The Regional Task Force on the Homeless is the homeless policy expert and lead coordinator for the introduction of new models and implementation of best practices for the San Diego Region.

**October 2020 Board Restructure Meeting Agenda**

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<th>AGENDA</th>
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| **Date:** October 1, 2020 | **Time:** 3:00 PM-4:00 PM | **Location:** Zoom Video Conference |

**Agenda Items**

1. **Welcome & meeting intent: Board Chair**
   - Councilmember Chris Ward

2. **Action Items**
   - a) Statement of Record – membership and board votes on Resolution
   - b) Reading of Resolution

   **RESOLUTION OF THE BOARD OF DIRECTORS OF THE REGIONAL TASK FORCE ON THE HOMELESS, INC. ACCEPTING THE RESIGNATIONS OF THE CORPORATION’S MEMBERS, APPROVING AMENDED BYLAWS AS A CORPORATION WITH NO MEMBERS, AND APPOINTING A NEW BOARD OF DIRECTORS AND OFFICERS**
   - Councilmember Chris Ward
   - Tamera Kohler, CEO

3. **Informational Updates**
   - a) Next steps for CoC Advisory Board (RCCC) – named officers
   - b) CoC Charter posted for review and adoption
   - c) MOU between RTFH and RCCC

   **Tamera Kohler, CEO**

4. **Adjourn**
RESOLUTION NO. 2020-10-01-A.1

RESOLUTION OF THE BOARD OF DIRECTORS OF THE REGIONAL TASK FORCE ON THE HOMELESS, INC. ACCEPTING THE RESIGNATIONS OF THE CORPORATION’S MEMBERS, APPROVING AMENDED BYLAWS AS A CORPORATION WITH NO MEMBERS, AND APPOINTING A NEW BOARD OF DIRECTORS AND OFFICERS

WHEREAS, the Regional Task Force on the Homeless, Inc. (“RTFH”) is a California nonprofit public benefit corporation that was incorporated on June 17, 2004 for charitable purposes pertaining to and supporting homeless persons;

WHEREAS, pursuant to Resolution Nos. 2016-12-5-A, 2016-12-5-B and 2017-01-19-A, the RTFH subsumed responsibility and governance for that unincorporated association known and operated as the San Diego Regional Continuum of Care Council (“RCCC”), which is dedicated to ending homelessness in San Diego County;

WHEREAS, the RTFH now seeks to revert to the former structure whereby the RCCC will resume operating as an unincorporated association as defined by Corporations Code Section 18035, and the RTFH will support the RCCC as a separate legal entity that serves as the HUD collaborative applicant, the Unified Funding Agency and the “Administrative Entity” for all funding related to the HEARTH Act;

WHEREAS, as part of this separation, the members of the RTFH have resigned and relinquished their membership in the RTFH pursuant to Corporations Code Section 5340(a), thereby allowing this Board to amend the RTFH’s bylaws as a corporation without members; and

WHEREAS, the Board of Directors (“Board”) of the RTFH desires to amend the current bylaws of the RTFH as a corporation without members, to appoint new directors to serve on the Board who will replace the existing directors.

NOW, THEREFORE, this Board of the RTFH hereby finds, resolves and orders as follows:

Section 1. The Board amends its list of members pursuant to Article VI of its current Bylaws adopted on June 14, 2018, as set forth in the amended list attached to this resolution as Exhibit 1.

Section 2. The Board received and accepts the resignations from each of the RTFH’s members listed and identified on its list of members attached to this resolution as Exhibit 1. By this acceptance, the RTFH no longer has any members, as defined by Corporations Code Section 5056.

Section 3. The Amended and Restated Bylaws of the RTFH (dated October 2020), attached hereto as Exhibit 2, are hereby adopted and approved in all respects. Any notice or waiting period to amend RTFH’s bylaws and terminate its corporate memberships were waived by the former members in their resignations.

Section 4. Pursuant to Section 7.03(a) of the Amended and Restated Bylaws of the RTFH (dated October 2020) adopted by this resolution, the authorized number of directors to serve on the Board shall be 7-15.
Section 5. The Board elects and approves the individuals listed on the attached Exhibit 3 as the full Board of the RTFH, so long as a majority of those individuals have accepted their appointments to the RTFH Board no later than November 1, 2020, as certified by the RTFH Secretary or Board designee on or before November 1, 2020. Said certification shall be entered in the corporate records of the RTFH.

Section 6. The current directors serving on the RTFH Board, excluding those listed on Exhibit 3, hereby resign their positions as members of the Board effective upon the acceptance of appointment and service of a majority of the incoming directors elected by the Board in the preceding Section 5, so long as a majority of those individuals have accepted their appointments to the RTFH Board no later than November 1, 2020.

Section 7. The Board appoints the following individuals to serve as officers of the RTFH:

- Board Chair: Ray Ellis
- Board Vice Chair: TBD
- Secretary: Stephanie Kilkenny
- Treasurer: Karen Brailean

Section 8. The officers of this Board or their designee(s) are individually authorized and directed to take or cause to be taken such other actions as may be required to fulfill the purposes of this resolution.

# # #

SECRETARY’S CERTIFICATE

I, ____________________, Secretary of the Board of Directors of the Regional Task Force on the Homeless, Inc., a California nonprofit public benefit corporation, County of San Diego, California, hereby certify as follows:

The attached is a full, true, and correct copy of a resolution duly adopted at a meeting of the Board of Directors of the Regional Task Force on the Homeless, Inc., which was duly held on October 1, 2020, of which meeting all of the members of the Board of Directors had due notice and at which a quorum thereof was present; and at such meeting such resolution was adopted by the following vote:

AYES: ____________________

NOES: ____________________

ABSTAIN: ____________________

ABSENT: ____________________

WITNESS my hand this ____ day of October, 2020.

__________________________________
Secretary of the Board of Directors of the Regional Task Force on the Homeless, Inc.
# List of RTFH Members

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<thead>
<tr>
<th>RTFH Organizational Members</th>
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<tr>
<td>2-1-1 San Diego</td>
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<td>Alpha Project for the Homeless</td>
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<td>Catholic Charities</td>
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<td>City of Chula Vista</td>
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<td>City of La Mesa</td>
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<td>City of Oceanside</td>
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<td>Community Housing Works</td>
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<td>Community Resource Center</td>
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<td>COMMUNITY THROUGH HOPE</td>
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<td>County of San Diego Housing and Community Development Services</td>
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<td>County of San Diego, Health and Human Services Agency</td>
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<td>Crisis House</td>
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<td>Dreams for Change</td>
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<td>Downtown Partnership Clean and Safe Program</td>
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<td>Ellis &amp; Associates, LLC</td>
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<td>Funders Together to End Homelessness San Diego</td>
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<td>Home Start, Inc.</td>
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<td>Hospital Association of San Diego &amp; Imperial Counties</td>
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<td>Housing Innovation Partners</td>
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<td>Interfaith Community Services</td>
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<td>Interfaith Shelter Network of San Diego</td>
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<td>Jewish Family Service of San Diego</td>
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<td>Ladle Fellowship of First Presbyterian Church</td>
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<td>Mental Health Systems Inc. (MHS)</td>
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<td>Mustard Seed Project</td>
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<td>NAMI San Diego</td>
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<td>Neighborhood House Association - Project In-Reach</td>
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<td>New Day Urban Ministries</td>
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<td>People Assisting the Homeless (PATH)</td>
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<td>San Diego Rescue Mission</td>
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<td>Rooted Life</td>
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<td>Organization</td>
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<tr>
<td>S.V.D.P. Management, Inc. (dba Father Joe's Villages)</td>
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<td>San Diego Housing Commission</td>
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<td>San Diego Youth Services</td>
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<td>Scripps Health - Scripps Mercy Hospital</td>
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<td>Serving Seniors</td>
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<td>South Bay Community Services</td>
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<td>Southern California Youth Emergency Services</td>
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<td>St. Vincent de Paul Village, Inc. (dba Father Joe's Villages)</td>
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<td>The Salvation Army</td>
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<td>The San Diego LGBT Community Center</td>
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<td>The Thumbprint Project Foundation</td>
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<td>United Way of San Diego County</td>
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<td>Urban Street Angels</td>
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<td>Voices of Our City Choir</td>
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<td>VVSD</td>
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<td>Wakeland Housing and Development</td>
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<td>YMCA of San Diego County</td>
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**RTFH Individual Members**

