAL REPORTS. The Board shall cause an annual report to be sent to the Board and the Members within 120 days after the end of the corporation's fiscal year, [or as soon thereafter as is practicable](#). That report may contain the following information, in reasonable detail:

- a. The assets and liabilities, including the trust funds, or the corporation as of the end of the preceding fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the

preceding fiscal year;

- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes, for the preceding fiscal year;
- d. The corporation's expenses or disbursement for both general and restricted purposes during the preceding fiscal year;
- e. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.
- f. The report required by this Article shall be accompanied by an independent accountant's report or if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 15.02 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors and the Members, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each ~~director~~ Director and ~~the~~ Member a statement of any transaction or indemnification of the following kind:

- a. Any transaction (i) in which the corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is ~~either:~~

~~(1) Any director~~ Director or officer of the corporation, ~~or~~

~~(2) Any holder of more than 10 percent of the voting power of the corporation.~~  
The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation and the nature of their interest.

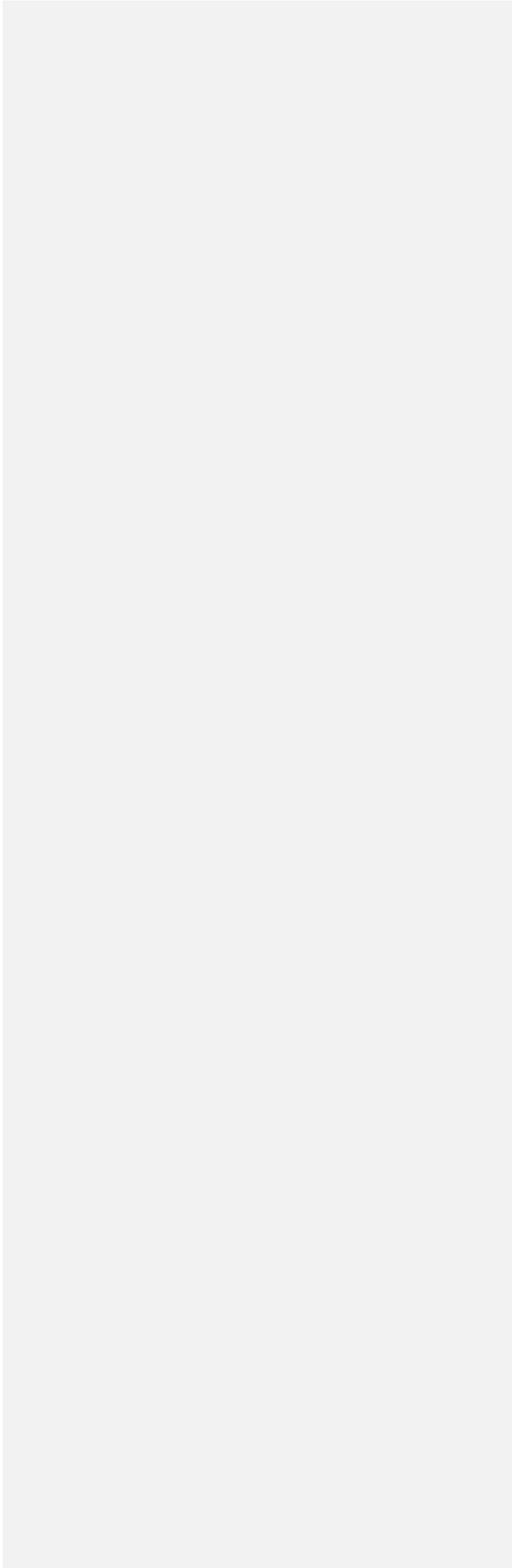
#### ARTICLE XVI AMENDMENT OF BYLAWS

Section 16.01 BYLAW AMENDMENTS. The Board may adopt, amend, or repeal Bylaws unless doing so would be a prohibited amendment under the California Corporations Code. Any amendment to these Bylaws will require a majority vote of the authorized number of directors. In addition, any amendment to these bylaws requires the approval of the Members.