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<th>Name</th>
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<tr>
<td>Ellis Rose</td>
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<td>James Carter</td>
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<td>Joanne Standlee</td>
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<td>Karen Brallean</td>
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<td>Michelle Gomez</td>
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<td>Pat Leslie</td>
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<td>Richard Coleman</td>
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<td>Simonne Ruff</td>
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<td>Tuck Forsyth</td>
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<td>Michael Peddecord</td>
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<td>Tom Theisen</td>
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EXHIBIT 2

Amended and Restated Bylaws

[see attached]
EXHIBIT 3

List of New Board Members

The following the individuals shall serve as the full Board of Directors ("Board") of the Regional Task Force on the Homeless, Inc. ("RTFH") as described by Sections 4 through 6 of RTFH Board Resolution No. 2020-10-1-A, and so long as a majority of such individuals have accepted their appointments to the RTFH Board no later than November 1, 2020, as certified by the RTFH Secretary or Board designee on or before November 1, 2020.

1. Ray Ellis
2. Karen Brailean
3. Stephanie Kilkenny
4. Amy Denhart
5. Nancy Sasaki
6. Rick Gentry
7. Joel John Roberts
8. David Baker
9. Lindsey Wright
10. TBD
11. TBD
12. TBD
13. TBD
14. TBD
15. TBD
AMENDED AND RESTATED BYLAWS
OF
REGIONAL TASK FORCE ON THE HOMELESS, INC.
(A California Nonprofit Public Benefit Corporation)
(Adopted October 1, 2020)

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.

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.
Revenue Code, as amended.

ARTICLE VI
NO MEMBERS

Section 6.01 NO MEMBERS. The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

Section 6.02 AUTHORITY VESTED IN THE BOARD. All rights that would otherwise vest under the Nonprofit Public Benefit Corporation Law in the members shall vest in the Board. Actions that otherwise require approval by a majority of all members, or approval by the members, shall only require Board approval.

Section 6.03 ASSOCIATES. The corporation may use the term “members” to refer to persons associated with it, but such persons shall not be corporate members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII
BOARD OF DIRECTORS

Section 7.01 GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law 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 Board. Each individual appointed to the Board 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, the Chief Executive Officer (CEO); prescribe powers and duties for them as are consistent with applicable law, the Articles of Incorporation, and these Bylaws; and fix their 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 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, obtaining insurance, and entering into any contracts or other instruments and other activities that are incidental to or expedient for attainment of the corporation’s purposes.

Section 7.03 DESIGNATED DIRECTORS.

(a) The number of Directors shall be no less than seven (7) and no more than fifteen (15), with the exact number to be adopted by a resolution or action of the Board. Directors shall be nominated and elected by the existing Board. 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, 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, (1) one Director shall be the chair of the RCCC as long as RTFH serves at the CoC Lead agency, and one (1) Director shall be representative of homeless service providers.

Section 7.04 TERMS OF OFFICE. Directors shall hold office for two (2) years and until a successor Director has been elected by the Board and seated. Notwithstanding the foregoing, the Directors of the Board when these Bylaws are adopted shall stagger their terms by assigning an initial one (1) year term to approximately one-half of the Directors and an initial two (2) year term to the other Directors. 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 serving at any one time may be “interested persons.” For purposes of this Section 7.05, 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 7.05 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 member or officer. This applies only to direct awards, not discussions or votes related to policy.

(Revisions adopted October 1, 2020)
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 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 then in office. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been duly elected and seated.

Section 7.07 REMOVAL. A Director may be removed at any time with or without cause by a majority vote of the Board.

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 CEO, the Secretary, or the Board as a whole, unless the notice specifies a future time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected by the Board 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.

Section 7.12 ANNUAL MEETINGS. The Board shall meet annually for the purpose of organization, election of officers, approving the regular meeting schedule, and the transaction of such other business as may properly be brought before the meeting.

Section 7.13 REGULAR MEETINGS. Regular meetings of the Board, including the annual meetings, shall be held without call or notice 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 Board policy. Items may be placed on the agenda by the Chief Executive Officer, 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 of the Board, the Chief Executive Officer, the Secretary, or any two Directors. Notice of the time and place of special meetings shall be delivered to each Director personally or by telephone or email, and shall be provided at least twenty-four (24) hours prior to the meeting. Notice will be deemed waived by any Board member who is actually present at the meeting or who

(REVISIONS ADOPTED OCTOBER 1, 2020)
provides waiver of notice with the Secretary of the Board. The notice shall contain a brief general description of each item of business to be transacted or discussed at the meeting.

Section 7.15 QUORUM. A majority of the actual number of Directors then in office 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 is 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 directors, (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, but no action can be taken unless and until a quorum is restored. Directors may not vote by proxy.

Section 7.16 PARTICIPATION IN MEETINGS BY TELECONFERENCE; ELECTRONIC MEETINGS. Directors may participate in meetings of the Board through the use of conference telephone, electronic video communication, or other similar electronic communications or electronic transmission, so long as all of the following apply:

a. All Directors participating in the meeting can communicate with each other concurrently; and

b. Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

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 Chief Executive Officer. 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 ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such consent(s) shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 7.19 only, the phrase “all members of the Board” shall not include any “interested persons” as defined in Section 7.05 above.

Section 7.20 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. Subject to Section 7.05 above and the California Nonprofit Public Benefit Corporation Law, nothing herein shall preclude a Director from serving the corporation in any other capacity, including, but not limited to, as an officer, agent, or employee of the corporation, and receiving compensation for such service.

(REVISIONS ADOPTED OCTOBER 1, 2020)
Section 7.21 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 of the Board on 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 situation 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 7.22 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 may include non-Board members, to serve at the pleasure of the Board. Appointments to committees of the Board shall be approved or designated by the Chairperson of the Board. The 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 may have 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 7.22.1 GOVERNANCE COMMITTEE. The Governance Committee evaluates and
recommends changes to improve the corporation's structure, governance documents, and ensures it is meeting the corporation's mission. The committee reviews Board member nominations and provides recommendations to the Board.

Section 7.22.2 FINANCE COMMITTEE. The Finance Committee shall be responsible for overseeing the corporation's financial matters, including best practices, and shall review and advise the Board regarding all fiscal policies and procedures, the annual budget, and the expenditure of grant funds. The committee may submit reports to the Board showing budget versus actual income and expenditures at regular intervals.

Section 7.22.3 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the individuals holding the officer positions listed in Article VIII, plus any additional Directors designated by the Board. The Executive Committee shall be responsible for recruiting and managing the Chief Executive Officer. 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 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 7.22.4 AUDIT COMMITTEE. The Audit Committee is responsible for ensuring the corporation’s compliance with California Government Code Section 12586, if applicable, including 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. In accordance with Government Code Section 12586, if applicable, members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; the Chair of the Audit Committee may not be a member of the Finance Committee; (c) the Audit Committee may not include the corporation’s staff, including the CEO and the Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not Directors may not receive compensation.

Section 7.23 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, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by the 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 7.24 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.
ARTICLE VIII
OFFICERS OF THE CORPORATION

Section 8.01 REQUIRED OFFICERS. The officers of this corporation shall be a Chief Executive Officer, a Chairperson, a Secretary, and a Treasurer.

Section 8.02 PERMITTED OFFICERS. The corporation, at the Board’s direction, may also have a chief operating officer, one or more vice-chairs, 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 may serve concurrently as either the Chief Executive Officer or the 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 Chief Executive Officer 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 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 Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the Corporation and shall, under the supervision of the Chair and the Board, conduct and control all of the business and affairs of the Corporation. The Chief Executive Officer is the general manager and shall supervise, direct and control the business and officers of the corporation. The Chief Executive Officer has the general powers and duties of management usually vested in the office of Chief Executive Officer and such other powers and duties as may be prescribed from time to time by the Board. The Chief Executive Officer may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be

(REVISIONS ADOPTED OCTOBER 1, 2020)
expressly delegated by the Board or by these Bylaws or by applicable law to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board from time to time.

Section 8.10 CHAIRPERSON OF THE BOARD. The Chair shall preside at all meetings of the Board. The Chair shall supervise the affairs of the Board and chair the Executive Committee of the Board. The Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board 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. The Treasurer 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 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 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 Chief Executive Officer, Chairperson of the Board, if any, and the Board, when requested, an account of all transactions as Treasurer 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.

Section 8.14 EXECUTIVE COMPENSATION REVIEW. In any year in which this corporation is legally required to do so pursuant to Section 5213 of the California Nonprofit Public Benefit Corporation Law, the Board (or a Board Committee) shall review any compensation packages (including all benefits) of the Chief Executive Officer and the Treasurer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.
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  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 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 9.03, 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 9.03 shall not apply to self-dealing transactions described in
Section 9.01 of this Article IX 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 XI shall affect any right to indemnification to which persons other than such Directors or officers may be entitled by contract or otherwise.

**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. The original or a copy of the Article of Incorporation and Bylaws, as amended to date;

c. Written minutes of the proceedings of Board and committees of the Board; and

d. Such reports and records as required by law.
All such records shall be kept at the corporation’s principal California office.

ARTICLE XIV
INSPECTION RIGHTS

Section 14.01  DIRECTORS’ RIGHT TO INSPECT. Each Director shall have the right at any reasonable time to inspect the corporation’s books, records, documents of every kind, physical properties, to the extent permitted by California and federal law. The inspection may be made in person or by the Director’s agent or attorney. The right of inspection includes the right to copy and make extracts of documents to the extent 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.

ARTICLE XV
REQUIRED REPORTS

Section 15.01  ANNUAL REPORTS. The Board shall cause an annual report to be sent to the Board 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.

The annual report required by this Article XV 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, 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 any information required by Corporations Code Section 6322 with respect to the preceding year.
ARTICLE XVI
AMENDMENT OF BYLAWS

Section 16.01 BYLAW AMENDMENTS. The Board may adopt, amend, or repeal these 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 Directors then in office.

ARTICLE XVII
FISCAL YEAR

Section 17.01 FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.
CERTIFICATE OF ADOPTION OF BYLAWS

I, ____________, certify that I am the 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 by the corporation’s Board on October 1, 2020.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to this certificate on October ____, 2020.

________________________________
Secretary of the Board of Directors of the Regional Task Force on the Homeless, Inc.
Dear RTFH member,

In early 2019 the Executive Committee charged the Governance Advisory Committee to evaluate the rapid evolution of our organization and consider if the dual role of our 31-member board and membership could continue to best serve the needs, expectations and the requirements of a 501c3 nonprofit while also meeting the HEARTH Act requirements of a CoC. Things that were taken into consideration were the new role as a significant funder, the increased financial responsibilities of the RTFH and the potential for real or perceived conflicts of interest as many of our Board of Directors’ organizations and our member organization were also direct grant recipients and under contract with the RTFH. The last 2 annual board retreats were dedicated to reviewing our structure and the Board of Directors determined that the correct path forward is to return to the former state of 2 separate but linked entities.

A presentation on the new structure was given during the public RTFH board meeting on July 16, 202, at which time the board voted to approve the new structure; and on August 13, 2020 the new structure was presented at the public general membership meeting. There are a number of legal activities that will need to take place to complete this new structure. One of these legal steps is to return the RTFH to the original nonprofit structure, which is not a membership organization. This will require passing a resolution that accepts the resignation of all member organizations and individuals from the RTFH. This formal process is in relation to the nonprofit membership and not the membership of the CoC.

The 31-member CoC Board and the membership are a critical, vital and important function and will not be diminished in this effort, though it will be separate from the nonprofit legal structure. Largely, the CoC Board will not look or function much differently from its current state, as all current committees, meetings and support for the CoC will remain the same. An example of a function that would be different is the nonprofit monthly financials will not be reviewed in the CoC board meeting but will take place as normal business of the new RTFH board.

For clarification, you are only resigning or relinquishing your membership in RTFH and are NOT resigning your membership of the CoC. As a member of the CoC, you retain the authority to vote for who represents you on the CoC board, the oversight of the CoC and its processes through the Charter. We believe with this evolution of the board structure, the collective impact structure leads itself to a stronger, more transparent CoC Board. The RTFH will now be able to better support and participate as the CEO of the CoC lead agency and contract will any and all eligible organizations within this work. With a strong Memorandum of Understanding (MOU) designating the RTFH to do the work for and on behalf of the CoC we can effectively meet the expectations of both the legal requirements of a nonprofit corporation and the CoC requirements of the HEARTH Act, as the MOU clearly states the activities and roles.

As an organization we are excited to support these new structures. This ensures our impact will make us stronger as a community, continue to function as a collective impact body and more effectively manage growth and opportunities to support all efforts to address homelessness so that it will be Rare, Brief and Non-Recurring.

Please review, sign and return the resolution included with this letter no later than September 29, 2020 by close of business. Please join us for a combined Board and general membership meeting on October 1, 2020 for the reading of the resolution, acceptance of the resignation of members, updated bylaws and setting of the new Board of Directors.