#### ARTICLE XVII FISCAL YEAR

Section 17.01 FISCAL YEAR OF THE CORPORATION. The fiscal year of the

Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.



**CERTIFICATE OF ADOPTION OF BYLAWS**

I, Karen Brailean, certify that I am the elected and acting Secretary of the Regional Task Force on the Homeless, Inc., a California nonprofit public benefit corporation, and that the foregoing bylaws constitute the bylaws of such corporation that were duly adopted at a meeting of the corporation's Board of Directors held on May ~~17~~<sup>18</sup>, ~~2017~~<sup>2018</sup>.

WITNESS my hand this [INSERT DATE] day of [INSERT MONTH] ~~2017~~<sup>2018</sup>.

\_\_\_\_\_  
Secretary of the Board of Directors of the  
Regional Task Force on the Homeless

**ATTACHMENT 1:  
MEMBERSHIP OF THE REGIONAL TASK FORCE ON THE HOMELESS, INC.**

**Organization Members:**

- [1. 211 San Diego](#)
- [2. Alpha Projects](#)
- [3. Amikas](#)
- [4. Catholic Charities](#)
- [5. City of San Diego](#)
- [6. Community Catalysts of California](#)
- [7. Community Housing Works](#)
- [8. County of San Diego](#)
- [9. Crisis House](#)
- [10. Downtown San Diego Partnership Clean & Safe Program](#)
- [11. Episcopal Community Services](#)
- [12. Family Health Centers of San Diego](#)
- [13. Funders Together to End Homelessness San Diego](#)
- [14. Generate Hope](#)
- [15. Home Start, Inc.](#)
- [16. Interfaith Community Services](#)
- [17. Interfaith Shelter Network of San Diego](#)
- [18. LeSar Development](#)
- [19. Mental Health Systems, Inc.](#)
- [20. People Assisting The Homeless](#)
- [21. Point Loma Nazarene University](#)
- [22. Regional Task Force on the Homeless](#)
- [23. San Diego Housing Commission](#)
- [24. San Diego LGBT Community Center](#)
- [25. San Diego Second Chance](#)
- [26. San Diego Social Venture Partners](#)
- [27. San Diego Youth Services](#)
- [28. Solutions for Change](#)
- [29. South Bay community Services](#)
- [30. The Association for Community Housing Solutions](#)
- [31. The Salvation Army](#)
- [32. Townspeople](#)
- [33. Uplift](#)
- [34. United Way of San Diego](#)
- [35. Veterans Villages of San Diego](#)
- [36. Volunteers of America Southwest](#)
- [37. Wakeland Housing and Development Corporation](#)
- [38. Women's Resource Center](#)
- [39. YMCA of San Diego](#)
- [40. YWCA of San Diego County](#)

**Individual Members:**

- [1. Bill Bolstad](#)

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- [2. Karen Brailean](#)
- [3. Ruth Bruland](#)
- [4. Jennifer Guthrie](#)
- [5. Anne Kerr](#)
- [6. Kris Kuntz](#)
- [7. Melanie Madrid](#)
- [8. Michael McConnell](#)
- [9. Jonelle Myers](#)
- [10. Nancy O'Connell](#)
- [11. Michael Peddecord, D. P.H.](#)
- [12. Simone Ruff](#)
- [13. Tony Sterzinger](#)