With gratitude and warmest Regards,

Tamera Kohler,
CEO, Regional Task Force on the Homeless

4599 Murphy Canyon Rd.
San Diego, CA 92123
www.rthsd.org
San Diego Regional Continuum of Care Council

Governance Charter

Operational Responsibilities and Authorities

Version 7.0

Document Number: CoCGC2.0
Corresponding By-Laws Number: CoCBL1.0
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1. Introduction

The purpose of the San Diego Regional Continuum of Care Council Governance Charter (Charter) is to describe the structure, composition, roles, responsibilities and committee formation of the organization. On an annual basis, the Charter will be updated allowing for the San Diego Regional Continuum of Care Council (RCCC) response to environmental, regulatory, and strategic issues.

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.\(^1\) Subsequently HUD released the 2012 Interim Rule detailing the requirements for CoC implementation of HEARTH.\(^2\)

Serving as the San Diego City and County CoC 601, the RCCC develops strategic policy as well as coordinates resources needed to effectively address homelessness in San Diego.

The CoC is the central collective impact 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 RCCC 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.\(^3\)

2. Overview

Until 2017, the RCCC was an unincorporated association as defined under Section 18035 of the California Corporations Code. In 2017, the RCCC merged into and transferred its functions to the Regional Task Force on the Homeless, Inc. (RTFH). The RTFH subsequently outgrew this structure and its dual roles as both a nonprofit and a CoC meeting HUD’s requirements, and the RCCC therefore reverted to its former structure as an unincorporated association in October 2020.

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\(^1\) Southern Nevada Homelessness Continuum of Care (CoC) Governance Structure
\(^2\) 24 CFR 578 HUD Interim Rule, CoC Program, effective August 30, 2012
\(^3\) [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)
This Charter memorializes the purpose of the collective impact initiative to end homelessness using the federally-defined CoC responsibilities, outlines the primary work of RCCC, and promotes partnership among the various leadership bodies. 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 RCCC is to engage stakeholders in a community-based process that works to end homelessness for all individuals, youth, and families throughout the San Diego County region, address the underlying causes of homelessness, and to lessen the negative impact of homelessness on individuals, youth, families and communities.

2.2 Geographic Boundaries

The RCCC 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 RCCC directly participates with jurisdictions that receive ESG funds. In each case, the RCCC 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 RCCC and ESG entitlement areas are responsible for reporting and evaluating the performance of ESG program recipients and sub-recipients. In response, the RCCC has prepared an ESG Guide that includes information about the responsibilities of the RCCC and ESG area, HUD regulations, cross-jurisdiction strategies, and policy statements. 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

3.1 Assumptions

For the purpose of this Charter, the RCCC is returning to its pre-2017 structure and

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4 CoC responsibilities outlined in 24 CFR Part 578.
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 RCCC programs.

3.3 Risks

Should no stakeholders agree to participate in the RCCC, the Region may not meet HUD HEARTH regulations. Non-compliance with federal regulations could result in reputational damage to RCCC, 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

4.1 Purpose

The purpose of RCCC 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 RCCC will:

- Create a system for coordinated assessment and housing prioritization for the most chronic and vulnerable homeless individuals, youth, 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 persons experiencing homelessness within the Region;
- Create capacity in communities throughout the Region to take ownership of and incorporate evidence-based practices to end homelessness; and
- Develop plans to fulfill the mission of ending homelessness for all individuals, youth, and families throughout the Region.

4.2 Roles & Responsibilities

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

5 West Virginia Balance of State Governance Charter.

6 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.
4.2.1 Full Membership
The RCCC 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 RCCC, 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 **RCCC Full Membership (FM)** to:
- Establish a Board to act on behalf of the RCCC. 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 Committees;
- 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.

4.2.2. Board
The Board is representative of the relevant organizations and projects serving people experiencing homelessness within the Region, including at least one individual who is currently experiencing homelessness or has previously experienced homelessness. 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 RCCC operations including but not limited to written standards for providing homeless assistance, code of conduct that includes conflict of interest, recusal, and terms of assistance;
- Direct and evaluate performance of RCCC 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 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 through an MOU a CoC Lead Agency to act as the Collaborative Applicant and Administrative Entity, a single Homeless Management Information System (HMIS) lead agency to operate the regional HMIS, and a Coordinated Entry System (CES) lead agency.
  - Establish priorities for funding for region and competitive annual HUD NOFA:
    - Authorize grant applications, raise and allocate funds, and approve sustainability plans.
    - Support RCCC Executive leadership and management, who must possess a comprehensive understanding of HUD regulations and detailed procedures associated with compliance with CoC, ESG, State dedicated funds, HUD Veterans Affairs Supportive Housing (VASH) programs, including HMIS functions, and other homeless assistance funding.
  - 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 Board Executive Committee

The Executive Committee provides a mechanism for Board leaders (Chair, Vice Chair, Secretary, and CoC Lead Agency CEO Ex officio) to engage, within the limits set by Board policy and the charter, in decision making, oversight, and communication on important RCCC 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 RCCC activities and programs and recommend priorities.

4.2.4 Board Committees

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

**Evaluation Advisory Committee:** Responsible for monitoring, evaluating and recommending improvements to enhance RCCC and RCCC 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:
- 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 LSA, SPM, 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 RCCC 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 CoC Lead Agency staff to calendar activities and areas of focus for the committee.

**Governance Advisory Committee:** The committee evaluates and recommends changes to improve RCCC’s structure and ensure it is meeting the mission. 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, RCCC 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 RCCC groups which may include the Board or a Committee. For example, the Youth Action Board (YAB) was formed in 2016 and ensures that the Youth Housing Demonstration Program (YHDP) and the San Diego Coordinated Community Plan (CCP) to Prevent and End Youth Homelessness have a continuous youth voice at the CoC.

### 4.2.5 Intergovernmental Council

In order to engage key government representatives in the effort to end homelessness, RCCC formed an Intergovernmental Council (IC). The purpose of the IC is to promote and coordinate local government activities to assist homeless persons. The IC consists of current public officials representing various levels of government such as cities, county, state, and federal. The positions of Chairperson and Vice Chairperson are elected and rotate among the represented agencies on an annual basis.
The IC has 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 local activities and programs assisting people experiencing homelessness to ensure alignment with RCCC policy and plans such as CES participation.

### 4.2.6 Management and Operations- CoC Lead Agency MOU

The Designated CoC Lead Agency management and staff provide infrastructure support to the Board, Full Membership and Committees. The CoC Lead Agency CEO is responsible for the direct management of staff and execution of the MOU.

Examples of areas addressed in the MOU of the Management and Operations contracted responsibilities 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
- Support to Board, Executive Officers, and Committees
- Website & Document Portal Management
- General Point-of-Contact
- Communities of Practice, Learning Collaboratives and TA to programs
- Community Outreach & Education
- Data Dashboards
- Creation and submission of all required reports for the CoC which include but are not limited to: PIT, HIC, LSA, and HUD performance measures
- Written Standards
- Training on Evidence Based Best Practices and Emerging Promising Practices
- Point of Contact for CoC
- State of California Administrative Entity for state funds directed to CoC
- Provide Subject Matter Expertise of Homeless policies, practices and regulations
Appendix A: Record of Changes

The RCCC 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

<table>
<thead>
<tr>
<th>Version Number</th>
<th>Date</th>
<th>Author/Owner</th>
<th>Description of Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.0</td>
<td>4/28/15</td>
<td>RCCC</td>
<td>Administrative changes</td>
</tr>
<tr>
<td>2.0</td>
<td>3/28/16</td>
<td>N&amp;S Charter Sub-Committee</td>
<td>New format, condensed verbiage, added by-laws, governance structure modification</td>
</tr>
<tr>
<td>3.0</td>
<td>5/4/2017</td>
<td>N&amp;S Committee</td>
<td>Changes to align with merging of RCCC &amp; RTFH</td>
</tr>
<tr>
<td>4.0</td>
<td>5/11/2018</td>
<td>N&amp;S Committee</td>
<td>Administrative changes</td>
</tr>
<tr>
<td>5.0</td>
<td>6/27/2019</td>
<td>Governance Advisory Committee</td>
<td>Administrative changes</td>
</tr>
<tr>
<td>6.0</td>
<td>6/15/2020</td>
<td>Governance Advisory Committee</td>
<td>Administrative changes</td>
</tr>
<tr>
<td>7.0</td>
<td>10/01/2020</td>
<td>Governance Advisory Committee</td>
<td>Changes to align with separation of RCCC &amp; RTFH</td>
</tr>
</tbody>
</table>
# Appendix B: Acronyms

## Table 2: Acronyms

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

#### Table 3: Glossary

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Collaborative Applicant</td>
<td>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.</td>
</tr>
<tr>
<td>Collective Impact</td>
<td>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.</td>
</tr>
<tr>
<td>Community Development Block Grant (CDBG)</td>
<td>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.</td>
</tr>
<tr>
<td>Consolidated Plan</td>
<td>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).</td>
</tr>
<tr>
<td>Continuum of Care (CoC)</td>
<td>A CoC is a regional or local planning body that coordinates housing and services funding for homeless families and individuals.</td>
</tr>
<tr>
<td>Coordinated Entry System (CES)</td>
<td>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.</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>----------------------------------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Emergency Solutions Grant (ESG)</td>
<td>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.</td>
</tr>
<tr>
<td>Geo Code Area</td>
<td>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.</td>
</tr>
<tr>
<td>Geographic Boundaries</td>
<td>Includes all geography within the County of San Diego, including (un)incorporated cities and areas.</td>
</tr>
<tr>
<td>Board</td>
<td>Body leading the collective impact initiative and serves as the CoC.</td>
</tr>
<tr>
<td>Homeless Emergency Assistance and Rapid Transition to Housing (HEARTH) Act of 2009</td>
<td>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.</td>
</tr>
<tr>
<td>HOME Investment Partnerships Program (HOME)</td>
<td>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.</td>
</tr>
<tr>
<td>Homeless Management Information System (HMIS)</td>
<td>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.</td>
</tr>
<tr>
<td>Homeless Management Information System (HMIS) Lead</td>
<td>Entity designated by the CoC in accordance with HEARTH to operate HMIS.</td>
</tr>
<tr>
<td>Housing Opportunities for Persons with AIDS (HOPWA)</td>
<td>To help take care of the housing needs of low-income people who are living with HIV/AIDS and their families.</td>
</tr>
<tr>
<td>Housing Authority</td>
<td>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.</td>
</tr>
<tr>
<td>Housing First</td>
<td>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.</td>
</tr>
<tr>
<td>Memorandum of Understanding (MOU)</td>
<td>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.</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>------------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Permanent Supportive Housing (PSH)</td>
<td>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.</td>
</tr>
<tr>
<td>Point-in-Time Count (PITC)</td>
<td>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 biannually.</td>
</tr>
<tr>
<td>Prevention Programs</td>
<td>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.</td>
</tr>
<tr>
<td>Rapid Re-Housing (RRH)</td>
<td>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.</td>
</tr>
<tr>
<td>Regional Continuum of Care Council (RCCC)</td>
<td>The RCCC is a cross-sector stakeholder group established in 1998, reconstituted in 2014, merged with the Regional Task Force on the Homeless in 2017 then separated from the RTFH in 2020 to develop strategic policy as well as coordinate resources needed to effectively address homelessness.</td>
</tr>
<tr>
<td>RCCC Member</td>
<td>RCCC 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 RCCC. An agency and/or department with more than one individual representing that organization will be recognized as one member.</td>
</tr>
<tr>
<td>RCCC Individual Member</td>
<td>RCCC 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 RCCC members.</td>
</tr>
<tr>
<td>RCCC Organizational Member</td>
<td>RCCC Organizational Membership is open to organizations, corporations and agencies interested in supporting the RCCC’s commitment to ending homelessness.</td>
</tr>
<tr>
<td>Recipient</td>
<td>An eligible entity that signs a grant agreement for a specified funding source.</td>
</tr>
<tr>
<td>Sub-population (homeless)</td>
<td>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.</td>
</tr>
<tr>
<td>Term</td>
<td>Definition</td>
</tr>
<tr>
<td>-----------------------------------------------------------</td>
<td>--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Sub-recipient</td>
<td>Eligible entity that receives a sub-grant from the recipient to carry-out a project.</td>
</tr>
<tr>
<td>U.S. Department of Housing &amp; Urban Development (HUD)</td>
<td>A U.S. Government agency created in 1965 to support community development and increase home ownership.</td>
</tr>
<tr>
<td>U.S. Department of Veterans Affairs (VA)</td>
<td>The VA is a government-run military veteran benefit system with Cabinet-level status.</td>
</tr>
</tbody>
</table>
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>
<thead>
<tr>
<th>Document Name</th>
<th>Document Location and/or URL</th>
<th>Issuance Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Continuum of Care Duties</td>
<td><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></td>
<td>NA</td>
</tr>
<tr>
<td>ESG Guide</td>
<td>TBD</td>
<td>TBD</td>
</tr>
<tr>
<td>Notice Establishing Additional Requirements for a Continuum of Care Centralized or Coordinated Assessment System</td>
<td><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></td>
<td>January 2017</td>
</tr>
<tr>
<td>West Virginia Balance of State CoC Charter</td>
<td>Drop Box (will update with URL once finalized)</td>
<td>October 2015</td>
</tr>
</tbody>
</table>
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 RCCC Board Chair, RCCC Board Vice-Chair, RCCC President & CEO, and any other appropriate stakeholders.

Signature: ___________________________ Date: ____________
Print Name: __________________________
Title: _______________________________
Role: _______________________________

Signature: ___________________________ Date: ____________
Print Name: __________________________
Title: _______________________________
Role: _______________________________

Signature: ___________________________ Date: ____________
Print Name: __________________________
Title: _______________________________
Role: _______________________________
Appendix F: Organizational Chart