<a href="#">2-1-1 San Diego</a>
<a href="#">Alpha Project</a>
<a href="#">Amikas</a>
<a href="#">Catholic Charities</a>
<a href="#">City of Carlsbad</a>
<a href="#">City of Chula Vista</a>
<a href="#">City of El Cajon</a>
<a href="#">City of Escondido</a>
<a href="#">City of La Mesa</a>
<a href="#">City of Oceanside</a>
<a href="#">City of San Diego</a>
<a href="#">City of San Diego / City Council</a>
<a href="#">City of San Diego Police Department</a>
<a href="#">City of Santee</a>
<a href="#">Community Housing Works</a>
<a href="#">Community Research Foundation</a>
<a href="#">Community Resource Center</a>
<a href="#">County of San Diego Health &amp; Human Services Agency</a>
<a href="#">County of San Diego Housing and Community Development Services / Housing Authority</a>
<a href="#">County of San Diego Probation Department</a>
<a href="#">Crisis House</a>
<a href="#">Downtown San Diego Partnership Clean &amp; Safe Program</a>
<a href="#">Ellis &amp; Associates, LLC</a>
<a href="#">Episcopal Community Services</a>
<a href="#">Family Health Centers of San Diego</a>
<a href="#">Funders Together to End Homelessness</a>
<a href="#">Home Start, Inc.</a>
<a href="#">Hospital Association of San Diego &amp; Imperial Counties</a>
<a href="#">Housing Innovation Partners</a>
<a href="#">Institute for Public Health, San Diego State University</a>
<a href="#">Interfaith Community Services</a>
<a href="#">Interfaith Shelter Network of San Diego</a>
<a href="#">Jacobs &amp; Cushman San Diego Food Bank</a>
<a href="#">Jewish Family Services of San Diego</a>
<a href="#">Legal Aid Society of San Diego, Inc., Consumer Center for Health Education and Advocacy</a>
<a href="#">LeSar Development</a>
<a href="#">LISC San Diego</a>
<a href="#">Mental Health Systems</a>

<a href="#">Molina Healthcare</a>
<a href="#">Neighborhood House Association</a>
<a href="#">People Assisting The Homeless</a>
<a href="#">Point Loma Nazarene University</a>
<a href="#">The Salvation Army</a>
<a href="#">San Diego Grant Makers / Funders Together</a>
<a href="#">San Diego Housing Commission</a>
<a href="#">The San Diego LGBT Community Center</a>
<a href="#">San Diego Regional Chamber of Commerce</a>
<a href="#">San Diego Workforce Partnership</a>
<a href="#">San Diego Youth Services</a>
<a href="#">San Ysidro School District</a>
<a href="#">Scripps Health</a>
<a href="#">Senior Community Services / Serving Seniors</a>
<a href="#">Solutions for Change</a>
<a href="#">South Bay Community Services</a>
<a href="#">St. Vincent de Paul Management, Inc., dba: Father Joe's Villages</a>
<a href="#">Telecare Gateway to Recovery</a>
<a href="#">Townspople</a>
<a href="#">United Way of San Diego County</a>
<a href="#">Uplift</a>
<a href="#">Urban Street Angels</a>
<a href="#">Veterans Affairs – San Diego Office</a>
<a href="#">Veterans Villages of San Diego</a>
<a href="#">Volunteers of America Southwest</a>
<a href="#">Wakeland Housing and Development Corporation</a>
<a href="#">Women's Resource Center</a>
<a href="#">YMCA Youth and Family Services</a>
<a href="#">YWCA of San Diego County</a>
<b>RTFH Individual Members</b>
<a href="#">Angel Peoples</a>
<a href="#">Brian Pinnick</a>
<a href="#">Karen Brailean</a>
<a href="#">Michael McConnell</a>
<a href="#">Nancy Cannon-O'Connell</a>
<a href="#">Rick Schnell</a>
<a href="#">Rolland E. Slade</a>
<a href="#">Simonne Ruff</a>

[Staci Reidinger](#)

[Thomas Forsyth](#)

[Thomas Theisen](#)

[Wendy Rader](#)

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**ATTACHMENT 2:**  
**BOARD OF DIRECTORS**  
**OF THE REGIONAL TASK FORCE ON HOMELESSNESS, INC.**

Homeless Service Providers (6)

Elected Officials (2)

Business (3)

Technology Business (1)

Funder (2)

Health (3)

Education (1)

Faith Based (1)

(Formerly) Homeless Individual (1)

Law Enforcement/Justice System (1)

Homeless Advocate (1)

Flexible (3)

Appointed Seats: Public/Government/United Way 6