Table 5: RCCC Board Organizational Chart
## Appendix G: RCCC Board Structure

### Table 6: RCCC Board Structure

<table>
<thead>
<tr>
<th>Board Structure</th>
<th>Sub-Population Representation</th>
<th>Organizational Representative</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Appointed Seats</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>County Health and Human Services Agency</td>
<td></td>
<td>Charged with coordinating efforts of all health and human services providers.</td>
</tr>
<tr>
<td>CoC Lead Agency CEO or designee</td>
<td></td>
<td>Charged with executing the MOU agreement with the RCCC as the CoC Lead Agency and supporting all CoC directives</td>
</tr>
<tr>
<td>Public Housing Authority: County of San Diego Department of Housing and Community Development</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Public Housing Authority: San Diego Housing Commission</td>
<td></td>
<td></td>
</tr>
<tr>
<td>San Diego Workforce Partnership</td>
<td></td>
<td>Charged with coordinating efforts of all employment agencies and workforce development services providers.</td>
</tr>
<tr>
<td>United Way of San Diego County</td>
<td></td>
<td>Charged with coordinating collective impact efforts.</td>
</tr>
<tr>
<td>U.S. Department of Veterans Affairs</td>
<td></td>
<td>Charged with coordinating efforts of all homeless Veterans providers.</td>
</tr>
<tr>
<td><strong>Community Stakeholders</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Homeless / Formerly Homeless</td>
<td>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</td>
<td>Charged with representing all homeless individuals or formerly homeless individuals.</td>
</tr>
<tr>
<td>Homeless Service Provider – General, Central, East, North Coastal, North Inland, and South Bay Regions (6)</td>
<td></td>
<td>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.</td>
</tr>
<tr>
<td>Education</td>
<td></td>
<td>Charged with coordinating efforts with all education organizations.</td>
</tr>
<tr>
<td>Health (3)</td>
<td></td>
<td>Charged with coordinating efforts with health and behavioral health providers, Preference for at least one seat given to consumers/individuals with lived experience.</td>
</tr>
<tr>
<td>Sector</td>
<td>Operational Responsibilities</td>
<td></td>
</tr>
<tr>
<td>--------------------------------</td>
<td>---------------------------------------------------------------------------------------------</td>
<td></td>
</tr>
<tr>
<td>Law Enforcement / Justice System</td>
<td>Charged with coordinating efforts with all other public law enforcement agencies within the Region.</td>
<td></td>
</tr>
<tr>
<td>Business (3)</td>
<td>Charged with coordinating efforts with all business organizations. Preference given to affordable housing developers.</td>
<td></td>
</tr>
<tr>
<td>Elected Official (2)</td>
<td>Charged with coordinating efforts with all jurisdictions within the Region.</td>
<td></td>
</tr>
<tr>
<td>Funder (2)</td>
<td>Charged with coordinating efforts of philanthropy.</td>
<td></td>
</tr>
<tr>
<td>Faith Community</td>
<td>Charged with coordinating efforts of all faith-based organizations.</td>
<td></td>
</tr>
<tr>
<td>Technology Business</td>
<td>Charged with coordinating efforts of all technology organizations.</td>
<td></td>
</tr>
<tr>
<td>Homeless Advocate</td>
<td>Charged with advocating on behalf of persons experiencing homelessness.</td>
<td></td>
</tr>
<tr>
<td>Flexible (3)</td>
<td>Charged with coordinating efforts in their sectors. Preference given to consumers/individuals with lived experience.</td>
<td></td>
</tr>
</tbody>
</table>
# Appendix H: RCCC Roles & Responsibilities

## Table 6: RCCC Roles & Responsibilities

<table>
<thead>
<tr>
<th>Responsibility</th>
<th>Required Activity</th>
<th>Responsible Stakeholder(s):</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operate the RCCC</strong></td>
<td>Hold meetings of the FM, with published agendas, at least twice per year. One meeting will be the Annual Meeting.</td>
<td>Board CoC Lead Agency Staff</td>
</tr>
<tr>
<td></td>
<td>Make an invitation for new members to join publicly available within the geographic area at least annually. Ensure an updated membership roster is maintained.</td>
<td>Board CoC Lead Agency Staff</td>
</tr>
<tr>
<td></td>
<td>Adopt and follow a written process to select a Board and its members to act on behalf of RCCC. The process must be reviewed, updated, and approved by the Board and FM at least once every 5 years.</td>
<td>Board FM CoC Lead Agency Staff</td>
</tr>
<tr>
<td></td>
<td>Appoint additional committees, subcommittees, or workgroups.</td>
<td>Board</td>
</tr>
<tr>
<td></td>
<td>Participate in Committees, additional committees, subcommittees, or workgroups.</td>
<td>Board FM CoC Lead Agency Staff</td>
</tr>
<tr>
<td></td>
<td>Develop, follow, and update annually a Charter, which will comply with HEARTH and all other applicable regulations.</td>
<td>Board FM Governance Advisory Committee HMIS Lead Collaborative Applicant CoC Lead Agency Staff</td>
</tr>
<tr>
<td></td>
<td>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.</td>
<td>Board Evaluation Advisory Committee CoC Lead Agency Staff</td>
</tr>
<tr>
<td></td>
<td>Establish and operate a CES system that provides an initial, comprehensive assessment of the needs of individuals and families for housing and services.</td>
<td>Board Evaluation Advisory Committee</td>
</tr>
<tr>
<td>Operational Responsibilities and Authorities Version 7.0</td>
<td>Governance Charter</td>
<td></td>
</tr>
<tr>
<td>----------------------------------------------------------</td>
<td>---------------------</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>CoC Lead Agency Staff</td>
</tr>
<tr>
<td>Establish and consistently follow written standards and policies for providing homeless assistance inclusive of CoC and ESG programs.</td>
<td></td>
<td>Board Evaluation Advisory Committee CoC Lead Agency Staff</td>
</tr>
<tr>
<td>Designate a single HMIS for the Region.</td>
<td></td>
<td>Board</td>
</tr>
<tr>
<td>Direct and evaluate performance of MOU with CoC Lead Agency.</td>
<td></td>
<td>Board</td>
</tr>
<tr>
<td>Provide support to Board, Executive Officers, and Committees. In addition, manage the Website &amp; Document Portal and serve as the RCCC general Point-of-Contact as directed by the Board. Conduct community outreach and engagement as appropriate.</td>
<td></td>
<td>CoC Lead Agency Staff</td>
</tr>
<tr>
<td>Review RCCC activities and act on behalf of the Board as designated by the Board.</td>
<td></td>
<td>Executive Committee</td>
</tr>
<tr>
<td>Designate an eligible agency to manage the RCCC’s HMIS, which will be known as the HMIS Lead.</td>
<td></td>
<td>Board</td>
</tr>
<tr>
<td>Review, revise, and approve a privacy plan, security plan, and data quality plan for the HMIS.</td>
<td></td>
<td>HMIS Lead Evaluation Advisory Committee</td>
</tr>
<tr>
<td>Ensure consistent participation of recipients and sub-recipients in the HMIS.</td>
<td></td>
<td>HMIS Lead</td>
</tr>
<tr>
<td>Ensure the HMIS is administered in compliance with requirements prescribed by HUD.</td>
<td></td>
<td>HMIS Lead Evaluation Advisory Committee</td>
</tr>
<tr>
<td>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:</td>
<td></td>
<td>Board Evaluation Advisory Committee CoC Lead Agency Staff</td>
</tr>
<tr>
<td>• Outreach, engagement, and assessment;</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Shelter, housing, and supportive services; and</td>
<td></td>
<td></td>
</tr>
<tr>
<td>• Prevention strategies.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Planning for and conducting, at least biennially, a PITC of homeless persons within the Region.</td>
<td></td>
<td>CoC Lead Agency Staff</td>
</tr>
<tr>
<td>Operational Responsibilities</td>
<td>Board IC CoC Lead Agency Staff</td>
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<tr>
<td>Establish plans for ending homelessness in the Region.</td>
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<tr>
<td>Conduct an annual analysis including gaps of homeless systems needs and services available within the Region.</td>
<td>HMIS Lead</td>
<td></td>
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<tr>
<td>Provide information required to complete the Consolidated Plan(s) within the Region.</td>
<td>CoC Lead Agency Staff</td>
<td></td>
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<tr>
<td>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.</td>
<td>Evaluation Advisory Committee CoC Lead Agency Staff</td>
<td></td>
</tr>
<tr>
<td>Identify and apply for competitive homeless-related federal, state, and local grants, as appropriate.</td>
<td>Board Collaborative Applicant CoC Lead Agency Staff</td>
<td></td>
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<tr>
<td>Facilitate Learning Collaboratives to help assure the use of evidence-based programs and other innovations with fidelity and benefit to consumers.</td>
<td>FM CoC Lead Agency Staff</td>
<td></td>
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<tr>
<td>Issue annual report of homelessness in the region.</td>
<td>Board CoC Lead Agency Staff</td>
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San Diego Regional Continuum of Care Council Governance Charter
MEMORANDUM OF
UNDERSTANDING BETWEEN
SAN DIEGO REGIONAL
CONTINUUM OF CARE
COUNCIL (RCCC);
SAN DIEGO CITY AND COUNTY
CONTINUUM OF CARE (CoC) (CA-601)
AND
REGIONAL TASK FORCE ON THE HOMELESS,
INC. (RTFH)

WHEREAS the RCCC Serving as the San Diego City and County CoC (CA-601) adopted a Governance Charter on Oct. 01, 2020;

WHEREAS the CoC serves the geographic area of the CA-601 Continuum of Care, which encompasses all of San Diego County, and serves as the central collective impact 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 RCCC 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; and

WHEREAS the CoC shall develop policies and procedures conforming to the U.S. Department of Housing and Urban Development requirements detailed in 24 CFR part 578 to designate an eligible organization to serve as the Collaborative Applicant to provide services outlined in this Memorandum of Understanding;

WHEREAS the CoC shall develop policies and procedures conforming to the U.S. Department of Housing and Urban Development (HUD) requirements detailed in 24 CFR part 578 to designate an eligible organization to serve as the Homeless Management Information System (HMIS) Lead Agency to provide services outlined in this Memorandum of Understanding;
WHEREAS the CoC shall develop policies and procedures conforming to the State of California Statute 420.623 and 420.624 to designate an eligible organization to serve as the Continuum of Care (CoC) Lead Agency and Administrative Entity to provide services outlined in this Memorandum of Understanding;

WHEREAS the CoC has designated the RCCC to sign this Memorandum of Understanding on its behalf; and

WHEREAS the Regional Task Force on the Homeless, Inc., a California 501(c)(3) nonprofit organization, has been designated as the "Collaborative Applicant" by the CoC, and as such is the sole eligible applicant for HUD CoC Planning Grant funds, and shall manage the required HUD process on behalf of the CoC to ensure the maximum amount of funds are received by the CoC jurisdiction and that the CoC is in compliance with all applicable HUD rules and regulations;

WHEREAS the Regional Task Force on the Homeless, Inc., a California 501(c)(3) nonprofit organization, has been designated as the "Homeless Management Information System (HMIS) Lead Agency" by the CoC, and as such is the sole eligible applicant for HUD CoC HMIS project grant, and shall manage the HMIS as required by HUD and that the CoC is in compliance with all applicable HUD rules and regulations;

WHEREAS the Regional Task Force on the Homeless, Inc., a California 501(c)(3) nonprofit organization, has been designated as the "Coordinated Entry System (CES) Lead Agency" by the CoC, and as such is the sole eligible applicant for HUD CoC CES project grant, and shall manage the CES as required by HUD and that the CoC is in compliance with all applicable HUD rules and regulations;

WHEREAS the Regional Task Force on the Homeless, Inc., a California 501(c)(3) nonprofit organization, has been designated as the "Point-in-Time Count (PITC) Lead Agency" by the CoC, and as such is the sole agency to conduct the PITC, also so known as the "We all Count" activity, and shall manage the PITC and HIC as required by HUD and that the CoC is in compliance with all applicable HUD rules and regulations;

WHEREAS the Regional Task Force on the Homeless, Inc., a California 501(c)(3) nonprofit organization, has been designated as the "CoC Lead Agency and Administrative Entity" by the CoC, and as such is responsible for any California state funds application on behalf of agencies within the CoC catchment area, apply for any CoC Lead Agency funds through the State of California, and shall manage the CoC and ensure the CoC is in compliance with all applicable State of California Statute Health and Safety Code 50490(a)(1-3) and related rules and regulations;

The parties agree to the following:
ROLES AND RESPONSIBILITIES OF THE RTFH, IN ITS ROLE AS 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.

1. Conduct the HUD CoC Program grant process, which will include but is not limited to:
   a. Plans and coordinates a collaborative grant process within the CoC catchment area
   b. Staffs a performance, scoring, and ranking committee; that
      i. Establishes CoC priorities that align with HUD's priorities, as stated in the Notice of Funds Availability (NOFA) or related materials;
      ii. Scores projects using an objective set of criteria based on CoC priorities, performance, and such other objective criteria deemed appropriate; and
      iii. Ranks projects according to the NOFA's instructions
   c. Develops an application timeline and project proposal process consistent with the requirements of the HUD CoC NOFA
   d. Prepares the application for CoC RCCC Board approval
   e. Submits the consolidated application to HUD
2. Applies for HUD planning dollars and is able to provide the match required for the planning grant.
3. Develop in cooperation with committees CoC performance targets appropriate for each population and program type based on HUD performance standards identified in HUD guidance, NOFAs and notices.
4. Conduct performance monitoring, evaluation and reporting of all CoC program and ESG program recipients and sub-recipients.
5. Develops a quality improvement plan (QIP) and provides technical assistance for underperforming projects.
6. Provides required reports to HUD.
7. In collaboration with CoC committees and the RCCC, establishes written standards for HUD-funded and state-funded recipients and sub-recipients.
8. Serves as liaison between CoC-funded projects and the local HUD Field Office located in Los Angeles, CA.

ROLES AND RESPONSIBILITIES OF THE CoC RCCC:

1. Approve policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program and ESG recipients and sub-recipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.
3. Collaborate with the RTFH to secure and align local public and private funds, state funds, and federal funds to prevent and end homelessness.
4. Review and approve the funding application and response to HUD's annual CoC Program NOFA for homelessness assistance resources.
5. Approve CoC performance targets appropriate for each population and program type.
6. Approve written standards for HUD-funded and state-funded homeless projects.
7. Conduct an annual performance review of the Collaborative Applicant.
ROLES AND RESPONSIBILITIES OF THE RTFH, IN ITS ROLE AS HMIS LEAD AGENCY:

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.

1. Oversee day-to-day administration and operation of HMIS.
2. Maintain relationship and active contract in good standing with the selected HMIS software vendor, currently Bitfocus, Clarity software.
3. Maintain current all licenses and user agreements.
4. Maintain a working relationship with all covered homeless organizations (CHOs).
5. Develop and implement HMIS-related trainings for end users.
6. Develop and follow a data quality plan (to be approved by HMIS workgroup/data committee).
7. Develop and follow a data security and privacy plan (to be approved by HMIS workgroup/data committee).
8. Produce standard reports and customized reports, as applicable and requested by member agencies.
9. Maintain compliance with HUD’s current data standards.
10. Recruitment of non-CHOs to use HMIS.
11. Staff HMIS workgroup and data committee.
12. Provide mandatory reporting to HUD; LSA, SPM, and other reports, as required.
13. Develop HMIS project application for annual consolidated application.
   a. Develops and adheres to annual budget.
   b. Provides match for HUD HMIS grant.
14. Maintain relationships with other non-HUD projects.
15. Submits annual Point in Time Count results to HUD.
16. Submits annual Housing Inventory Count results to HUD.
17. Generates an annual gaps analysis based on HMIS data and additional data available.

ROLES AND RESPONSIBILITIES OF THE RCCC WITH RESPECT TO HMIS:

1. Approve HMIS policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program and ESG recipients and sub-recipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.
3. Direct the prioritization of the HMIS project application as a response to HUD’s annual CoC Program NOFA for homelessness assistance resources.
4. Approve CoC performance targets appropriate for each population and program type.
5. Conduct an annual performance review of the HMIS Lead Agency.
ROLES AND RESPONSIBILITIES OF THE RTFH, IN ITS ROLE AS CoC CES LEAD AGENCY:

Coordinated Entry System (CES) is defined as:
A centralized or coordinated process designed to coordinate program participant initial screening, assessment, and provision of referrals. As defined by HUD, centralized or coordinated assessment system must:
1. Cover the geographic area,
2. Be easily accessed by individuals and families seeking housing or services,
3. Be well advertised, and
4. Include a comprehensive and standardized assessment tool.

These are the minimum requirements for the CoC’s centralized or coordinated assessment system. In addition RTFH will;
1. Support efforts to centralize housing and homeless supportive services into CES.
2. Demonstrate “good faith” efforts to improve cross-system collaboration and sustain inter-agency cooperation.
3. Evidence “good faith” efforts to identify and publicize the benefits of centralized screening and assessment.
4. Provide training on CES process and policies.
5. Provide training on HMIS CES program requirements.
6. Provide training on the CoC adopted assessment tool; VI-SPDAT and all version.
7. Centralize community data to identify gaps that affect the system and streamline improvement efforts.
8. Actively engaging in “good faith” efforts to resolve any and all program implementation challenges.
9. Provide matches/referrals in a timely manner.
10. Support community partners through sub-population and housing support specific Case Conferencing to quickly move to housing those on priority CES By-Name-List (BNL).
11. Support a Housing First approach and philosophy.
12. Address concerns from funders regarding program CES participation, outcomes and requirements.
13. Provide CES policies and procedures to clearly articulating participant agency expectations.
14. Clearly articulating challenges about the interface with other systems (health care, behavioral health, foster care, corrections, basic needs resources, etc.) and provide guidance.
15. Follow all HUD requirements.
16. Follow CoC directed prioritization for priority populations in creating BNL
17. Provide CoC details on any service delivery and programmatic changes.
18. Participating in program evaluation activities, where possible.
19. Understanding that participation is required by the Continuum of Care with funding sources backing up the requirement in their funding/program evaluation criteria, and support any needed documentation for funders

ROLES AND RESPONSIBILITIES OF THE RCCC WITH RESPECT TO CES:

1. Approve CES policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program and ESG recipients and sub-recipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.
3. Direct the prioritization of the CES projects application as a response to HUD’s annual CoC Program NOFA for homelessness assistance resources.
4. Approve CoC prioritization targets appropriate for each population and program type.
5. Conduct an annual performance review of the CES Lead Agency.

**ROLES AND RESPONSIBILITIES OF THE RTFH, IN ITS ROLE AS CoC LEAD AGENCY and ADMINISTRATIVE ENTITY:**

1. Staffing of CoC activities, which includes but is not limited to:
   a. Membership meetings - logistics, agendas, minutes
   b. CoC RCCC Board meetings - logistics, agendas, minutes
   c. CoC Committee meetings - logistics, agendas, minutes
   d. Board and member support
   e. Board and member development and recruitment
2. Record keeping of all CoC-related documents.
3. Advocacy and outreach within and to the community.
4. CoC Planning, to include but is not limited to:
   a. Ranking committee for ESG-funded and state-funded projects
   b. Development of a homeless continuum of care plan
5. Provide TA to the CoC on HUD program requirements, homeless crisis system best practices and emerging promising practices using user groups, communities of practice learning collaborative, use of subject matter experts and peer CoC’s.
6. Inform CoC of HUD notices, interim rules, and changes to HUD regulations.
7. Collaborate to secure and align local public and private funds, state funds, and federal funds to prevent and end homelessness.
8. Apply for State of California funds on behalf of the CoC.
9. Conduct RFP/RFI processes for applications and distribution of state funds.
10. Manage contract process and all fiscal control in accordance with all laws and requirements.
11. Maintain contracts and compliance of recipients and sub-recipients of grants.
12. Monitor all RTFH funded contracts, CoC and State ESG funded projects.
14. Update and maintain CoC-related social media (Facebook, Twitter, Instagram, etc.)
15. Update and maintain CoC website.
17. Develop of quality improvement plan (QIP) and possible TA for State of California-funded, HUD CoC, and ESG funded underperforming projects.
18. Must comply with any requirements of the State of California the Health and Safety Code 50490(a)(1-3) as it related to the CoC Administrative Entity.

**ROLES AND RESPONSIBILITIES OF RCCC WITH REGARD TO COC LEAD AGENCY:**

1. Approve policies and procedures for performance monitoring, evaluation, corrective plans and reporting for all CoC Program and ESG recipients and sub-recipients.
2. Ensure that any potential or perceived conflicts of interest are addressed in an effective, open, and timely manner.
3. Collaborate to secure and align local public and private funds, state funds, and federal funds to prevent and end homelessness.
4. Review and approve the project applications for State funding.
5. Consider for approval policies, priorities and practices presented to the Board by the CoC Lead Agency that target reductions in homelessness appropriately for each population and program type.

**INDEMNIFICATION**
The RTFH will provide its indemnification coverage to the CoC and Board during the terms of this MOU. 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.

**DURATION AND RENEWAL**
Except as provided in the TERMINATION section, the duration of this MOU shall be a 5 year agreement, with annual reviews and renew automatically unless either party gives notification pursuant to TERMINATION section.

**AMENDMENTS/NOTICES**
The MOU may be amended in writing by either party, the CoC and/or the Regional Task Force on the Homeless, Inc., and is in effect upon signature of both parties. **Notices shall be mailed, emailed or delivered to:**

1. Chair of the CoC RCCC Board
2. Chief Executive Officer of the Regional Taskforce on the Homeless, Inc.

**TERMINATION**
Either party, the CoC and/or the Regional Task Force on the Homeless, Inc., may terminate this MOU at a date prior to the renewal date specified in the MOU by giving 180 days written notice to the other party. The final termination date must take into account federal and state grant end dates the RTFH is contractually obligated to complete and shall be effective on the date agreed to by both parties.

Signatures:

[Signatures]

Chair, RCCC Continuum of Care Board
Chief Executive Officer, The Regional Task Force on the Homeless, Inc.

[Dates]